

**NRB**  
**BEARINGS** THE ORIGINAL

January 4,2018

**NRB BEARINGS LIMITED**  
Dhannur, 15, Sir P.M. Road, Fort, Mumbai- 400001, India.  
T : (91) 22-2266 4570 / 2266 4160  
F : (91) 22-2266 0412 / 2267 9850  
W: www.nrbbearings.com  
CIN: L29130MNH1965PLC013251

BSE Ltd.  
Corporate Relationship Department  
1<sup>st</sup> 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 4.1.2018**

**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. 4.1.2018.

Kindly take the same on record.

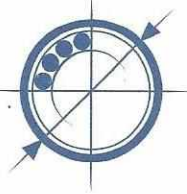
Yours faithfully,

**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



### 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 an ordinary 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 November 24, 2017 issued by the Company:

1. Appointment of Statutory Auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors.

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 1st January,2018 is as follows :

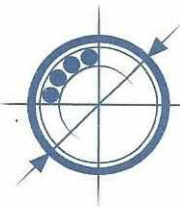
Particulars	voted in favour of the resolution			voted against the resolution			Invalid Votes	
	No. of members voted through E-voting/ Postal Ballot	No. of votes cast (Shares)	% of total no. votes cast	No. of members voted through E-voting/ Postal Ballot	No. of votes cast (Shares )	% of total no. votes cast	No. of members	No. of Shares
Appointment of statutory auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors	130	83526372	100	6	10	0.00	5	391

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

**For NRB BEARINGS LTD.**

*T. S. Sahney*  
**T S Sahney**  
**Chairman**

Dated: 04-01-2018



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**NRB BEARINGS LIMITED**

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CIN : L29130MNH1965PLC013251

**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 4 <sup>th</sup> January,2018
2	Total number of shareholders as on cut off date (24 <sup>th</sup> November ,2017)	16005
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





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

<b>Resolution No. 1:</b>								
<b>Appointment of Statutory Auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors.</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		47319565	90.01	47319565	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
	<b>Total</b>		<b>52569634</b>	<b>47319565</b>	<b>90.01</b>	<b>47319565</b>	<b>0</b>	<b>100.00</b>
<b>Public Institution</b>	E-Voting		32095570	96.91	32095570	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
	<b>Total</b>		<b>33118515</b>	<b>32095570</b>	<b>96.91</b>	<b>32095570</b>	<b>0</b>	<b>100.00</b>
<b>Public - Non Institution</b>	E-Voting		4089743	36.40	4089736	7	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		21504	0.19	21501	3	99.99	0.01
	<b>Total</b>		<b>11234451</b>	<b>4111247</b>	<b>36.59</b>	<b>4111237</b>	<b>10</b>	<b>100.00</b>
<b>Total</b>		<b>96922600</b>	<b>83526382</b>	<b>86.18</b>	<b>83526372</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

For NRB BEARINGS LTD.

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



1<sup>st</sup> January, 2018

The Chairman,  
NRB Bearings Ltd.  
Dhannur, 15,  
Sir P. M. Road,  
Fort,  
Mumbai 400 00.

Dear Sir,

**Sub: Report on passing of an 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 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 24/11/2017.

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 29/11/2017(physical)   | : | 3545                   |
|    | (b) Number of ballot papers e-mailed on 29/11/2017  | : | 12460                  |
|    | (c) Number of ballot papers returned undelivered by Post  | : | 113                    |
|    | (d) Number of e-mails bounced/undelivered as per Universal email<br>(E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 415                    |
| 2) | Date of commencement of voting cycle  | : | 30/11/2017 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed   | : | 29/12/2017 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting   | : | 29/12/2017 (5:00 p.m.) |



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5)	(a) Number of response received (Physical)	:	72
	(b) Number of response received (e-voting)	:	69
	<b>Total</b>	:	
6)	(a) Number of valid ballot papers received (Physical)	:	67
7)	(a) Number of invalid ballot papers received (physical)	:	5
	(b) Number of invalid e-voting	:	0
8)	<b>Resolution 1 (Ordinary Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	21,501(65 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	8,35,04,871(65 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>8,35,26,372(100.00%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	3(2 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	7(4 Cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>10 (Negligible)</b>
9)	Number of invalid votes	:	391 (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.

J. S. S.





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Conclusion –

- (i) **For Resolution 1 (Ordinary Resolution): Appointment of statutory auditor to fill the casual vacancy caused due to resignation of the existing auditors.**

“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.”

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Thanking you,



Yours faithfully,

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

Encl: as above.

1. **Ordinary Resolution for Appointment of statutory auditor to fill the casual vacancy caused due to resignation of the existing auditors:**

“**RESOLVED THAT** that in accordance with the provisions of Section 139(8) of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s Walker Chandiok & Co. LLP, Chartered Accountants, having Firm Registration No. 001076N/N500013, be and are hereby appointed as a Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of the Company’s Auditor caused due to resignation of the existing Statutory Auditors and they shall hold the office of Statutory Auditors until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on March 31, 2018.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the remuneration of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, according to the scope of their services as Statutory Auditors and other permissible assignments, if any.”

“**RESOLVED FURTHER THAT** the Directors of the Company and Mr. S.C. Rangani, Executive Director & Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things, which may be deemed necessary and expedient 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)	65	47.79	21,501	0.03	21,501	0.03
	Assent (E-voting)	65	47.79	8,35,04,871	99.97	8,35,04,871	99.97
<b>1</b>	<b>SUB-TOTAL</b>	<b>130</b>	<b>95.58</b>	<b>8,35,26,372</b>	<b>100.00</b>	<b>8,35,26,372</b>	<b>100.00</b>
2	Dissent (Physical)	2	1.47	3	Negligible	3	Negligible
	Dissent (E-voting)	4	2.95	7	Negligible	7	Negligible
<b>2</b>	<b>SUB-TOTAL</b>	<b>6</b>	<b>4.42</b>	<b>10</b>	<b>Negligible</b>	<b>10</b>	<b>Negligible</b>
	<b>TOTAL</b>	<b>136</b>	<b>100.00</b>	<b>8,35,26,382</b>	<b>100.00</b>	<b>8,35,26,382</b>	<b>100.00</b>
<b>3</b>	Invalid	5	N.A.	391	N.A.	391	N.A.



**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 24/11/2017, 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 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