

August 26, 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 Postal Ballot and Scrutinizer’s Report

With reference to our letter dated July 25, 2023, we are pleased to inform you that the following resolution as set out in the Postal Ballot Notice dated July 20, 2023, have been passed by the shareholders with the requisite majority:

- i. Special Resolution for re-appointment of Ms. Vishakha R.M. as an Independent Director of the Company for a second term of 5 (five) consecutive years.

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we enclose herewith the following:

1. Disclosure of the voting results of the business transacted by way of Postal Ballot including e-voting, as required under Regulation 44(3) of the SEBI Listing Regulations.
2. Combined report of the Scrutinizer, Mr. Upendra C Shukla, dated August 26, 2023 on Postal Ballot and e-voting, pursuant to Section 108 of the Companies Act, 2013.

We request you to kindly take the same on record and acknowledge receipt.

Thanking you,

Sincerely,

For NRB Bearings Limited

Shruti Joshi
Company Secretary

Details of Voting Results

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

Special Business Resolution No. 1: Re-appointment of Ms. Vishakha R. M. (DIN 07108012), as an Independent Director of the Company for a second term of 5 (five) consecutive years.								
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	48690066	46325181	95.1430	46325181	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46325181	95.1430	46325181	0	100.0000	0.0000
Public Institutions	E-Voting	31547949	30464515	96.5658	30397421	67094	99.7798	0.2202
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30464515	96.5658	30397421	67094	99.7798	0.2202
Public Non Institutions	E-Voting	16684585	868930	5.2080	858282	10648	98.7746	1.2254
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2374	0.0142	2374	0	100.0000	0.0000
	Total		871304	5.2222	860656	10648	98.7779	1.2221
Total		96922600	77661000	80.1268	77583258	77742	99.8999	0.1001



26th August, 2023

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

Dear Sir,

Sub: Report on passing of Resolution 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 Management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 as amended (the ‘Act’) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28/09/2020, 39/2020 dated 31st December,2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December,2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December,2022 issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

My responsibility as the Scrutinizer is restricted to scrutinize the physical as well as e-voting process in a fair and transparent manner and to prepare a Scrutinizer’s Report on votes cast in favour and against the resolution stated in the postal ballot notice.

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 21/07/2023.

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 were provided with physical ballot forms. 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:

: 2 :

1)	(a) Number of ballot paper posted on 25/07/2023 (physical)	:	1,833
	(b) Number of ballot papers e-mailed on 25/07/2023	:	44,994
	(c) Number of ballot papers returned undelivered by Post	:	81
	(d) Number of e-mails bounced/undelivered as per Universal email	:	1,952
2)	Date of commencement of voting cycle	:	27/07/2023 (9:00 a.m.)
3)	Last date fixed for voting through e-voting	:	25/08/2023 (5:00 p.m.)
4)	Last date fixed for receiving ballot papers, duly completed	:	25/08/2023 (5:00 p.m.)
5)	(a) Number of response received (Physical)	:	9
	(b) Number of response received (e-voting)	:	409
	Total	:	418
6)	(a) Number of valid ballot papers received (Physical)	:	7
7)	(a) Number of invalid ballot papers received (physical)	:	2
	(b) Number of invalid e-voting	:	0
8)	Resolution 1 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	2,374 (7 Ballot)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,75,80,884 (382 cases)
	Total Number of votes cast for the Resolution	:	7,75,83,258 (99.90%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	Nil
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	77,742 (27 cases)
	Total Number of votes cast against the Resolution	:	77,742 (0.10%)
	Number of votes abstained for voting (e-voting)	:	0
9)	Number of invalid votes/Not voted	:	2,002 (2 cases)
10)	Number of votes cast by Promoters/Promoter Group not taken into account	:	0

:3:

- 11) 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.

Conclusion –

- (i) For Resolution 1 (Special Resolution): Re- appointment of Ms. Vishakha R.M. (DIN: 07108012), as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

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

Thanking you,

UDIN: F002727E00087249
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 26/08/2023

UPENDRA
CHANDRASH
ANKAR
SHUKLA

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

Item No. 1: Re-appointment of Ms. Vishakha R. M. (DIN 07108012), as an Independent Director of the Company for a second term of 5 (five) consecutive years.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as "the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vishakha R. M. (DIN 07108012), who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 proposing her candidature for the office of the Director (Independent) of the Act and who is eligible for re-appointment be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years from November 2, 2023 to November 1, 2028."

UPENDRA
CHANDRA
SHANKAR
SHUKLA

Details of Voting

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)	7	0.00	2374	0.00	2,374	0.10
	Assent (E-voting)	382	99.90	7,75,80,884	99.90	7,75,80,884	99.90
1	SUB-TOTAL	389	99.90	7,75,83,258	99.90	7,75,83,258	99.90
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	27	0.10	77,742	0.10	77,742	0.10
2	SUB-TOTAL	27	0.10	77,742	0.10	77,742	0.10
	TOTAL		100.00		100.00		100.00
3	Invalid	1	N.A.	2	N.A.	2	N.A.
4.	Less Voted	1	N.A.	9,000	N.A.	9,000	N.A.
5.	Not Voted	1	N.A.	2,000	N.A.	2,000	N.A.

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 21/07/2023, 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/ her 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.

UPENDRA
CHANDRASHA
NKAR SHUKLA

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