

September 16, 2022

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 57<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 57<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, September 15, 2022 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. 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 16, 2022 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 57<sup>th</sup> Annual General Meeting of the Members of  
 NRB Bearings Limited held on September 15, 2022.**

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

1	Date of the AGM	Thursday, September 15, 2022
2	Total number of shareholders on record date	45,613
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:	6 65

**Details of Voting Results of 57<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2022.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
<b>Resolution No. 1:</b>								
<b>Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon.</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*	48324376	45979271	95.15	45979271	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>48324376</b>	<b>45979271</b>	<b>95.15</b>	<b>45979271</b>	<b>0.00</b>	<b>100.00</b>
<b>Public Institution -</b>	E-Voting*	32500270	30938617	95.20	30938617	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>32500270</b>	<b>30938617</b>	<b>95.20</b>	<b>30938617</b>	<b>0.00</b>	<b>100.00</b>
<b>Public - Non Institution</b>	E-Voting*	16097954	580181	3.60	580168	13	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>16097954</b>	<b>580181</b>	<b>3.60</b>	<b>580168</b>	<b>13</b>	<b>100.00</b>
<b>Total</b>		<b>96922600</b>	<b>77498069</b>	<b>79.96</b>	<b>77498056</b>	<b>13</b>	<b>100.00</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 57<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2022.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
<b>Resolution No. 2:</b>								
<b>Declaration of final dividend on equity shares for the financial year ended March 31, 2022.</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*	48324376	45979271	95.15	45979271	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>48324376</b>	<b>45979271</b>	<b>95.15</b>	<b>45979271</b>	<b>0.00</b>	<b>100.00</b>
<b>Public Institution -</b>	E-Voting*	32500270	31158058	95.87	31158058	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>32500270</b>	<b>31158058</b>	<b>95.87</b>	<b>31158058</b>	<b>0.00</b>	<b>100.00</b>
<b>Public - Non Institution</b>	E-Voting*	16097954	580181	3.60	580168	13	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>16097954</b>	<b>580181</b>	<b>3.60</b>	<b>580168</b>	<b>13</b>	<b>100.00</b>
<b>Total</b>		<b>96922600</b>	<b>77717510</b>	<b>80.19</b>	<b>77717497</b>	<b>13</b>	<b>100.00</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 57<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2022.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Ordinary Business								
<b>Resolution No. 3:</b>								
<b>Appointment of a director in place of Mr. Satish Rangani (DIN 00209069) who retires by rotation and being eligible has offered himself for re-appointment.</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*	48324376	45979271	95.15	45979271	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>48324376</b>	<b>45979271</b>	<b>95.15</b>	<b>45979271</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institution</b>	E-Voting*	32500270	31158058	95.87	31102164	55894	99.82	0.18
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>32500270</b>	<b>31158058</b>	<b>95.87</b>	<b>31102164</b>	<b>55894</b>	<b>99.82</b>	<b>0.18</b>
<b>Public - Non Institution</b>	E-Voting*	16097954	580181	3.60	580118	63	99.99	0.01
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>16097954</b>	<b>580181</b>	<b>3.60</b>	<b>580118</b>	<b>63</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>96922600</b>	<b>77717510</b>	<b>80.19</b>	<b>77661553</b>	<b>55957</b>	<b>99.93</b>	<b>0.07</b>

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

**Details of Voting Results of 57<sup>th</sup> Annual General Meeting of the Members of NRB Bearings Limited held on September 15, 2022.  
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

Special Business								
<b>Resolution No. 4:</b>								
<b>Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy &amp; Co. (Firm Registration No. 7464) for the financial year ending March 31, 2023.</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*	48324376	45979271	95.15	45979271	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>48324376</b>	<b>45979271</b>	<b>95.15</b>	<b>45979271</b>	<b>0.00</b>	<b>100.00</b>
<b>Public Institution</b>	E-Voting*	32500270	31158058	95.87	31158058	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>32500270</b>	<b>31158058</b>	<b>95.87</b>	<b>31158058</b>	<b>0.00</b>	<b>100.00</b>
<b>Public - Non Institution</b>	E-Voting*	16097954	580181	3.60	580135	46	99.99	0.01
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>16097954</b>	<b>580181</b>	<b>3.60</b>	<b>580135</b>	<b>46</b>	<b>99.99</b>
<b>Total</b>		<b>96922600</b>	<b>77717510</b>	<b>80.19</b>	<b>77717464</b>	<b>46</b>	<b>100.00</b>	<b>0.00</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 : 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 57th Annual General Meeting of NRB Bearings Limited, held at 3.30 p.m. (IST) on Thursday, the 15th September, 2022 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 57th 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 Thursday, the 15th September, 2022 at 3.30 p.m. (IST).
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 03/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 05th May, 2022 issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 and 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI), the notice dated 30th May, 2022 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 57th 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 Monday, the 12th September, 2022 at 9.00 a.m. (IST) and ended on Wednesday, the 14th September, 2022 at 5.00 p.m. (IST).

...2/-

Upendra  
Chandrashankar  
Shukla  
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Upendra  
Chandrashankar  
Shukla  
Date: 2022.09.16  
15:55:25 +05'30'

- 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. Thursday, 08th September, 2022 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 4 of the Notice convening the 57th 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 190 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 30th May, 2022 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, 2022, 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	176	77366789	100.00	2	13	0.00	1	219441
E-voting at AGM	11	131267	100.00	0	0	0.00	0	0
Combined	187	77498056	100.00	2	13	0.00	1	219441

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, 2022.

	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	177	77586230	100.00	2	13	0.00	0	0
E-voting at AGM	11	131267	100.00	0	0	0.00	0	0
Combined	188	77717497	100.00	2	13	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.

...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	169	77530286	99.93	10	55957	0.07	0	0
E-voting at AGM	11	131267	100.00	0	0	0.00	0	0
Combined	180	77661553	99.93	10	55957	0.07	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. 4:** Ordinary Resolution: To ratify the remuneration of M/s. R. Nanabhoy and Co., Cost Accountants for the financial year ending on 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	175	77586197	100.00	4	46	0.00	0	0
E-voting at AGM	11	131267	100.00	0	0	0.00	0	0
Combined	186	77717464	100.00	4	46	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.

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

Thanking you,

Yours faithfully,

Upendra  
Chandrasha  
nkar Shukla

Digitally signed by  
Upendra  
Chandrasha  
nkar Shukla  
DN: cn=Upendra Shukla,  
o=20220916,  
155624 +05'30'

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654

UDIN: F002727D000985049

Date: 16/09/2022

Place: Mumbai