



**NRB BEARINGS LIMITED**  
Dhannur, 15, Sir P.M. Road, Fort, Mumbai- 400001, India.  
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W: www.nrbbearings.com  
CIN: L29130MH1965PLC013251

April 27, 2019

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, P.J. Towers, Dalal Street  
Mumbai 400 001

National Stock Exchange of India Limited  
Listing Department-Corporate Services  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
Bandra Kurla Complex  
Bandra East, Mumbai 400051

**Code No. 530367/ NRBBEARING**

**Sub: Announcement of Voting Results in respect of the Postal Ballot and Scrutinizer's Report**

Dear Sir/Madam,

This has reference to our letter dated March 26, 2019 whereby, we had informed you that the Company was in the process of seeking approval of the shareholders by way of Postal Ballot including remote e-voting in respect of the following resolutions to be passed as Special Resolutions set out in the Postal Ballot Notice dated February 4, 2019.

The voting by Postal Ballot including remote e-voting commenced on Wednesday, March 27, 2019 and concluded on Thursday, April 25, 2019. The Company had appointed Mr. U C Shukla, Practicing Company Secretary (Membership No. FCS -2727), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in the fair and transparent manner. Accordingly, the Scrutinizer has submitted his Consolidated Report (remote e - voting and voting through Postal Ballot Forms) dated April 26, 2019 on the results of the Postal Ballot, which is attached herewith. In accordance with the said Report, the result of the Postal Ballot including remote e- voting was declared by the Chairman today i.e. April 26, 2019. As per the Report, the Resolutions have been passed with the requisite majority. The above is in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We request you to take the above on your records and acknowledge receipt.

Thanking You.

Sincerely,  
**For NRB Bearings Limited**

Shruti Joshi  
Company Secretary

### Declaration of the Results of the Postal Ballot:

Item No. 1:

**Special Resolution under Section 5, 14 alteration of articles of association of the Company by substituting and replacing the existing set of Articles of Association with a new set of Articles of Association.**

Voting through remote e-voting and physical postal ballot:

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
No. of members	No. of votes cast for	% of total no. of votes cast	No. of members	No. of votes cast against	% of total no. of votes cast	No. of members	No. of votes cast
<b>102</b>	<b>6,53,23,789</b>	<b>81.88</b>	<b>28</b>	<b>1,44,52,305</b>	<b>18.12</b>	<b>7</b>	<b>179</b>

Item No. 2:

**Special Resolution under Sections 196, 197 and 203 read with schedule V for appointment of Mr. Satish Rangani (DIN: 00209069), who has attained the age of 70 years, as a whole-time Director, designated as Executive Director.**

Voting through remote e-voting and physical postal ballot:

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
No. of members	No. of votes cast for	% of total no. of votes cast	No. of members	No. of votes cast against	% of total no. of votes cast	No. of members	No. of votes cast
<b>104</b>	<b>7,92,42,527</b>	<b>99.34</b>	<b>24</b>	<b>5,23,567</b>	<b>0.66</b>	<b>7</b>	<b>179</b>

Name of the Company :

NRB BEARINGS LIMITED

Record Date	08-03-2019
Total number of shareholders on record date	25191
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	-
Public	-
<b>No. of shareholders present in the meeting through Video Conferencing</b>	
Promoters and Promoter Group	-
Public	-

**Resolution No.1**

Resolution required : (Ordinary / Special)			<b>Special Resolution</b> <b>Resolution No.1 - Alteration of the Articles of Association of the Company</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			-					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	51052094	45932315	89.97	45932315	0	100.00	0.00
	Poll		747021	1.46	747021		100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>51052094</b>	<b>46679336</b>	<b>91.43</b>	<b>46679336</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	32949377	29117900	88.37	18474124	10643776	63.45	36.55
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>32949377</b>	<b>29117900</b>	<b>88.37</b>	<b>18474124</b>	<b>10643776</b>	<b>63.45</b>	<b>36.55</b>
Public- Non Institutions	E-Voting	12921129	3894880	30.14	86730	3808150	2.23	97.77
	Poll		83978	0.65	83599	379	99.55	0.45
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>12921129</b>	<b>3978858</b>	<b>30.79</b>	<b>170329</b>	<b>3808529</b>	<b>4.28</b>	<b>95.72</b>
<b>Total</b>		<b>96922600</b>	<b>79776094</b>	<b>82.31</b>	<b>65323789</b>	<b>14452305</b>	<b>81.88</b>	<b>18.12</b>

**Resolution No.2**

Resolution required : (Ordinary / Special)			<b>Special Resolution</b> <b>Resolution No.2 - Re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			-					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	51052094	45932315	89.97	45932315	0	100.00	0.00
	Poll		747021	1.46	747021	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>51052094</b>	<b>46679336</b>	<b>91.43</b>	<b>46679336</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	32949377	29117900	88.37	28595195	522705	98.20	1.80
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>32949377</b>	<b>29117900</b>	<b>88.37</b>	<b>28595195</b>	<b>522705</b>	<b>98.20</b>	<b>1.80</b>
Public- Non Institutions	E-Voting	12921129	3885980	30.07	3885789	191	100.00	0.00
	Poll		82878	0.64	82207	671	99.19	0.81
	Postal Ballot (if applicable)			0.00			0.00	0.00
	<b>Total</b>	<b>12921129</b>	<b>3968858</b>	<b>30.72</b>	<b>3967996</b>	<b>862</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>96922600</b>	<b>79766094</b>	<b>82.30</b>	<b>79242527</b>	<b>523567</b>	<b>99.34</b>	<b>0.66</b>

# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

26<sup>th</sup> April, 2019

The Chairman,  
NRB Bearings Ltd.  
Dhannur, 15,  
Sir P. M. Road,  
Fort,  
Mumbai 400 001.

Dear Sir,

**Sub: Report on passing of Special Resolutions by Postal Ballot**

I am appointed as a Scrutinizer by NRB Bearings Limited (hereinafter referred to as "the Company") for conducting the process of postal ballot in a fair and transparent manner for passing resolution as per **Annexure-1** to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

The Company dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolution and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on 08/03/2019.

The Company has appointed CDSL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid email-Ids. The mails were Password Protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, passwords were sent physically for facilitating e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- |    |   |   |                        |
|----|---|---|------------------------|
| 1) | (a) Number of ballot paper posted on 23/03/2019 (physical)  | : | 4190                   |
|    | (b) Number of ballot papers e-mailed on 22/03/2019  | : | 21001                  |
|    | (c) Number of ballot papers returned undelivered by Post  | : | 163                    |
|    | (d) Number of e-mails bounced/undelivered as per Universal email<br>(E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 591                    |
| 2) | Date of commencement of voting cycle  | : | 27/03/2019 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed   | : | 25/04/2019 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting   | : | 25/04/2019 (5:00 p.m.) |

...2/



G-90, Snehadhara, Dadabhai Cross Road No.3, Vile Parle West, Mumbai - 400 056. Tel.: 2624 3350

: 2 :

5)	(a) Number of response received (Physical)	:	60
	(b) Number of response received (e-voting)	:	78
	<b>Total</b>	:	<b>138</b>
6)	(a) Number of valid ballot papers received (Physical)	:	53
7)	(a) Number of invalid ballot papers received (physical)	:	7
	(b) Number of invalid e-voting	:	0
8)	<b>Resolution 1 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	8,30,620 (48 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	6,44,93,169 (54 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>6,53,23,789(81.88%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	379(5 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	1,44,51,926(23 Cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>1,44,52,305 (18.12%)</b>
	<b>Number of votes abstained for voting (e-voting)</b>	:	<b>100 (1Case)</b>
9)	<b>Resolution 2 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	8,29,228 (43 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,84,13,299 (61 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>7,92,42,527 (99.34%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	671 (8 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	5,22,896 (16 Cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>5,23,567 (0.66%)</b>
	<b>Number of votes abstained for voting (physical)</b>	:	<b>1,100 (2 Ballots)</b>
	<b>Number of votes abstained for voting (e-voting)</b>	:	<b>9,000 (1Case)</b>
10)	Number of invalid votes	:	179 (7 Ballots)

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.



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UPENDRA SHUKLA

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**Conclusion –**

**(i) For Resolution 1 (Special Resolution): Alteration of the Articles of Association of the Company:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”


**(ii) For Resolution 2 (Special Resolution): Re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

Thanking you,



Yours faithfully,

  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Encl: as above.

**1. Special Resolution for alteration of the Articles of Association of the Company:**

"**RESOLVED THAT** pursuant to provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act") and subject to such other approvals, permissions and consents as may be required, the existing set of the Articles of Association of the Company be and is hereby substituted and replaced in its entirety with the new set of Articles of Association and the existing set of the Articles of Association be and is hereby rescinded.

**RESOLVED FURTHER THAT** the "Board" of Directors of the Company (the "Board" which expression shall include any Committee thereof for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**2. Special Resolution for re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director:**

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules issued thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. Satish Rangani (DIN 00209069) as whole-time director designated as Executive Director of the Company, for a period of one (1) year from January 24, 2019 to January 23, 2020 on the terms and conditions contained in the Agreement dated March 6, 2019 (which Agreement is also hereby ratified and approved) entered into between the Company and Mr. Satish Rangani, with liberty to the Board of Directors (the "Board" which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), to alter and vary the terms and conditions of the appointment including remuneration as it may deem fit subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act in case the Company has adequate profits.

**RESOLVED FURTHER THAT** the remuneration approved by the Board upon the recommendation of the Nomination and Remuneration Committee for any financial year be paid as the minimum remuneration in case the Company has no profits or its profits are not adequate during any financial year and the Board be and is hereby authorized to approach the relevant authorities and obtain the necessary approvals as and when necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, matters, deeds and things as it may in its absolute discretion deem expedient in the interest of the Company and to settle any questions that may arise in this regard."



## Details of Voting in terms of SEBI Circulars

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 1							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	48	36.92	8,30,620	1.04	8,30,620	1.04
	Assent (E-voting)	54	41.54	6,44,93,169	80.84	6,44,93,169	80.84
<b>1</b>	<b>SUB-TOTAL</b>	<b>102</b>	<b>78.46</b>	<b>6,53,23,789</b>	<b>81.88</b>	<b>6,53,23,789</b>	<b>81.88</b>
2	Dissent (Physical)	5	3.85	379	Negligible	379	Negligible
	Dissent (E-voting)	23	17.69	1,44,51,926	18.12	1,44,51,926	18.12
<b>2</b>	<b>SUB-TOTAL</b>	<b>28</b>	<b>21.54</b>	<b>1,44,52,305</b>	<b>18.12</b>	<b>1,44,52,305</b>	<b>18.12</b>
	<b>TOTAL</b>	<b>130</b>	<b>100.00</b>	<b>7,97,76,094</b>	<b>100.00</b>	<b>7,97,76,094</b>	<b>100.00</b>
<b>3</b>	Invalid	7	N.A.	179	N.A.	179	N.A.

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	43	33.59	8,29,228	1.04	8,29,228	1.04
	Assent (E-voting)	61	47.66	7,84,13,299	98.30	7,84,13,299	98.30
<b>1</b>	<b>SUB-TOTAL</b>	<b>104</b>	<b>81.25</b>	<b>7,92,42,527</b>	<b>99.34</b>	<b>7,92,42,527</b>	<b>99.34</b>
2	Dissent (Physical)	8	6.25	671	Negligible	671	Negligible
	Dissent (E-voting)	16	12.50	5,22,896	0.66	5,22,896	0.66
<b>2</b>	<b>SUB-TOTAL</b>	<b>24</b>	<b>18.75</b>	<b>5,23,567</b>	<b>0.66</b>	<b>5,23,567</b>	<b>0.66</b>
	<b>TOTAL</b>	<b>128</b>	<b>100.00</b>	<b>7,97,66,094</b>	<b>100.00</b>	<b>7,97,66,094</b>	<b>100.00</b>
<b>3</b>	Invalid	7	N.A.	179	N.A.	179	N.A.





**The NRB Bearings Ltd - Postal Ballot**

**BASIS OF ACCEPTANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 08/03/2019, which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or 'No' 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.



  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654