



NRB BEARINGS LIMITED
Dhannur, 15, Sir P.M. Road, Fort, Mumbai- 400001, India.
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W: www.nrbbearings.com
CIN: L29130MH1965PLC013251

July 11,2018

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

Fax: 2723121/3719

Code No. 530367

Dear Sirs,

Sub: Details regarding Voting Results of Postal Ballot declared on 11.7.2018

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

Please find enclosed details regarding Voting Results of postal ballot declared by Mr. T S Sahney, Chairman of the Company today i.e. 11.7.2018.

Kindly take the same on record.

Yours faithfully,

For NRB BEARINGS LTD

A handwritten signature in blue ink, appearing to read "S C Rangani", is written over the typed name and title.

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

Declaration of Results of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as also the SEBI (LODR) Regulations 2015, following resolution was proposed to be passed as a Special Resolution, as the case may be, by the shareholders of NRB Bearings Limited (the "**Company**") by way of postal ballot or electronic voting, in accordance with notice dated May 21, 2018 issued by the Company:

1. Issue of Listed Unsecured Redeemable Non-Convertible Debentures on Private Placement to Mutual Funds/ Banks.

The Board of Directors had appointed Mr.U.C. Shukla, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the results of the postal ballot to the Chairman of the Company.

On the basis of report received from the Scrutinizer, the results of the postal ballot are hereby declared as under:

The Consolidated Results as per the Scrutinizer's Report dated 11th July, 2018 is as follows:

Particulars	voted in favour of the resolution			voted against the resolution			Invalid Votes	
	No. of members voted through E-voting/ Postal Ballot	No. of votes cast (Shares)	% of total no. votes cast	No. of members voted through E-voting/ Postal Ballot	No. of votes cast (Shares)	% of total no. votes cast	No. of members	No. of Shares
Issue of Unsecured Redeemable Non-Convertible Debentures (NCD's) on private placement basis, upto an amount of Rs. 100 Crores.	126	81976883	100	10	375 (negligible)	0.00	5	404

Based on the consolidated Report of the Scrutinizer, the above Resolution as set out in the Notice of Postal Ballot has been duly passed by the Shareholders with requisite majority as a Special Resolution.

For NRB BEARINGS LTD.

T. S. Sahney

T S Sahney
Chairman

Dated: 11-07-2018

**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	Wednesday 11 th July,2018
2	Total number of shareholders as on cut off date (25 th May,2018)	26946
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
 Executive Director
 & Company Secretary

: 2 :

**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		50888370	97.94	50888370	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	51956856	50888370	97.94	50888370	0	100.00	0.00
Public Institution	E-Voting		27260470	88.35	27260470	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	30854042	27260470	88.35	27260470	0	100.00	0.00
Public - Non Institution	E-Voting		3816668	27.05	3816519	149	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		11754	0.08	11524	226	98.04	1.92
	Total	14111702	3828422	27.13	3828043	375	99.99	0.01
Total		96922600	81977262	84.58	81976883	375	100.00	0.00

For NRB BEARINGS LTD.

S. C. Rangam
S. C. RANGAM
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
11th July, 2018

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

Dear Sir,

Sub: Report on passing of Special Resolution 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 25/05/2018.

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 08/06/2018(physical) | : | 3873 |
| | (b) Number of ballot papers e-mailed on 08/06/2018 | : | 23073 |
| | (c) Number of ballot papers returned undelivered by Post | : | 11 |
| | (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) | : | 1891 |
| 2) | Date of commencement of voting cycle | : | 08/06/2018 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed | : | 07/07/2018 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting | : | 07/07/2018 (5:00 p.m.) |

~ 51



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: 2 :

5)	(a) Number of response received (Physical)	:	47
	(b) Number of response received (e-voting)	:	94
	Total	:	141
6)	(a) Number of valid ballot papers received (Physical)	:	42
7)	(a) Number of invalid ballot papers received (physical)	:	5
	(b) Number of invalid e-voting	:	0
8)	Resolution 1 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	11,524 (38 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	8,19,65,359 (88 cases)
	Total Number of votes cast for the Resolution	:	8,19,76,883(100.00%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	226(4 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	149(6 Cases)
	Total Number of votes cast against the Resolution	:	375 (Negligible)
9)	Number of invalid votes	:	404 (5 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.

~ 15



UPENDRA SHUKLA

: 3 :

Conclusion --

(i) **For Resolution 1 (Special Resolution): Issue of Listed Unsecured Redeemable Non-Convertible Debentures on Private Placement basis:**

“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 Special Resolution may be declared as passed.”

Thanking you,

Yours faithfully,




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

Encl: as above.

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1. Special Resolution for Issue of Listed Unsecured Redeemable Non-Convertible Debentures on Private Placement basis:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulation 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 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.”

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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)	38	27.94	11,524	0.02	11,524	0.02
	Assent (E-voting)	88	64.71	8,19,65,359	99.98	8,19,65,359	99.98
1	SUB-TOTAL	126	92.65	8,19,76,883	100.00	8,19,76,883	100.00
2	Dissent (Physical)	4	2.94	226	Negligible	226	Negligible
	Dissent (E-voting)	6	4.41	149	Negligible	149	Negligible
2	SUB-TOTAL	10	7.35	375	Negligible	375	Negligible
	TOTAL	136	100.00	8,19,77,258	100.00	8,19,77,258	100.00
3	Invalid	5	N.A.	404	N.A.	404	N.A.

752



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 25/05/2018, 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.

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