

October 3, 2023

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

Dear Sir/Madam,

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") — Details of voting results of the 58th Annual General Meeting of the Company

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 58th Annual General Meeting (AGM) of the Company held on Friday, September 29, 2023 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.
2. Pursuant to Section 108 of the Companies Act, 2013, combined report of the Scrutinizer, Mr. Upendra C Shukla, dated September 29, 2023 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 58th Annual General Meeting of the Members of
NRB Bearings Limited held on September 29, 2023.**

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

1	Date of the AGM	Friday, September 29, 2023
2	Total number of shareholders on record date	48,581
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	5 70

**Details of Voting Results of 58th Annual General Meeting of the Members of NRB Bearings Limited held on September 29, 2023.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2023 and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors thereon.					
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	49061466	48440006	98.7333	48440006	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48440006	98.7333	48440006	0	100.0000	0.0000
Public Institutions	E-Voting	32810793	31858024	97.0962	31858024	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		31858024	97.0962	31858024	0	100.0000	0.0000
Public Non Institutions	E-Voting	15050341	1019144	6.7716	996111	23033	97.7400	2.2600
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1019144	6.7716	996111	23033	97.7400	2.2600
Total		96922600	81317174	83.8991	81294141	23033	99.9717	0.0283

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

**Details of Voting Results of 58th Annual General Meeting of the Members of NRB Bearings Limited held on September 29, 2023.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Resolution Required : (Ordinary)		2 - Declaration of final dividend on equity shares for the financial year ended March 31, 2023.						
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	49061466	48440006	98.7333	48440006	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48440006	98.7333	48440006	0	100.0000	0.0000
Public Institutions	E-Voting	32810793	32062581	97.7196	32062581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32062581	97.7196	32062581	0	100.0000	0.0000
Public Non Institutions	E-Voting	15050341	1019144	6.7716	1013912	5232	99.4866	0.5134
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1019144	6.7716	1013912	5232	99.4866	0.5134
Total		96922600	81521731	84.1101	81516499	5232	99.9936	0.0064

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

**Details of Voting Results of 58th Annual General Meeting of the Members of NRB Bearings Limited held on September 29, 2023.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Resolution Required : (Ordinary)		3 - Appointment of a director in place of Mr. Devesh Singh Sahney (DIN. 00003956) who retires by rotation and being eligible, offers himself for re-appointment.						
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	49061466	48440006	98.7333	34476209	13963797	71.1730	28.8270
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48440006	98.7333	34476209	13963797	71.1730	28.8270
Public Institutions	E-Voting	32810793	32062581	97.7196	39014	32023567	0.1217	99.8783
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32062581	97.7196	39014	32023567	0.1217	99.8783
Public Non Institutions	E-Voting	15050341	1019144	6.7716	675838	343306	66.3143	33.6857
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1019144	6.7716	675838	343306	66.3143	33.6857
Total		96922600	81521731	84.1101	35191061	46330670	43.1677	56.8323

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

**Details of Voting Results of 58th Annual General Meeting of the Members of NRB Bearings Limited held on September 29, 2023.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Resolution Required : (Ordinary)		4 - Appointment of M/s. Walker ChandioK And Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company for a second term of five (5) consecutive years.						
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	49061466	48440006	98.7333	48440006	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48440006	98.7333	48440006	0	100.0000	0.0000
Public Institutions	E-Voting	32810793	32062581	97.7196	31501456	561125	98.2499	1.7501
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32062581	97.7196	31501456	561125	98.2499	1.7501
Public Non Institutions	E-Voting	15050341	1019144	6.7716	1013902	5242	99.4856	0.5144
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1019144	6.7716	1013902	5242	99.4856	0.5144
Total		96922600	81521731	84.1101	80955364	566367	99.3053	0.6947

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

**Details of Voting Results of 58th Annual General Meeting of the Members of NRB Bearings Limited held on September 29, 2023.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Resolution Required : (Ordinary)		5 - Ratification of remuneration payable to the Cost Auditors M/s R. Nanabhoy and Co. Firm Registration No. 7464 for the financial year ending March 31 2024.						
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	49061466	48440006	98.7333	48440006	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48440006	98.7333	48440006	0	100.0000	0.0000
Public Institutions	E-Voting	32810793	32062581	97.7196	32062581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32062581	97.7196	32062581	0	100.0000	0.0000
Public Non Institutions	E-Voting	15050341	1019144	6.7716	1013872	5272	99.4827	0.5173
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1019144	6.7716	1013872	5272	99.4827	0.5173
Total		96922600	81521731	84.1101	81516459	5272	99.9935	0.0065

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

UPENDRA SHUKLA
B. Com., F C. S
Company Secretary

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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 58th Annual General Meeting of NRB Bearings Limited, held at 3.30 p.m. (IST) on Friday, the 29th September, 2023 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 58th 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 29th September, 2023 at 3.30 p.m. (IST).
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 03/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 05th May, 2022 and 28th December, 2022 issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 and 15th January, 2021, 13th May, 2022 and 05th January, 2023 issued by the Securities and Exchange Board of India (SEBI), the notice dated 7th September, 2023 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 58th 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 26th September, 2023 at 9.00 a.m. (IST) and ended on Thursday, the 28th September, 2023 at 5.00 p.m. (IST).

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UPENDRA
CHANDRA
SHANKAR
SHUKLA

: 2 :

- 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. Friday, 22nd September, 2023 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 58th 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 206 Remote e-voting/e-voting responses are valid.
- f) I now, submit my combined report as under on the results of the Remote e-voting and e-voting at the AGM in respect of each of the resolutions as set out in the Notice dated 07th September, 2023 convening the AGM:

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and the 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	195	81289186	99.97	5	23033	0.03	1	204557
E-voting at AGM	5	4955	100.00	0	0	0.00	0	0
Combined	200	81294141	99.97	5	23033	0.03	1	204557

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 dividend on Equity shares for the financial year ended March 31, 2023.

	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	197	81511544	99.99	4	5232	0.01	0	0
E-voting at AGM	5	4955	100.00	0	0	0.00	0	0
Combined	202	81516499	99.99	4	5232	0.01	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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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	108	35186106	43.16	93	46330670	56.84	0	0
E-voting at AGM	5	4955	100.00	0	0	0.00	0	0
Combined	113	35191061	43.17	93	46330670	56.83	0	0

Since combined number of votes cast in favour of the resolution is less than number of votes cast against the resolution, the said ordinary resolution is not passed and the same may be declared accordingly.

Resolution No. 4: Ordinary Resolution: Re-appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) as Statutory Auditors of the Company for a second term of five (5) consecutive years.

	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	190	80950409	99.31	11	566367	0.69	0	0
E-voting at AGM	5	4955	100.00	0	0	0.00	0	0
Combined	195	80955364	99.31	11	566367	0.69	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: Ordinary Resolution: To ratify the remuneration of M/s. R. Nanabhoy and Co., Cost Accountants for the financial year ending on March 31, 2024.

	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	195	81511504	99.99	6	5272	0.01	0	0
E-voting at AGM	5	4955	100.00	0	0	0.00	0	0
Combined	200	81516459	99.99	6	5272	0.01	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.

Note: Percentage of votes cast are rounded-off to two decimals.

Thanking you,

Peer Review No. 1882/2022
UDIN: F002727E001134121
Date: 29/09/2023
Place: Mumbai

Yours faithfully,

UPENDRA
CHANDRASHA
NKAR SHUKLA

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