

October 10,2016

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 10.10.2016

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

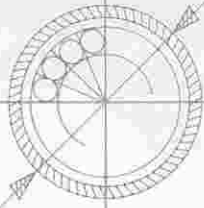
Please find enclosed details regarding Voting Results of postal ballot declared by the Chairman today i.e.10.10.2016.

Kindly take the same on record.

Yours faithfully,
For NRB BEARINGS LTD


T S SAHNEY
CHAIRMAN

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 on Results of Postal Ballot of NRB Bearings Ltd.

As per the provisions of the Companies Act, 2013 as also the SEBI (LODR) Regulations 2015, the Company had provided the facility of e-voting/physical postal ballot to the Shareholders as on cut off date 26th August,2016 to enable them to cast their votes electronically/through postal ballot on the resolutions proposed in the Notice of the Postal Ballot dated 12th August, 2016. The e-voting was open from 6th September,2016 to 5th October, 2016.

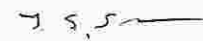
The Board of Directors had appointed Mr.U.C. Shukla, Practising Company Secretary, as the Scrutinizer for e-voting and postal ballot. The Scrutinizer had carried out the scrutiny of all the electronic votes received upto the close of the working hours on 5th October, 2016 and ballot papers received till the conclusion of the last date of receipt i.e.5th October,2016 and submitted his Report on 7th October, 2016.

The Consolidated Results as per the Scrutinizer’s Report dated 7th October, 2016 is as follows :

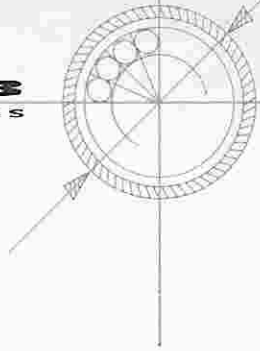
Particulars	votes in favour	%	votes against	%
Resolution No.1				
Ordinary Resolution				
Ratification of Cost auditors remuneration for the financial years ended March 2016 and March 31.2017	67023113	100	200	0.0(negligible)
Resolution No.2				
Special Resolution				
To consider and approve payment of commission to the Non-Executive directors	67022883	100	430	0.0 (negligible)

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Postal Ballot Notice dated 12th August, 2016 have been duly passed by the Shareholders with requisite majority.

For NRB BEARINGS LTD.


T S Sahney
Chairman

Dated: 10th October, 2016



**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	Monday 10 th October, 2016
2	Total number of shareholders as on cut off date (26 th August, 2016)	10223
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



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Resolution No. 1:								
Ratification of Cost auditors remuneration for the financial years ended March 2016 and March 31.2017								
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		51577353	96.96	51577353	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	53192839	51577353	96.96	51577353	0	100.00	0.00
Public Institution	E-Voting		15405606	46.75	15405606	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	32956362	15405606	46.75	15405606	0	100.00	0.00
Public - Non Institution	E-Voting		23872	0.22	23672	200	99.16	0.84
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		16482	0.15	16482	0	100.00	0.00
	Total	10773399	40354	0.37	40154	200	99.50	0.50
Total		96922600	67023313	69.15	67023113	200	100.00	0.00



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:								
To consider and approve payment of commission to the Non-Executive directors								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether Promoter/ Promoter group are interested in the agenda/ resolution?					Mr.T S Sahney and Mr.D S Sahney 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		51577353	96.96	51577353	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	53192839	51577353	96.96	51577353	0	100.00	0.00
Public Institution	E-Voting		15405606	46.75	15405606	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	32956362	15405606	46.75	15405606	0	100.00	0.00
Public - Non Institution	E-Voting		23872	0.22	23667	205	99.14	0.86
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		16482.	0.15	16257	225	98.63	1.37
	Total	10773399	40354	0.37	39924	430	98.93	1.07
Total		96922600	67023313	69.15	67022883	430	100.00	0.00

For NRB BEARINGS LTD

T S SAHNEY
CHAIRMAN



07th October, 2016

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

Dear Sir,

Sub: Report on passing of Ordinary/Special Resolutions by Postal Ballot

I am appointed as Scrutinizer by the Board of Directors of NRB Bearings Ltd. for conducting the process of postal ballot in a fair and transparent manner for passing Resolutions as per Annexure-I 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');

Ballot papers were dispatched along with notice pursuant to Section 110 of the Act along with draft of Resolutions and explanatory statements as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members and names of Beneficial Holders as provided by Depository CDSL/NSDL as on 26th August, 2016.

CDSL was appointed to conduct e-voting through their online e-voting system. Accordingly, Postal Ballot papers were emailed to those Shareholders holding valid email Id. The mails were Password Protected as per SQTC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, were sent password physically by RTA for 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 02/09/2016 (physical)	:	4,707
	(b) Number of ballot papers e-mailed	:	5,516
	(c) Number of ballot papers returned undelivered by Post	:	350
	(d) Number of e-mails bounced/undelivered, (E-mails were re-sent and also physical postal ballot papers were sent by post).	:	656
2)	Date of commencement of voting cycle	:	06/09/2016 (9:00 a.m.)
3)	Last date fixed for receiving ballot papers, duly completed	:	05/10/2016 (5:00 p.m.)
	Last date fixed for voting through e-mail (e-voting)	:	05/10/2016 (5:00 p.m.)



...2/

: 2 :

4)	(a) Number of response received (Physical)	:	38
	(b) Number of response received (e-voting)	:	47
	Total	:	85
5)	(a) Number of valid ballot papers received (Physical)	:	37
6)	(a) Number of invalid ballot papers received (physical)	:	01
7)	For Resolution 1:		
	(a) Number of votes cast "For the Resolution (physical)"	:	16,482 (37 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	6,70,06,631 (46 cases)
	Total Number of votes cast for the Resolution	:	6,70,23,113 (100.00%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	Nil
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	200 (1 Case)
	Total Number of votes cast against the Resolution	:	200 (Negligible)
8)	For Resolution 2:		
	(a) Number of votes cast "For the Resolution (physical)"	:	16,257 (34 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	6,70,06,626 (45 cases)
	Total Number of votes cast for the Resolution	:	6,70,22,883 (100.00%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	225 (3 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	205 (2 Cases)
	Total Number of votes cast against the Resolution	:	430 (Negligible)
9)	Number of invalid votes (on the ground of no assent/dissent)	:	500 (1 Ballot)

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed and forms part of this report (**Annexure 2**).

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure 3** of this report.



Conclusion –

- (a) **For Resolution 1 (Ordinary Resolution): Ratification of Cost Auditor's Remuneration for the financial year 2015-16 and 2016-17.**

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


- (b) **For Resolution 2 (Special Resolution): Payment of commission to Non-Executive Directors of the Company**

“Since the number of votes cast by the Members in favor of the Resolution is three times 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.

1. Ordinary Resolution under Section 148 of the Companies Act, 2013 for Ratification of Cost Auditor's Remuneration for the Financial Year 2015-16 and 2016-17.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the members hereby approve/ratify the remuneration of :

- a) Rs.80,000/- p.a. (Rupees Eighty Thousand only) excluding services tax and out of pocket expenses at actuals, for the financial year ended March 31, 2016;
- b) Rs.85,000/- p.a. (Rupees Eighty Five Thousand only) excluding service tax and out of pocket expenses at actuals, for the financial year ending March 31, 2017;

to M/s. Nanabhoy and Co, Cost Accountants(Firm Registration no.7464), appointed as the Cost Auditors to conduct the audit of cost records maintained by the Company for the above financial years.”

2. Special Resolution under section 197 of the Companies Act, 2013 for payment of Commission to the Non-Executive Directors of the Company.

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof) and Article 116 (3) (b) of the Articles of Association of the Company, consent of the Company be and is hereby accorded for payment of sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof be paid to the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Nomination and Remuneration Committee/Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from the financial years 2015-16 to 2019-20.”



Details of Voting in terms of SEBI Circulars

NRB BEARINGS LTD							
POSTAL BALLOT							
SUMMARY REPORT FOR RESOLUTION APPROVING THE RESOLUTION 1							
Sr. No.	Particulars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	37	44.05	18,282	0.03	16,482	0.02
	Assent (E-voting)	46	54.76	6,70,06,631	99.97	6,70,06,631	99.98
1	SUB TOTAL	83	98.81	6,70,24,913	100.00	6,70,23,113	100.00
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	1	1.19	200	Negligible	200	Negligible
2	SUB TOTAL	1	1.19	200	Negligible	200	Negligible
	TOTAL	84	100.00	6,70,25,113	100.00	6,70,23,313	100.00
3	Invalid	1	0	500	0	0	0
SUMMARY REPORT FOR RESOLUTION APPROVING THE RESOLUTION 2							
Sr. No.	Particulars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	34	40.48	18,057	0.03	16,257	0.02
	Assent (E-voting)	45	53.57	6,70,06,631	99.97	6,70,06,626	99.98
1	SUB TOTAL	79	94.05	6,70,24,688	100.00	6,70,22,883	100.00
2	Dissent (Physical)	3	3.57	225	Negligible	225	Negligible
	Dissent (E-voting)	2	2.38	205	Negligible	205	Negligible
2	SUB TOTAL	5	5.95	430	Negligible	430	Negligible
	TOTAL	84	100.00	6,70,25,118	100.00	6,70,23,313	100.00
3	Invalid	1	0	500	0	0	0



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 26/08/2016, 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. Where a shareholder has not put any tick mark on either assent or dissent.
3. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
4. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
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 not received.
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 attested by other person / authority.




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