



September 6, 2016

BSE Ltd
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J Towers, Dalal Street
Mumbai 400 001

Listing Department-Corporate Services
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Code No. 530367

Dear Sirs,

Sub: Proceedings of the 51st Annual General Meeting of the Members of the Company.

Please find enclosed herewith the proceedings (Minutes) of the 51st Annual General Meeting of the Members of NRB Bearings Ltd. held on 23rd August, 2016 duly signed by the Chairman.

Kindly take the same on record.

Thanking you,

Yours truly,
For NRB BEARINGS,LTD

S C RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY

Encl: as above

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF NRB BEARINGS LIMITED HELD ON TUESDAY 23RD AUGUST, 2016 AT 11.00 A.M. AT M.C.GHIA HALL, K DUBASH MARG, FORT, MUMBAI 400 001

PRESENT

- | | | | |
|----|---------------------|---|--------------|
| 1. | MR.T S SAHNEY |] | IN THE CHAIR |
| 2. | MS.H S ZAVERI |] | DIRECTORS |
| 3. | MR.UDAY KHANNA |] | |
| 4. | MR.TASHWINDER SINGH |] | |
| 5. | MR.D S SAHNEY |] | |
| 6. | MS.A A GOWARIKER |] | |
| 7. | MR.S C RANGANI |] | |
| 8. | MR.ASHANK D DESAI |] | |

84 members present in person and 5 members present by proxy holding in the aggregate more than 50% of the equity capital of the company.

Welcoming the members to the 51st Annual General Meeting. Mr.T S Sahney, Chairman called the meeting to order, after confirming with the RTA about the requisite quorum of 30 members present. With the permission of the members present, the notice convening the meeting and the Directors' Report both having been already circulated, were taken as read. Thereafter the Chairman read out the following statement (copy of which was circulated to the members at the meeting).

Economic Environment/ Company's performance

Global economic activity in 2015 remained muted as soft oil prices had producing countries vying for market share. The Indian economy also faced challenges from slow agricultural growth with two consecutive poor monsoons, the investment cycle not gaining strength, a banking system weighed down by poor recovery of loans and low business confidence all of which had a negative influence on consumer sentiment and demand. Despite these headwinds, India was resilient.

Low farm output impacted rural demand for 2/3 wheelers and farm equipment. The weak monsoon and floods in some parts also affected demand with growth only in some segments of passenger cars driven by new model launches and of commercial vehicles on account of replacement of aging fleets and pick up in infrastructure demand. Your company aggressively pushed sales in the domestic market to achieve 5% higher sales even while exports declined, resulting in its highest ever sales turnover of Rs 659 crores (previous year Rs 655 crores). Profit after tax has declined to Rs 45.98 crores (previous year Rs.52.06 crores) owing to higher input and conversion costs and higher depreciation charge.

As a young nation, India needs multi nodal mobility solutions : personal mobility, urban mobility, inter -urban mobility. New vehicle models are being constantly introduced, there is expansion of public transport systems, dedicated freight corridors for movement of farm produce and goods from and to the rural areas. As a result, the medium and long term outlook for the automotive industry is positive for a variety of reasons -

- Macro factors turning in India's favour with GDP growth pick up to 6.5%.
- Food and fuel inflation down
- "Make in India" initiatives with focus on liberalized FDI regime, boost in manufacturing sectors such as defence, aerospace
- Increased investment in infrastructure coupled with higher logistical requirements from E-commerce sectors
- Favourable demographics with a large aspirational young and middle class seeking more efficient vehicles with controlled emissions, high safety and improved driving comfort.
- GST implementation which will lead to overall economic growth and add to the purchasing power of consumers.

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HELD AT _____ ON _____ TIME _____

Your company has regularly invested in modern manufacturing technology and partnered with customers to develop advanced products for new generation vehicles with its focus on application engineering and R & D. We continue our journey to build a highly sustainable organization, leveraging our knowledge to deliver innovative solutions with emphasis on productivity improvements to enable your company to achieve profitable growth.

Current year Q1

Net sales for Q1 - April to June'16 at Rs. 172 crores (previous year Rs.157.51 crores)- are up by 9.42% compared to the corresponding quarter of the previous year. During the quarters ahead, your company expects a higher growth considering the favourable business conditions being indicated by the OEMs. Exports to Europe which have been subdued during the last year are expected to improve in the coming quarters with the improved economic situation. Your company is effectively targeting specific opportunities in USA, Mexico and the ASEAN countries.

Outlook and business strategies

India has emerged as an international hub for designing and manufacturing of automobiles and auto components. In 2015, it accounts for 7% of India's GDP and provides employment to 19 million. With the focus of the Automotive Mission Plan (AMP) II(2016-2026) on improving industry competitiveness, by 2026 India could be first in the world in the production /sale of small cars, 2 wheelers and 3 wheelers, tractors and buses, all adding to 12% contribution to GDP and generating additional jobs. Most of the world's large vehicle manufacturers have set up base in India and are expanding capacities with a thrust on localization to improve competitiveness.

Your company has the largest bearings product range in the domestic market, has been investing in technology development and building competencies for skill based manufacturing. We are well positioned to take advantage of the expected demand. Regulators are demanding lower emissions and improved safety norms, customers are demanding higher fuel efficiency, lighter weight, intelligent vehicle control, low noise and improved reliability. Your company remains committed towards investing in sophisticated technology to offer enduring and efficient solutions.

Subsidiary companies

The operating results of SNL Bearings Ltd for the year ended 31st March,2016 have improved with PBT higher by 26% to Rs.850.83 lacs (Rs.673.47 lacs for the previous year) in spite of the sluggish demand environment. The company expects to further capitalize on growth opportunities during the year.

The wholly owned subsidiary NRB Bearings (Thailand) Ltd., has increased its sales by 20% to THB 136 million (Rs.25.53 crores). Manufacturing revenues now constitute 70% of revenues and the unit has positive EBITDA of THB 13.4 million (Rs 2.5 crores). The manufacture of new products as well as enhanced production of needle rollers, planned during FY 2016-17 will help in improving the financial results during the coming years.

The marketing services and customer support subsidiary in Europe- NRB Bearings Europe GmbH- has earned income of Euro 430,000 (Rs. 3.25 crores) with a resultant profit of Euro 12280 (Rs. 9 lacs).

Acknowledgements

I would like to express my special thanks and deep appreciation for the continued support of our customers, suppliers, bankers and other business associates. To you, our shareholders, I extend special thanks for your continuing faith in Team NRB in our journey of growth. I thank Team NRB for collectively working to achieve our goal of always delivering value to our customers. Together, we remain confident of delivering better performance in the coming years for all our stakeholders.

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The Chairman informed members present that evoting facility has been provided and Mr.U C Shukla is the Scrutinizer appointed by the Board. He requested all shareholders who had not availed the e-voting facility, to cast their votes on the ballot form and put the same in the ballot box. Mr. Shukla's representative displayed the empty ballot box to all the shareholders present and thereafter the same was locked to enable the members to cast their votes. The Chairman informed them that the scrutinizer will complete the tabulation of the voting both under e-voting and ballot voting at the meeting within the next 72 hours and the same will be published on the website of the company and also intimated to the stock exchanges.

ORDINARY BUSINESS

Item No. 1 Accounts and Directors' Report/Auditors' Report

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016, the Profit and Loss Account and the Cash Flow for the year ended 31st March, 2016 and the Directors' Report and the Auditors' Report thereon be and the same are hereby received and adopted."

Proposed by : Mr. T S Sahney

Seconded by : Mr. Vinod Aggarwal (IN303116-10678714)

Item No. 2 To confirm the payment of interim dividend as final dividend on equity shares for the financial year 2015-16.

Proposed by : Ms. H S Zaveri

Seconded by : Mr. Shenoy (IN302603-10113233)

As I am an interested party for the next resolution, I request Mr. Uday Khanna to takeover the proceedings.

Item No. 3 Retiring Directors

"RESOLVED THAT Mr. D S Sahney who retires by rotation and is eligible for re-appointment be and is hereby reappointed as Director of the Company."

Proposed by : Mr. Michael Martin (1302590001261386)

Seconded by : Mr. Bimal Panchal (IN300409-10164836)

Mr. Uday Khanna hands over back to Mr. T S Sahney

Item No. 4 Appointment of Auditors-Deloitte Haskins with annual ratification

"RESOLVED THAT the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Registration no. ICAI 117365W) as Auditors of the Company be and is hereby ratified to hold office until the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2017, on such remuneration plus out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors and the Auditors."

Proposed by : Ms. Chandrika (IN301549-37285907)

Seconded by : Mr. Yusuf Rangwala (1601010000232396)

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SPECIAL BUSINESS - ORDINARY RESOLUTION**Item No.5 Appointment of Mr.Ashank D Desai an Independent Director for a term of 5 years**

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Mr.Ashank Dutta Desai, DIN.00017767 who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act,2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 56th Annual General Meeting of the Company in the calendàr year 2021, on such remuneration by way of sitting fees, other permissible fees plus out-of-pocket expenses, as approved by the Board of Directors."

Proposed by : Mr.Aspi Bhesania (1201250000017515)

Seconded by : Mr.Bimal Kumar Agarwal (1202700000084490)

He then invited shareholders who wished to comment about the performance/financial results of the company and the company will try and respond to the same.

Mr.Sharad Shah (1204470001165303) appreciated the reference in the Chairman's speech to the government's "make in India initiatives" which were expected to boost the manufacturing sector. However he commented that in his view the same had failed to generate any investments. As regards the financial statements of the company he queried the increase in power and fuel and requested management to provide comparative data for the last 3 years as the company's activities had increased only marginally. He also queried the reasons for the drop in promoter holding from 58.2% at the beginning of the year to 54.43% at the end of the year. Comparing the data given on pages 36 and 57 about the increases in share price from the public offer to 31.3.2016, he requested further details of the same.

Ms.Zaveri responded to the query by stating that the Q1 performance had improved substantially with sales turnover increasing by 9.4% to Rs.172 crores and also comparing the performance of competitors SKF and FAG, NRB's growth in profits for Q1 was the highest. She stated that considering the favourable business conditions the company expects the Q1 trend to be maintained or further improve.

Mr.Michael Martins (1302590001261386) appreciated the good performance of the company and also complimented the management for having inducted Mr.Ashank Desai as Independent Director. He complimented the management for declaring higher dividend inspite of a lower EPS. He also appreciated the various initiatives by NRB towards safety and environment awareness and the CSR activities particularly the sponsoring of the IIT Bombay racing team, as mentioned in the Directors' Report.

Mr.G Bharucha (1202300000260384) requested management to explain why the performance was lower this year in terms of profits. He requested management to arrange a plant visit for shareholders.

Mr.Beruz Feramroz (IN30122510106303) expressed his unhappiness at the reduction in dividend from Rs.1.5 per share to Rs.1.40 per share. In his view the subsidiaries of the company have dragged down the performance of the company and the management needs to focus on correcting the same.

Ms.Smita Shah (1302820000002514) complimented the management on the good annual report and expressed her thanks to all the NRB team members for the good performance. She requested that in the next annual report the photographs of the Directors also be given and conveyed her blessings for the good health of Mr.T S Sahney.

CHAIRMAN'S INITIALS

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Mr.Rajendra Joshi (1203760000175438) thanked the company for the timely receipt of the annual report. He commended that the profits were down for the last financial year but was happy to note from the Chairman Speech that the performance in Q2 was expected to be better. He said that the comparative EPS given on page 41 showed that the EPs of SKF and FAG were both higher than that of NRB. He hoped that with the infrastructure spending being done by the government there will be more orders for the company. He requested management to indicate how GST would affect its operations in the coming year. He also requested that the email of the registrar and the map of the AGM venue needs to be made part of the annual report. He requested management to consider a bonus issue as the last bonus was in the year 2010 and also requested for a plant visit for shareholders. He requested management to indicate the capex programme to achieve the projected sales turnover in the next two years.

Mr.Bharat Shah (1302820000062153) complimented the management on the good results and confirmed having received the annual report in time. He agreed with Mr.Joshi that a bonus issue was overdue as the last bonus was in 2010.

Mr.Yusuf Rangwala (1601010000232396) thanked the management for the good dividend. Proposed that the next annual report should contain photos of all directors. Also requested for a plant visit to Hyderabad.

Mr.Dinesh Bhatia (1201750000083651) complimented for the good performance and for the reduction in expenses. Unhappy with the lower dividend. Requested for some celebration for the shareholders on the Golden Jubilee of the company. Requested for factory visit. In his view the contribution of the subsidiaries is pulling down the consolidated results. He requested management to review finance costs at the subsidiaries and control the same. For the Golden Jubilee he proposed a bonus issue and commitment by management to maintain dividend thereafter.

Mr.Aspi Bhesania (1201250000017515) congratulated the management for the first quarter results. He welcomed Mr.Ashank Desai to the Board and also the appointment of Ms.Zaveri as Vice Chairman & Managing Director of the Board.

Mr.Chandiramani (120816000176654) He was unhappy that he has not received the annual report though he has three folios. He wished the management all the best for good results during the current year.

With business for the day having been completed the meeting ended with a vote of thanks to the Chair.

J. S. S. ←

CHAIRMAN

DATE: 2 Sept. 2016

CHAIRMAN'S INITIALS