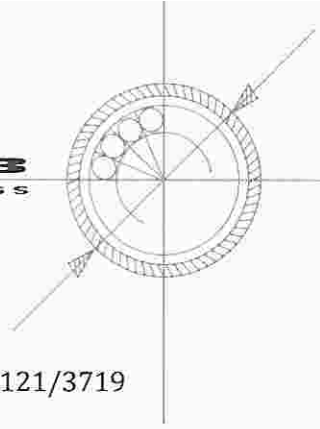


NRB
BEARINGS



Fax: 2723121/3719

April 27,2017

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

Code No. 530367

Dear Sirs,

Sub: Details regarding Voting Results of Postal Ballot declared on 27.04.2017

Ref: Reg. 44 of SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015

Please find enclosed details regarding Voting Results of postal ballot declared by the Vice Chairman & Managing Director today i.e.27.04.2017.

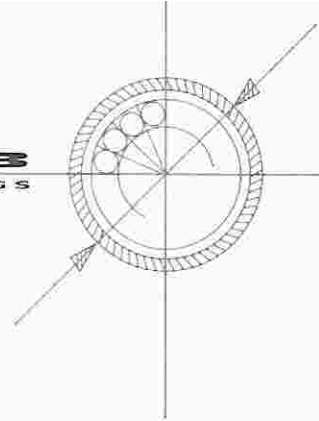
Kindly take the same on record.

Yours faithfully,
For NRB BEARINGS LTD


S C RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY

Encl: as above

Cc: Listing Department, Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1,G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051 Fax: 26598237/38



**Details of Voting Results of Postal Ballot of NRB Bearings Ltd.
[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015**

1	Date of Declaration of postal ballot results	Thursday 27 th April,2017
2	Total number of shareholders as on cut off date (17 th March ,2017)	11187
3	No. of shareholders present in the meeting either in person or through proxy --- Promoters and Promoter Group: --- Public	Not applicable as the voting has been done through postal ballot
4	No. of shareholders attended the meeting through video conferencing -- Promoters and Promoter Group: -- Public	Not Applicable

For **NRB BEARINGS LTD.**

S. C. Rangani

S. C. RANGANI
Executive Director
& Company Secretary



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

Resolution No. 1:								
Issue of Listed Unsecured Redeemable Non-Convertible Debentures on Private Placement to Mutual Funds/ Banks.								
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		47728788	90.09	47728788	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	52978857	47728788	90.09	47728788	0	100.00	0.00
Public Institution	E-Voting		31414042	95.86	31414042	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	32772228	31414042	95.86	31414042	0	100.00	0.00
Public - Non Institution	E-Voting		14419	0.13	14413	6	99.96	0.04
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		52759	0.47	51419	1340	97.46	2.54
	Total	11171515	67178	0.60	65832	1346	98.00	2.00
Total		96922600	79210008	81.73	79208662	1346	100.00	0.00

For NRB BEARINGS LTD.

S. C. Rangani
S. C. RANGANI
 Executive Director
 & Company Secretary



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

Resolution No. 2:								
Revision in terms of Remuneration of Ms. H S Zaveri (DIN: 00003948), Vice Chairman & Managing Director of the Company								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					Yes. Ms. H S Zaveri, Mr.T S Sahney and Mr.D S Sahney and their relatives are interested Promoters			
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		0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	52978857	0	96.96	0	0	0.00	0.00
Public Institution	E-Voting		31414042	95.86	31414042	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	32772228	31414042	95.86	31414042	0	100.00	0.00
Public - Non Institution	E-Voting		14419	0.13	14413	6	99.96	0.04
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		39859	0.36	36702	3157	92.08	7.92
	Total	11171515	54278	0.49	51115	3163	94.17	5.83
Total		96922600	31468320	32.47	31465157	3163	99.99	0.01

For NRB BEARINGS LTD

SC Ranganani
SC RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY



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

26th April, 2017

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

Dear Sir,

Sub: Report on passing of Special / Ordinary 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 resolutions 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 Resolutions 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 17th March, 2017.

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, passwords were sent physically for facilitating e-voting. 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 24/03/2017 (physical) | : | 4,675 |
| | (b) Number of ballot papers e-mailed on 24/03/2017 | : | 6,512 |
| | (c) Number of ballot papers returned undelivered by Post | : | 94 |
| | (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) | : | 702 |
| 2) | Date of commencement of voting cycle | : | 24/03/2017 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed | : | 22/04/2017 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting | : | 22/04/2017 (5:00 p.m.) |

...2/



: 2 :

5)	(a) Number of response received (Physical)	:	96
	(b) Number of response received (e-voting)	:	68
	Total	:	164
6)	(a) Number of valid ballot papers received (Physical)	:	94
7)	(a) Number of invalid ballot papers received (physical)	:	2
	(b) Number of invalid e-voting	:	Nil
8)	Resolution 1 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	51,419 (89 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,91,57,243 (65 cases)
	Total Number of votes cast for the Resolution	:	7,92,08,662 (100.00%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	1,340 (5 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	6 (3 Cases)
	Total Number of votes cast against the Resolution	:	1,346 (Negligible)
9)	Resolution 2 (Ordinary Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	36,702 (76 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	3,14,28,455 (60 cases)
	Total Number of votes cast for the Resolution	:	3,14,65,157 (99.99%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	3,157 (14 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	6 (3 Cases)
	Total Number of votes cast against the Resolution	:	3,163 (0.01%)
10)	Number of invalid votes	:	4,500 (2 Ballots)

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): Issue of Listed Unsecured Redeemable Non Convertible Debentures on Private placement to Mutual Funds/Banks.

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

(ii) For Resolution 2 (Ordinary Resolution): Revision in terms of Remuneration of Ms. H S Zaveri (DIN:00003948) Vice Chairman & Managing Director of the Company.

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

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be "U.C. Shukla".

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

Encl: as above.

1. Special Resolution for approval of issue of Listed Unsecured Redeemable Non-Convertible Debentures on Private Placement to Mutual Funds/ Banks:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable SEBI regulations and guidelines and the Provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for making one or more offer(s) or invitation(s) to subscribe, issue and allot Listed Unsecured Redeemable Non-Convertible Debentures (‘NCDs’) on private placement, in one or more tranches, to any eligible investor through issue of requisite offer documents, for an aggregate amount not exceeding Rupees One Hundred Crores, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the said NCDs are to be issued, Number of NCDs to be issued, the consideration for the issue, mode of payment, interest rates, redemption period, premium/discount on redemption, utilization of the issue proceeds and all matters connected therewith or incidental thereto, during a period of one year from the date of passing of this Special Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds, matters and things and give such directions as may be deemed necessary or ancillary or incidental thereto and to execute all such documents as may be proper or necessary to give effect to this Resolution.”

2. Ordinary Resolution for approval of Revision in Terms of Remuneration of Ms. H.S. Zaveri (DIN: 00003948), Vice Chairman & Managing Director of the Company:

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee (“the Committee”) dated January 14, 2017 and the approval of the Board through its resolution dated February 8, 2017 and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), consent of the members be and is hereby accorded to the change in the perquisite relating to ‘Reimbursement of Medical Expenses’ for Ms. H.S. Zaveri (DIN: 00003948), Vice Chairman & Managing Director of the Company w.e.f. 01.10.2016 till her tenure i.e. 30.09.2020:

Reimbursement of Medical Expenses:

Reimbursement of medical expenses for self, spouse, parents and dependent children.”

“RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of her appointment as Vice Chairman & Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 24th July, 2015 shall remain unchanged.”

“RESOLVED FURTHER THAT Ms. H.S. Zaveri, Vice Chairman & Managing Director and Mr. S.C. Rangani, Executive Director and Company Secretary of the Company be and are hereby jointly and severally authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”



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)	89	54.94	51,449	0.07	51,419	0.07
	Assent (E-voting)	65	40.12	7,91,57,243	99.93	7,91,57,243	99.93
1	SUB-TOTAL	154	95.06	7,92,08,692	100.00	7,92,08,662	100.00
2	Dissent (Physical)	5	3.09	1,340	Negligible	1,340	Negligible
	Dissent (E-voting)	3	1.85	6	Negligible	6	Negligible
2	SUB-TOTAL	8	4.94	1,346	Negligible	1,346	Negligible
	TOTAL	162	100.00	7,92,10,038	100.00	7,92,10,008	100.00
3	Invalid	2	N.A.	4,500	N.A.	4,500	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)	76	49.67	36,732	0.12	36,702	0.12
	Assent (E-voting)	60	39.22	3,14,28,455	99.87	3,14,28,455	99.87
1	SUB-TOTAL	136	88.89	3,14,65,187	99.99	3,14,65,157	99.99
2	Dissent (Physical)	14	9.15	3,157	0.01	3,157	0.01
	Dissent (E-voting)	3	1.96	6	Negligible	6	Negligible
2	SUB-TOTAL	17	11.11	3,163	0.01	3,163	0.01
	TOTAL	153	100.00	3,14,68,350	100.00	3,14,68,320	100.00
3	Invalid	2	N.A.	4,500	N.A.	4,500	N.A.

Note: Four shareholders, holding 12,900 shares and five promoters holding 4,77,28,788 shares have abstained from voting on Resolution No.2.



U.S.


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 17/03/2017, 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 number 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.




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