

August 9, 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
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**Code No. 530367/ NRBBEARING**

**Sub: Disclosure under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations) - Brief Proceedings of the 54th Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A in Schedule III of the Listing Regulations, we enclose herewith brief proceedings of the 54th Annual General Meeting (AGM) of the Company held on Friday, August 9, 2019 at 3:30 p.m. at the M.C.Ghia Hall, Dubash Marg, Mumbai 400 001 as Annexure A.

We request you to kindly take the same on record

Thanking you,

Sincerely,  
For NRB Bearings Limited

  
**Shruti Joshi**  
**Company Secretary**

**Annexure A**

**Brief Proceedings of the 54th Annual General meeting of the Company held on Friday, August 9, 2019:**

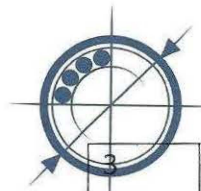
The Fifty-fourth Annual General Meeting (AGM) of the Company was held on Friday, August 9, 2019 at 3:30 p.m. at the M.C. Ghia Hall, Dubash Marg, Mumbai 400 001. Mr. Tashwinder Singh, Chairman of the Company, took the Chair and after ascertaining the quorum, called the meeting to order at 3:30 p.m. The Chairman then commenced the proceedings by welcoming the shareholders and introducing the Directors on dais. Thereafter, the Chairman with the permission of shareholders, took the Notice already sent to the members as read. He mentioned that the Auditor's Report as well as Secretarial Auditor's Report did not contain any qualification, observation or comment, hence, it was not required to read the Auditor's Report as well as Secretarial Auditor's Report at the meeting.

Thereafter he addressed the meeting, inter-alia, highlighting the industry scenario, financial performance of the Company and future outlook etc. The Chairman then informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules thereon and Regulation 44 of the Listing Regulations, the Company had provided the facility of remote e-voting for voting on the resolutions contained in the Notice calling the AGM and also facility of ballots was made available at AGM venue to facilitate those shareholders who did not exercise their vote through remote e-voting (Collectively referred to as "E-voting"). The Chairman vacated the Chair during the proposal and secondment of the item on the Notice concerning his appointment as Independent Director for a second term and handed over the Chair to Ms. Harshbeena Zaveri, Vice Chairman & Managing Director. After the said resolution, Ms. Zaveri handed the Chair back to Mr. Tashwinder Singh. He further informed that Mr. Upendra Shukla, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the process of remote e-voting and electronic voting at the Meeting.

Accordingly, the following resolutions as set out in the Notice convening the AGM were put on vote through ballot:

Sr.No.	Particulars	Type of Resolution
	<b>Ordinary Business</b>	
1	Adoption of Audited Financial Statements (Stand-alone and consolidated) together with the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2019.	Ordinary
2	Declaration of dividend on equity shares for the financial year ended March 31, 2019.	Ordinary





# NRB BEARINGS THE ORIGINAL

**NRB BEARINGS LIMITED**

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	Appointment of a Director in place of Mr. D. S. Sahney (DIN 00003956) who retires by rotation and being eligible has offered himself for re-appointment.	Ordinary
	<b>Special Business</b>	
4	Ratification of the Remuneration of M/s. Nanabhoy and Co., Cost Accountants for the financial year ending March 31,2020.	Ordinary
5	Appointment of Mr. Satish Rangani (DIN 00209069) as a Director of the Company, liable to retire by rotation.	Ordinary
6	Appointment of Mr. Tashwinder Singh (DIN 006572282) as Independent Director of the Company for a second term.	Special
7	Appointment of Ms. Vishakha R.M. (DIN 07108012) as an Independent Director of the Company for a term of five (5) consecutive years.	Ordinary
8	Approval of annual remuneration exceeding Rs. 5.00 crores or 2.5% of the net profits, whichever is higher to Ms. Harshbeena Zaveri, Vice Chairman & Managing Director.	Special

The Chairman then invited the shareholders to raise any queries or comments on the financial performance of the Company or in general, if any. Few shareholders addressed the meeting and raised certain queries on the Company's performance which were answered by the Vice-Chairman & Managing Director. The Chairman declared the AGM as concluded at 4:30 p.m.

