

September 17, 2020

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 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") — Details of voting results of the 55<sup>th</sup> 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 55<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, September 15, 2020 at 3:00 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 17, 2020 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 55<sup>th</sup> Annual General Meeting of the Members of  
 NRB Bearings Limited held on September 15, 2020.**

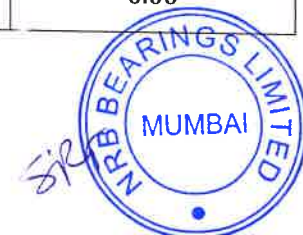
**[Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements)  
 Regulations, 2015]**

1	Date of the AGM	Tuesday, September 15, 2020
2	Total number of shareholders on record date	34,225
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 51

**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[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, 2020 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, 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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	31282720	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>31282720</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142263	1833	98.73	1.27
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142263</b>	<b>1833</b>	<b>98.73</b>	<b>1.27</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>77616380</b>	<b>1833</b>	<b>100</b>	<b>0.00</b>

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



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
<b>Resolution No. 2:</b>								
<b>Confirmation of the Interim Dividend paid by the Company, as final dividend for the year ended March 31, 2020.</b>								
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Pol	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	31282720	0	100	0
	Pol	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>31282720</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142208	1888	98.69	1.31
	Pol	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142208</b>	<b>1888</b>	<b>98.69</b>	<b>1.31</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>77616325</b>	<b>1888</b>	<b>100</b>	<b>0.00</b>

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



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 3:								
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.								
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution -</b>	E-Voting*	36650693	31282720	85.35	31282720	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>31282720</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	129431	14665	89.82	10.18
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>129431</b>	<b>14665</b>	<b>89.82</b>	<b>10.18</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>77603548</b>	<b>14665</b>	<b>99.98</b>	<b>0.02</b>

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



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[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. Nanabhoy & Co. (Firm Registration No. 7464) for the financial year ending 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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	31282720	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>31282720</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142208	1888	98.69	1.31
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142208</b>	<b>1888</b>	<b>98.69</b>	<b>1.31</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>77616325</b>	<b>1888</b>	<b>100</b>	<b>0.00</b>

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



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 5:								
Payment of commission to Non-executive Directors (including Independent Directors) not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether Promoter/ Promoter group are interested in the agenda/resolution?					No. (Mr. D. S. Shaney, non-executive and non-independent Director, part of the promoter group, interested to the extent of remuneration payable to him).			
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	27370410	3912310	87.49	12.51
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>27370410</b>	<b>3912310</b>	<b>87.49</b>	<b>12.51</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142033	2063	98.57	1.43
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142033</b>	<b>2063</b>	<b>98.57</b>	<b>1.43</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>73703840</b>	<b>3914373</b>	<b>94.96</b>	<b>5.04</b>

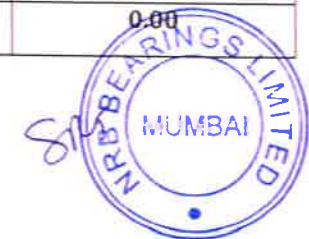
\* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 6:								
Appointment of Mr. Satish Rangani, as the Whole-Time Director of the Company for a term of one year with effect from January 24, 2020 and fix his remuneration.								
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	31282720	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>31282720</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142183	1913	98.67	1.33
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142183</b>	<b>1913</b>	<b>98.67</b>	<b>1.33</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>77616300</b>	<b>1913</b>	<b>100</b>	<b>0.00</b>

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





**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
Resolution No. 7:								
Re-appointment of Ms. Harshbeena Zaveri (DIN 00003948) as Managing Director for a further term of 5 years with effect from October 1, 2020 and approval of her remuneration along with ratification of excess remuneration paid for FY 2019-20.								
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	26756037	4526683	85.53	14.47
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>26756037</b>	<b>4526683</b>	<b>85.53</b>	<b>14.47</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	142171	1925	98.66	1.34
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>142171</b>	<b>1925</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>73089605</b>	<b>4528608</b>	<b>94.17</b>	<b>5.83</b>

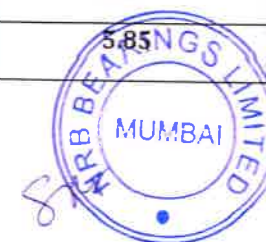
\* Includes Remote e-voting and the e-voting at the AGM held through VC/ OAVM.



**Details of Voting Results of 55<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2020.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
<b>Resolution No. 8:</b>								
<b>Payment of annual remuneration to Ms. Harshbeena Zaveri, Vice Chairman &amp; Managing Director of the Company, (DIN 00003948) who is a part of the Promoter group, exceeding Rs. 5,00,00,000/- (Rupees Five crores only) or 2.5% of the net profits of the Company, whichever is higher, for every financial year for a period of 5 (five) consecutive years with effect from October 1, 2020.</b>								
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
<b>Promoter and Promoter Group</b>	E-Voting*	47485986	46191397	97.27	46191397	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>47485986</b>	<b>46191397</b>	<b>97.27</b>	<b>46191397</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	36650693	31282720	85.35	26756037	4526683	85.53	14.47
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>36650693</b>	<b>31282720</b>	<b>85.35</b>	<b>26756037</b>	<b>4526683</b>	<b>85.53</b>	<b>14.47</b>
<b>Public - Non Institution</b>	E-Voting*	12785921	144096	1.13	129346	14750	89.76	10.24
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>12785921</b>	<b>144096</b>	<b>1.13</b>	<b>129346</b>	<b>14750</b>	<b>89.76</b>	<b>10.24</b>
<b>Total</b>		<b>96922600</b>	<b>77618213</b>	<b>80.08</b>	<b>73076780</b>	<b>4541433</b>	<b>94.15</b>	

\* 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 : ueshukla@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 55th Annual General Meeting of NRB Bearings Ltd, held at 3.00 p.m. on Tuesday, the 15th September, 2020 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 55th Annual General Meeting ('AGM') of NRB Bearings Ltd. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /other Audio Visual Means ('OAVM') on Tuesday, the 15th September, 2020 at 3.00 p.m.
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020 and 20/20220 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 issued by the Securities Exchange Board of India (SEBI), the notice dated 28th June, 2020 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 55th 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, 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 Saturday, the 12th September, 2020 at 9.00 a.m. (IST) and ended on Monday, the 14th September, 2020 at 5.00 p.m. (IST).

UPENDRA  
CHANDR  
ASHANKA  
R SHUKLA

Digitally signed by UPENDRA  
CHANDR  
ASHANKA  
R SHUKLA  
DN: cn=UPENDRA  
CHANDR  
ASHANKA  
R SHUKLA, o=NRB Bearings Ltd., ou=Company Secretary, email=ueshukla@rediffmail.com, c=IN

...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. 8th September, 2020 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 8 of the Notice convening the 55th 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 96 Remote/e-voting 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 28th June, 2020 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, 2020 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	85	77607922	100.00	5	1833	0.00	0	0
E-voting at AGM	6	8458	100.00	0	0	0.00	0	0
Combined	91	77616380	100.00	5	1833	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. 2:** Ordinary Resolution: To confirm the Interim Dividend paid by the Company, as final dividend for the year ended March 31, 2020.

	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	85	77607922	100.00	5	1833	0.00	0	0
E-voting at AGM	5	8403	99.35	1	55	0.65	0	0
Combined	90	77616325	100.00	6	1888	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.

UPENDRA CHANDRA SHANKAR SHUKLA  
Chartered Accountant  
 Member of Institute of Cost Accountants of India  
 Member of Institute of Company Secretaries of India  
 Member of Institute of Tax Practitioners  
 Member of Institute of Financial Planners  
 Member of Institute of Business Valuers  
 Member of Institute of Management Consultants  
 Member of Institute of Business Process Management  
 Member of Institute of Business Analytics  
 Member of Institute of Business Intelligence  
 Member of Institute of Business Innovation  
 Member of Institute of Business Strategy  
 Member of Institute of Business Development  
 Member of Institute of Business Operations  
 Member of Institute of Business Administration  
 Member of Institute of Business Management  
 Member of Institute of Business Administration  
 Member of Institute of Business Management  
 Member of Institute of Business Administration  
 Member of Institute of Business Management

...3/-



**Resolution No. 6:** Special Resolution: Approval for 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, 2020 to January 23, 2021 and fix his remuneration.

	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	84	77607897	100.00	6	1858	0.00	0	0
E-voting at AGM	5	8403	99.35	1	55	0.65	0	0
Combined	89	77616300	100.00	7	1913	0.00	0	0

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.

**Resolution No. 7:** Special Resolution: Approval for appointment of Ms. Harshbeena Zaveri, (DIN 00003948) as Managing Director of the Company for a period of 5 (five) years with effect from October 1, 2020 and approval of her remuneration along with ratification of excess remuneration paid for FY 2019-20.

	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	74	73081202	94.16	16	4528553	5.84	0	0
E-voting at AGM	5	8403	99.35	1	55	0.65	0	0
Combined	79	73089605	94.17	17	4528608	5.83	0	0

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.

**Resolution No. 8:** Special Resolution: 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, for every financial year for a period of 5 (five) consecutive years with effect from October 1, 2020.

	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	73	73068427	94.15	17	4541328	5.85	0	0
E-voting at AGM	4	8353	98.76	2	105	1.24	0	0
Combined	77	73076780	94.15	19	4541433	5.85	0	0

UPENDRA CHANDR ASHANKA R SHUKLA  
Chartered Accountant  
 Member of Institute of Cost Accountants of India  
 Member of Institute of Company Secretaries of India  
 Member of Institute of Tax Practitioners  
 Member of Institute of Financial Planners  
 Member of Institute of Business Valuers  
 Member of Institute of Management Consultants  
 Member of Institute of Management Consultants (India)  
 Member of Institute of Management Consultants (International)  
 Member of Institute of Management Consultants (Global)  
 Member of Institute of Management Consultants (Worldwide)  
 Member of Institute of Management Consultants (International)

...5/-

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,

Yours faithfully,

UPENDRA  
CHANDHASIA  
NKAR SHUKLA

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654

UDIN: F002727B000723590

Date: 17th September, 2020

Place: Mumbai

**CERTIFIED TRUE COPY**

**For NRB Bearings Limited**

*S. Joshi*  
**Shruti Joshi**  
**Company Secretary**