

February 27, 2024

BSE Limited Corporate Relationship Department 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street Mumbai 400 001	National Stock Exchange of India Limited Listing Department-Corporate Services Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1 Bandra Kurla Complex Bandra East, Mumbai 400051
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**Code No. 530367/ NRBBEARING**

**Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) — Details of voting results of the Postal Ballot and Scrutinizer’s Report**

Dear Sir/Madam,

With reference to our letter dated January 24, 2024, we hereby inform that the following Special Resolution as set out in the Postal Ballot Notice dated January 17, 2024, has been passed with requisite majority:

- i. Special Resolution for change in designation of Mr. Satish Rangani (DIN: 00209069), who has attained the age of 75 (seventy-five) years, as a Non-Executive, Non-Independent Director of the Company.

Pursuant to Regulation 44(3) of the Listing Regulations, section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we enclose herewith the following:

1. Disclosure of the voting results of the business transacted by way of Postal Ballot including e-voting, as required under Regulation 44(3) of the SEBI Listing Regulations.
2. Combined report of the Scrutinizer, Mr. Upendra C Shukla, dated February 27, 2024 on Postal Ballot and e-voting, pursuant to Section 108 of the Companies Act, 2013.

We request you to kindly take the same on record.

Thanking You,

Sincerely,

**For NRB Bearings Limited**

**Shruti Joshi**  
**Company Secretary**

Encl : as above

**Details of Voting Results**

[Reg. 44 of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015]

Resolution Required : Special		Special Business: 1 - Change in designation of Mr. Satish Rangani (DIN: 00209069), who has attained the age of 75 (seventy-five) years, as a Non-Executive Non-Independent Director of the Company.						
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	49101176	46762286	95.2366	46762286	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>46762286</b>	<b>95.2366</b>	<b>46762286</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32306532	31595977	97.8006	31536489	59488	99.8117	0.1883
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31595977</b>	<b>97.8006</b>	<b>31536489</b>	<b>59488</b>	<b>99.8117</b>	<b>0.1883</b>
Public Non Institutions	E-Voting	15514892	237505	1.5308	235378	2127	99.1044	0.8956
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1000	0.0064	1000	0	100.0000	0.0000
	<b>Total</b>		<b>238505</b>	<b>1.5372</b>	<b>236378</b>	<b>2127</b>	<b>99.1082</b>	<b>0.8918</b>
<b>Total</b>		<b>96922600</b>	<b>78596768</b>	<b>81.0923</b>	<b>78535153</b>	<b>61615</b>	<b>99.9216</b>	<b>0.0784</b>



27<sup>th</sup> February, 2024

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

Dear Sir,

**Sub: Report on passing of 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 Management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 as amended (the ‘Act’) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended, General Circulars Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28/09/2020, 39/2020 dated 31<sup>st</sup> December,2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December,2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December,2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India, read with circular dated 12th May, 2020, 9<sup>th</sup> December, 2020, 15th January, 2021, 13th May, 2022, 05<sup>th</sup> January, 2023 and 07<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India (SEBI) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

My responsibility as the Scrutinizer is restricted to scrutinize the physical as well as e-voting process in a fair and transparent manner and to prepare a Scrutinizer’s Report on votes cast in favour and against the resolution stated in the postal ballot notice.

The Company dispatched/e-mailed Ballot papers along with notice dated 17<sup>th</sup> January, 2024 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 19<sup>th</sup> January, 2024.

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 were provided with physical ballot forms. 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:

: 2 :

1)	(a) Number of ballot paper posted on 24/01/2024 (physical)	:	1,894
	(b) Number of ballot papers e-mailed on 24/01/2024	:	51,267
	(c) Number of ballot papers returned undelivered by Post	:	185
	(d) Number of e-mails bounced/undelivered as per Link Intime email	:	1,680
2)	Date of commencement of voting cycle	:	27/01/2024 (9:00 a.m.)
3)	Last date fixed for voting through e-voting	:	25/02/2024 (5:00 p.m.)
4)	Last date fixed for receiving ballot papers, duly completed	:	25/02/2024 (5:00 p.m.)
5)	(a) Number of response received (Physical)	:	1
	(b) Number of response received (e-voting)	:	309
	<b>Total</b>	:	
6)	(a) Number of valid ballot papers received (Physical)	:	1
7)	(a) Number of invalid ballot papers received (physical)	:	0
	(b) Number of invalid e-voting	:	0
8)	<b>Resolution 1 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	1,000 (1 Ballot)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,85,34,153 (289 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>7,85,35,153 (99.92%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	Nil
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	61,615 (20 cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>61,615 (0.08%)</b>
	<b>Number of votes abstained for voting (e-voting)</b>	:	<b>0</b>
9)	Number of invalid votes/Not voted	:	0
10)	Number of votes cast by Promoters/Promoter Group not taken into account	:	0

:3:

- 11) 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.

**Conclusion –**

- (i) For Resolution 1 (Special Resolution): Change in designation of Mr. Satish Rangani (DIN: 00209069), who has attained the age of 75 (seventy five) years, as a Non- Executive, Non- Independent Director of the Company.**

“Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution be declared as passed.”

Thanking you,

UDIN: F002727E003498769  
Peer Review Certificate No. 1882/2022  
Place: Mumbai  
Date: 27/02/2024

UPENDRA  
CHANDRAS  
HANKAR  
SHUKLA

Digitally signed by UPENDRA CHANDRAS HANKAR SHUKLA, DN: cn=UPENDRA CHANDRAS HANKAR SHUKLA, o=UPENDRA CHANDRAS HANKAR SHUKLA, email=UPENDRA.CHANDRAS.HANKAR.SHUKLA@UPENDRA.CHANDRAS.HANKAR.SHUKLA, c=IN

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

**Item No. 1: Change in designation of Mr. Satish Rangani (DIN: 00209069), who has attained the age of 75 (seventy-five) years, as a Non-Executive, Non-Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and any applicable provisions of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Satish Rangani (DIN: 00209069) designated as a Non-Executive, Non- Independent Director of the Company, liable to retire by rotation, with effect from January 24, 2024, notwithstanding that Mr. Satish Rangani has attained the age of 75 (seventy-five) years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

UPENDRA  
CHANDRA  
SHANKAR  
SHUKLA

## Details of Voting

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)	1	Negligible	1000	Negligible	1000	Negligible
	Assent (E-voting)	289	99.92	7,85,34,153	99.92	7,85,34,153	99.92
<b>1</b>	<b>SUB-TOTAL</b>	<b>290</b>	<b>99.92</b>	<b>7,85,35,153</b>	<b>99.92</b>	<b>7,85,35,153</b>	<b>99.92</b>
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	20	0.08	61,615	0.08	61,615	0.08
<b>2</b>	<b>SUB-TOTAL</b>	<b>20</b>	<b>0.08</b>	<b>61,615</b>	<b>0.08</b>	<b>61,615</b>	<b>0.08</b>
	<b>TOTAL</b>	<b>310</b>	<b>100.00</b>	<b>7,85,96,768</b>	<b>100.00</b>	<b>7,85,96,768</b>	<b>100.00</b>
<b>3</b>	Invalid	0	N.A.	0	N.A.	0	N.A.
<b>4.</b>	Less Voted	0	N.A.	0	N.A.	0	N.A.
<b>5.</b>	Not Voted	0	N.A.	0	N.A.	0	N.A.

**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 19/01/2024, 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/ her 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.

UPENDRA  
CHANDRASH  
ANKAR  
SHUKLA

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