

September 20, 2024

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,

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 59th Annual General Meeting (AGM) of the Company held on Friday, September 20, 2024 at 11:30 a.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 20, 2024 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 59th Annual General Meeting of the Members of
NRB Bearings Limited held on September 20, 2024.**

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

1	Date of the AGM	Friday, September 20, 2024
2	Total number of shareholders on record date	65701
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 61

**Details of Voting Results of 59th Annual General Meeting of the Members of NRB Bearings Limited held on September 20, 2024.
[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, 2024 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2024, 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*	49404045	46755425	94.6389	46755425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49404045	46755425	94.6389	46755425	0	100.0000
Public Institution -	E-Voting*	30332425	29372384	96.8349	29372384	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		30332425	29372384	96.8349	29372384	0	100.0000
Public - Non Institution	E-Voting*	17186130	151045	0.8789	150672	373	99.7531	0.2469
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		17186130	151045	0.8789	150672	373	99.7531
Total		96922600	76278854	78.7008	76278481	373	99.9995	0.0005

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

**Details of Voting Results of 59th Annual General Meeting of the Members of NRB Bearings Limited held on September 20, 2024.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 2:								
Confirmation of the Interim Dividend paid by the Company, as final dividend for the year ended March 31, 2024.								
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*	49404045	46755425	94.6389	46755425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49404045	46755425	94.6389	46755425	0	100.0000
Public Institution	E-Voting*	30332425	29510425	97.2900	29510425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		30332425	29510425	97.2900	29510425	0	100.0000
Public - Non Institution	E-Voting*	17186130	150845	0.8777	150426	419	99.7222	0.2778
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		17186130	150845	0.8777	150426	419	99.7222
Total		96922600	76416695	78.8430	76416276	419	99.9995	0.0005

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

**Details of Voting Results of 59th Annual General Meeting of the Members of NRB Bearings Limited held on September 20, 2024.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
Resolution No. 3:								
Appointment of a director in place of Mr. Satish Rangani (DIN 00209069) who retires by rotation and being eligible, offers 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*	49404045	46755425	94.6389	46755425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		46755425	94.6389	46755425	0	100.0000	0.0000
Public Institution -	E-Voting*	30332425	29510425	97.2900	29352974	157451	99.4665	0.5335
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		29510425	97.2900	29352974	157451	99.4665	0.5335
Public - Non Institution	E-Voting*	17186130	150845	0.8777	142747	8098	94.6316	5.3684
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		150845	0.8777	142747	8098	94.6316	5.3684
Total		96922600	76416695	78.8430	76251146	165549	99.7834	0.2166

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

**Details of Voting Results of 59th Annual General Meeting of the Members of NRB Bearings Limited held on September 20, 2024.
[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 and Co. Firm Registration No. 7464 for the financial year ending March 31, 2025.								
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*	49404045	46755425	94.6389	46755425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49404045	46755425	94.6389	46755425	0	100.0000
Public Institution	E-Voting*	30332425	29510425	97.2900	29510425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		30332425	29510425	97.2900	29510425	0	100.0000
Public - Non Institution	E-Voting*	17186130	150845	0.8777	145959	4886	96.7609	3.2391
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		17186130	150845	0.8777	145959	4886	96.7609
Total		96922600	76416695	78.8430	76411809	4886	99.9936	0.0064

* 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. Ashank Desai
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 59th Annual General Meeting of NRB Bearings Limited, held at 11.30 a.m. (IST) on Friday, the 20th September, 2024 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 59th 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 20th September, 2024 at 11.30 a.m. (IST).
- 2) Pursuant to the General Circulars Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; 11/2022 dated December 28, 2022 and 09/2023 dated September 23, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") read with the Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 issued by the Securities and Exchange Board of India ("SEBI"), the notice dated May 27, 2024 as confirmed by the Company was sent to the Members in respect of below mentioned resolution through electronic mode to those shareholders, 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 59th 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 17th September, 2024 at 9.00 a.m. (IST) and ended on Thursday, the 19th September, 2024 at 5.00 p.m. (IST).

...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, 13th September, 2024 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 4 of the Notice convening the 59th 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 210 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 27th May, 2024 convening the AGM:

Ordinary Business

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, 2024, 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	205	76278481	100.00	4	373	0.00	1	138041
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	205	76278481	100.00	4	373	0.00	1	138041

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, 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	204	76416276	100.00	5	419	0.00	1	200
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	204	76416276	100.00	5	419	0.00	1	200

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.

...3/-

Resolution No. 3: Ordinary Resolution: To appoint a director in place of Mr. Satish Rangani (DIN 00209069) 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	193	76251146	99.78	16	165549	0.22	1	200
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	193	76251146	99.78	16	165549	0.22	1	200

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.

Special Business

Resolution No. 4: Ordinary Resolution: To ratify the remuneration of M/s. R. Nanabhoy and Co., Cost Accountants for the financial year ending on March 31, 2025.

	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	196	76411809	99.99	13	4886	0.01	1	200
E-voting at AGM	0	0	0.00	0	0	0.00	0	0
Combined	196	76411809	99.99	13	4886	0.01	1	200

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: F002727F001270862
Date: 20/09/2024
Place: Mumbai

Yours faithfully,

UPENDRA
CHANDRASHA
NKAR SHUKLA

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