

March 24, 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 Postal Ballot and Scrutinizer's Report

Dear Sir/Madam,

With reference to our letter dated February 19, 2021, we hereby inform that the following special resolutions as set out in the Postal Ballot Notice dated November 12, 2020, have been passed with requisite majority:

- i. Special Resolution for re-appointment of Mr. Satish Rangani (DIN: 00209069), (who has attained the age of 70 years) as a whole-time director, designated as Executive Director, passed with requisite majority.
- ii. Special Resolution for re-appointment of Mr. Ashank Desai (DIN: 00017767) as an Independent Director for a second term of 5 (five) consecutive years from March 30, 2021 to March 29, 2026, passed with requisite majority.

Pursuant to Regulation 44(3) of the Listing Regulations, 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 March 24, 2021 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.

Thanking You,

Sincerely,
For NRB Bearings Limited



Shruti Joshi
Company Secretary

Encl : as above

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

Special Business								
Resolution No. 1:								
Special Resolution under Sections 196, 197 and 203 read with schedule V for re-appointment of Mr. Satish Rangani (DIN: 00209069), (who has attained the age of 70 years) as a whole-time director, designated as Executive Director.								
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	48077884	46783295	97.31	46783295	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	Total		48077884	46783295	97.31	46783295	0	100.00
Public Institution -	E-Voting	31850734	31361590	98.46	31298242	63348	99.80	0.20
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	Total		31850734	31361590	98.46	31298242	63348	99.80
Public - Non Institution	E-Voting	16993982	298451	1.76	298214	237	99.92	0.08
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		10024	0.06	10024	0	100.00	0.00
	Total		16993982	308475	1.82	308238	237	99.92
Total		96922600	78453360	80.94	78389775	63585	99.92	0.08

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

Special Business								
Resolution No. 2:								
Special Resolution under Sections 149 and 152 read with schedule IV for re-appointment of Mr. Ashank Desai (DIN: 00017767) as an Independent Director for a second term of 5 (five) consecutive years from March 30, 2021 to March 29, 2026.								
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	48077884	46783295	97.31	46783295	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	Total		48077884	46783295	97.31	46783295	0	100.00
Public Institution	E-Voting	31850734	31361590	98.46	31298242	63348	99.80	0.20
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	Total		31850734	31361590	98.46	31298242	63348	99.80
Public - Non Institution	E-Voting	16993982	78554	0.46	78037	517	99.34	0.66
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		10024	0.06	10024	0	100.00	0
	Total		16993982	88578	0.52	88061	517	99.42
Total		96922600	78233463	80.72	78169598	63865	99.92	0.08

24th March, 2021The Chairman,
NRB Bearings Ltd.
Dhannur, 15,
Sir P. M. Road,
Fort,
Mumbai 400 001.

Dear Sir,

Sub: Report on passing of Special Resolutions 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 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 05/02/2021.

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:

- | | | | |
|----|--|---|------------------------|
| 1) | (a) Number of ballot paper posted on 19/02/2021 (physical) | : | 3312 |
| | (b) Number of ballot papers e-mailed on 19/02/2021 | : | 39378 |
| | (c) Number of ballot papers returned undelivered by Post | : | 339 |
| | (d) Number of e-mails bounced/undelivered as per Universal email (E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 1847 |
| 2) | Date of commencement of voting cycle | : | 22/02/2021 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed | : | 23/03/2021 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting | : | 23/03/2021 (5:00 p.m.) |

: 2 :

5)	(a) Number of response received (Physical)	:	3
	(b) Number of response received (e-voting)	:	128
	Total	:	131
6)	(a) Number of valid ballot papers received (Physical)	:	0
7)	(a) Number of invalid ballot papers received (physical)	:	0
	(b) Number of invalid e-voting	:	0
8)	Resolution 1 (Special Resolution):		
	(a) Number of votes cast “For the Resolution (physical)”	:	10,024 (3 Ballots)
	(b) Number of votes cast “For the Resolution (e-voting)”	:	7,83,79,751 (119 cases)
	Total Number of votes cast for the Resolution	:	7,83,89,775 (99.92%)
	(a) Number of votes cast “Against the Resolution (physical)”	:	Nil
	(b) Number of votes cast “Against the Resolution (e-voting)”	:	63,585 (8 Cases)
	Total Number of votes cast against the Resolution	:	63,585 (0.08%)
	Number of votes abstained for voting (e-voting)	:	200 (1Case)
9)	Resolution 2 (Special Resolution):		
	(a) Number of votes cast “For the Resolution (physical)”	:	10,024 (3 Ballots)
	(b) Number of votes cast “For the Resolution (e-voting)”	:	7,81,59,574 (119 cases)
	Total Number of votes cast for the Resolution	:	7,81,69,598 (99.92%)
	(a) Number of votes cast “Against the Resolution (physical)”	:	Nil
	(b) Number of votes cast “Against the Resolution (e-voting)”	:	63,865 (8 Cases)
	Total Number of votes cast against the Resolution	:	63,865 (0.08%)
	Number of votes abstained for voting (e-voting)	:	2,20,097 (1Case)
10)	Number of invalid votes	:	Nil

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.

: 3 :

Conclusion –

- (i) For Resolution 1 (Special Resolution): Re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

- (ii) For Resolution 2 (Special Resolution): Re-appointment of Mr. Ashank Desai (DIN 00017767) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from March 30, 2021:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

Thanking you,

Yours faithfully,

UPENDRA
CHANDRA
SHANKAR
SHUKLA
(U.C. SHUKLA)

Digitally signed by UPENDRA
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COMPANY SECRETARY
FCS: 2727/CP: 1654

Encl: as above.

1. Special Resolution for re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any applicable 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 Articles of Association of the Company and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time director designated as Executive Director of the Company, for a period of 1 (one) year from January 24, 2021 to January 23, 2022 on the terms and conditions contained in the Agreement dated November 12, 2020 entered between the Company and Mr. Satish Rangani, and submitted to this meeting (which Agreement is also hereby ratified and approved) with liberty to the Board of Directors (the “Board” which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), to alter and vary the terms and conditions of the appointment including remuneration within the overall limit of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum as it may deem fit subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act in case the Company has adequate profits.

RESOLVED FURTHER THAT pursuant to Section 196(3) of the Act, read with Part-I of Schedule V, approval of the Company be and is hereby accorded for the re-appointment of Mr. Satish Rangani (DIN 00209069) as whole-time director, who has attained the age of 70 years on the date of his re-appointment.

RESOLVED FURTHER THAT the remuneration approved by the Board upon the recommendation of the Nomination and Remuneration Committee for any financial year be paid as the minimum remuneration pursuant to Section II of Part II of Schedule V in case the Company has no profits or its profits are not adequate during any financial year and approval is also hereby accorded for the payment of such remuneration as minimum remuneration, though the same exceeds 5 (five) per cent of the net profits calculated as per section 198 of the Act and the Board be and is hereby authorized to approach the relevant authorities and obtain the necessary approvals as and when necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and do all such things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.”

2. Special Resolution for re-appointment of Mr. Ashank Desai (DIN 00017767) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from March 30, 2021:

“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, Mr. Ashank Desai (DIN 00017767), who has submitted a declaration that he 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

Details of Voting in terms of SEBI Circulars

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)	3	2.31	10,024	0.01	10,024	0.01
	Assent (E-voting)	119	91.54	7,83,79,751	99.91	7,83,79,751	99.91
1	SUB-TOTAL	122	93.85	7,83,89,775	99.92	7,83,89,775	99.92
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	8	6.15	63,585	0.08	63,585	0.08
2	SUB-TOTAL	8	6.15	63,585	0.08	63,585	0.08
	TOTAL	130	100.00	7,84,53,360	100.00	7,84,53,360	100.00
3	Invalid	Nil	N.A.	Nil	N.A.	Nil	N.A.
4	Not Voted	1	N.A.	200	N.A.	Nil	N.A.

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	3	2.31	10,024	0.01	10,024	0.01
	Assent (E-voting)	119	91.54	7,81,59,574	99.91	7,81,59,574	99.91
1	SUB-TOTAL	122	93.85	7,81,69,598	99.92	7,81,69,598	99.92
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	8	6.15	63,865	0.08	63,865	0.08
2	SUB-TOTAL	8	6.15	63,865	0.08	63,865	0.08
	TOTAL	130	100.00	7,82,33,463	100.00	7,82,33,463	100.00
3	Invalid	Nil	N.A.	Nil	N.A.	Nil	N.A.
4	Not Voted	1	N.A.	2,20,097	N.A.	Nil	N.A.

The 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 05/02/2021, 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 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
CHANDRAS
HANKAR
SHUKLA
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Digitally signed by UPENDRA
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