

September 25, 2021

BSE Limited Corporate Relationship Department 1 st Floor, P.J. Towers, Dalal Street Mumbai 400 001	National Stock Exchange of India Limited Listing Department-Corporate Services Exchange Plaza, 5 th Floor, Plot No. C/1 Bandra Kurla Complex Bandra East, Mumbai 400051
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Code No. 530367/ NRBBEARING

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") — Details of voting results of the 56th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Listing Regulations, and section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we enclose herewith the following in respect of the 56th Annual General Meeting (AGM) of the Company held on Friday, September 24, 2021 at 3:30 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India:

1. Disclosure of the voting results of the business transacted at the AGM as required under Regulation 44(3) of the SEBI Listing Regulations. All the resolutions were passed with requisite majority.
2. Pursuant to Section 108 of the Companies Act, 2013, combined report of the Scrutinizer, Mr. Upendra C Shukla, dated September 25, 2021 on Remote e-voting and e-voting conducted at the AGM,

We request you to kindly take the same on record.

Thanking You,

Sincerely,
For NRB Bearings Limited



Shruti Joshi
Company Secretary

Encl : as above

**Details of Voting Results of 56th Annual General Meeting of the Members of
 NRB Bearings Limited held on September 24, 2021.**

**[Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements)
 Regulations, 2015]**

1	Date of the AGM	Friday, September 24, 2021
2	Total number of shareholders on record date	47,168
3	No. of shareholders present in the meeting either in person or through proxy --- Promoters and Promoter Group: --- Public:	Not Applicable Not Applicable
4	No. of shareholders attended the meeting through video conferencing -- Promoters and Promoter Group: -- Public	7 57

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 1:								
Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon.								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					No.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution -	E-Voting*	33348770	31643388	94.89	31643388	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31643388	94.89	31643388	0.00	100.00
Public - Non Institution	E-Voting*	15396033	576334	3.74	576315	19	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576334	3.74	576315	19	100.00
Total		96922600	79102930	81.61	79102911	19	100.00	0.00

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 2:								
Declaration of final dividend on equity shares for the financial year ended March 31, 2021.								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					No.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution	E-Voting*	33348770	31881790	95.60	31881790	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31881790	95.60	31881790	0.00	100.00
Public - Non Institution	E-Voting*	15396033	576334	3.74	576325	9	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576334	3.74	576325	9	100.00
Total		96922600	79341332	81.86	79341323	9	100.00	0.00

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 3:								
Appointment of a director in place of Mr. Devesh Singh Sahney (DIN 00003956) who retires by rotation and being eligible has offered himself for re-appointment.								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					No.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution	E-Voting*	33348770	31881790	95.60	31832659	49131	99.85	0.15
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31881790	95.60	31832659	49131	99.85
Public - Non Institution	E-Voting*	15396033	576334	3.74	574585	1749	99.70	0.30
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576334	3.74	574585	1749	99.70
Total		96922600	79341332	81.86	79290452	50880	99.94	0.06

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 4:								
Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co. (Firm Registration No. 7464) for the financial year ending March 31, 2022.								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					No.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution	E-Voting*	33348770	31881790	95.60	31881790	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31881790	95.60	31881790	0.00	100.00
Public - Non Institution	E-Voting*	15396033	576334	3.74	574668	1666	99.71	0.29
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576334	3.74	574668	1666	99.71
Total		96922600	79341332	81.86	79339666	1666	100.00	0.00

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 5:								
Re-appointment of Mr. Rustom Desai (DIN: 02448175) as an Independent Director for a second term of 5 (five) consecutive years from January 23, 2022 to January 22, 2027.								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether Promoter/ Promoter group are interested in the agenda/resolution?					No.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution	E-Voting*	33348770	31881790	95.60	31779769	102021	99.68	0.32
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31881790	95.60	31779769	102021	99.68
Public - Non Institution	E-Voting*	15396033	576184	3.74	574316	1868	99.68	0.32
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576184	3.74	574316	1868	99.68
Total		96922600	79341182	81.86	79237293	103889	99.87	0.13

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

**Details of Voting Results of 56th Annual General Meeting of the Members of NRB Bearings Limited held on September 24, 2021.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 6:								
Increase of the limits of remuneration in excess of the limits prescribed under Section 197 of the Companies Act, 2013, payable to the managing director and the whole-time director for FY 2020-21.								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether Promoter/ Promoter group are interested in the agenda/resolution?					Yes.			
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*	48177797	46883208	97.31	46883208	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		48177797	46883208	97.31	46883208	0.00	100.00
Public Institution	E-Voting*	33348770	31881790	95.60	26209002	5672788	82.21	17.79
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		33348770	31881790	95.60	26209002	5672788	82.21
Public - Non Institution	E-Voting*	15396033	576184	3.74	570230	5954	98.97	1.03
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		15396033	576184	3.74	570230	5954	98.97
Total		96922600	79341182	81.86	73662440	5678742	92.84	7.16

* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.

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

Shri Tashwinder Singh
Chairman,
NRB Bearings Ltd.,
Dhannur, 15 Sir, P.M. Road,
Fort
Mumbai-400 001.

Dear Sir,

Sub: Combined Report on Remote e-voting and e-voting conducted at the 56th Annual General Meeting of NRB Bearings Limited, held at 3.30 p.m. (IST) on Friday, the 24th September, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process as also e-voting by Members at the 56th Annual General Meeting ('AGM') of NRB Bearings Limited. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') on Friday, the 24th September, 2021 at 3.30 p.m. (IST).
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 2/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 13th January, 2021 issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (SEBI), the notice dated 2nd June, 2021 as confirmed by the Company, was sent to the shareholders in respect of below mentioned resolutions through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 56th AGM.
- 4) The Company had appointed Central Depository Services (India) Limited. (CDSL) as Service Provider, who provided the facilities for conducting the Remote e-voting/e-voting at the AGM, for participation by the Shareholders in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the CDSL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the CDSL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Tuesday, the 21st September, 2021 at 9.00 a.m. (IST) and ended on Thursday, the 23rd September, 2021 at 5.00 p.m. (IST).

Upendra
Chandrashan
kar Shukla

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Upendra
Chandrashankar Shukla
Date: 2021.09.25
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- b) The Company had also provided e-voting facility to the Shareholders, who were present at the AGM through VC/ OAVM and who had not cast their vote on Remote e-voting.
- c) The members of the Company as on the 'cut-off' date i.e. 17th September, 2021 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 6 of the Notice convening the 56th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the Remote e-voting and e-voting by the Shareholders at the AGM, on the CDSL e-voting system/ platform and after downloading the results, counted the votes.
- e) All the 257 Remote e-voting/e-voting at the AGM responses are valid.
- f) I now, submit by combined report as under on the results of the Remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 2nd June, 2021 convening the AGM:

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	251	79100616	100.00	2	19	0.00	1	238402
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	254	79102911	100.00	2	19	0.00	1	238402

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To declare final dividend on Equity shares for the financial year ended March 31, 2021.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	253	79339028	100.00	1	9	0.00	0	0
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	256	79341323	100.00	1	9	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

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Upendra
Chandrashekar
Shukla

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Upendra
Chandrashekar Shukla
Date: 2021.09.25
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Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. Devesh Singh Sahney (DIN: 00003956), who retires by rotation and being eligible, has offered himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	239	79288157	99.94	15	50880	0.06	0	0
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	242	79290452	99.94	15	50880	0.06	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 4: Ordinary Resolution: To ratify the remuneration of M/s. Nanabhoy and Co., Cost Accountants for the financial year ending March 31, 2022.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	245	79337371	100.00	9	1666	0.00	0	0
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	248	79339666	100.00	9	1666	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Special Resolution: Re-appointment of Mr. Rustom Desai (DIN 02448175) as an Independent Director for a second term from January 23, 2022 to January 22, 2027.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	242	79234998	99.87	11	103889	0.13	1	150
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	245	79237293	99.87	11	103889	0.13	1	150

Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.

Upendra
Chandrashank
ar Shukla

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Upendra
Chandrashankar Shukla
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Resolution No. 6: Special Resolution: To increase the limits of remuneration payable to the directors in whole time employment of the Company viz. the managing director(s) and/or whole-time director(s), exceeding 10 (ten) percent but not exceeding 11 (eleven) percent of the net profits of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	201	73660145	92.84	52	5678742	7.16	1	150
E-voting at AGM	3	2295	100.00	0	0	0.00	0	0
Combined	204	73662440	92.84	52	5678742	7.16	1	150

Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.

Thanking you,

UDIN: F002727C001005036
Date: 25th September, 2021
Place: Mumbai

Yours faithfully,
Upendra
Chandrashankar
Shukla
Digitally signed by Upendra
Chandrashankar Shukla
Date: 2021.09.25 12:01:33
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(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654