

NRB BEARINGS LIMITED

Registered Office: Dhannur, 15, Sir P. M. Road, Fort, Mumbai - 400 001.

Tel: 022 22664160 Fax: 022 22660412

Website: www.nrbbearings.com Email: investorcare@nrb.co.in

CIN: L29130MH1965PLC013251

NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

To,

The Members of the Company

Notice is hereby given pursuant to Section 110, of the Companies Act, 2013, ("the Act") read together with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), that approval of the Members is sought for the resolutions appended below which are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the items and the reasons thereof is annexed hereto along with a Postal Ballot Form ("the Ballot Form") for consideration.

The Board of Directors of the Company has duly appointed Mr. U. C. Shukla, Practicing Company Secretary (Membership No. 2727; and Certificate of Practice No. 1654) as the Scrutinizer for conducting the Postal Ballot and e-voting procedure in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the physical Ballot Form by post. E-voting is optional and all Members (whether holding shares in the dematerialized form or in physical form) may vote either by completing or dispatching the Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members are requested to carefully read the instructions printed on the Ballot Form, record assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Ballot Form and return the same, in original, duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. Sunday, August 18, 2024 to be eligible for being considered. If any Ballot Form is received after 5:00 p.m. on Sunday, August 18, 2024, it will be considered that no reply from such Member has been received and such Ballot Form would not be considered.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Ballot Form. References to postal ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Vice Chairman and Managing Director of the Company. The result of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on or before Tuesday, August 20, 2024 at the registered office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and on the Company's website viz. www.nrbbearings.com.

RESOLUTIONS:

Special Business:

Item No.1: Appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company.

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

"RESOLVED THAT Ms. Bapsy Dastur (DIN: 09623277), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from May 27, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (Independent) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Ms. Bapsy Dastur (DIN: 09623277), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and is eligible for appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company, not be liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 27, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

Item No.2: Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company.

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

“RESOLVED THAT Mr. Jayavardhan Dhar Diwan (DIN: 01565319), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from May 27, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Independent) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and is eligible for appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company, not be liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 27, 2024.

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

Registered Office:
Dhannur, 15,
Sir P. M. Road, Fort,
Mumbai 400 001.
Website: www.nrbbearings.com
e-mail: investorcare@nrb.co.in

By order of the Board
For NRB Bearings Limited

Shruti Joshi
Company Secretary
Membership No:-A19112

Place: Mumbai

Date: July 9, 2024

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolutions and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on the close of business hours on Friday, July 12, 2024 being the cut-off date (record date).
3. Resolutions passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a general meeting of the Members.
4. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address are requested to register their e-mail address so that they can receive communication from the Company electronically, but will receive this Postal Ballot Notice along with the Ballot Form through permitted mode. The Company shall send the physical copy of the Postal Ballot Notice and supporting documents to the Members whose e-mail addresses are not registered with the Company for better participation of the Members in the voting process.
5. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.nrbbearings.com and can also be accessed from the website of the BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL, i.e., www.evotingindia.com.
6. All documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company at NRB Bearings Limited, Dhannur, 15, Sir P.M. Road, Fort, Mumbai 400001, between 11:00 a.m. and 5:00 p.m. on all working days upto Sunday, August 18, 2024.
7. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
8. A Ballot Form along with self-addressed business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through the Ballot Form may write to investorcare@nrb.co.in. The Company will forward the same along with self-addressed prepaid postage business reply envelope upon receipt of a request from the Member. Members shall fill in the requisite details and send the duly completed and signed Ballot Form in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on Sunday, August 18, 2024. Any Ballot Form received after the said date and time period shall be treated as if the reply from the Member has not been received.

9. Incomplete, unsigned, improperly or incorrectly tick-marked Ballot Forms will be rejected. There will be only 1 (one) Ballot Form for every registered folio/ client ID irrespective of the number of joint Members.
10. The Company has appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. 2727; and Certificate of Practice No. 1654) as the Scrutinizer to conduct e-voting process in a fair and transparent manner.
11. The Board of Directors has appointed Mr. Satish Rangani, Non-Executive Director and the Company Secretary as the persons responsible for the entire postal ballot process.
12. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Vice Chairman and Managing Director of the Company. The results of the Postal Ballot will be declared on or before Tuesday, August 20, 2024. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The said results along with the Scrutinizer's Report will be displayed at the registered office of the Company, posted on the website of the Company, i.e., www.nrbearings.com and intimated to the Stock Exchanges where the shares of the Company are listed.
13. The last date for receipt of duly completed postal ballot form or e-Voting shall be the date on which the said Special Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made there under.

14. Instructions for voting:

VOTING THROUGH PHYSICAL BALLOT FORM

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer viz. Mr. Upendra C. Shukla, Practicing Company Secretary, not later than Sunday, August 18, 2024 (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investorcare@nrb.co.in mentioning their Folio/DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. A (i) above.
- (vii) Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Form will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition or with irrelevant remarks.

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual Shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode.
- (i) The voting period begins **on Saturday, July 20, 2024 at 9.00 a. m. (IST) and ends on Sunday, August 18, 2024 at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Friday, July 12, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual Shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website: www.cdslindia.com and click on login icon and New System Myeasi Tab.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than Individual Shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id /folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address e-mail ID investorcare@nrb.co.in, if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your E-mail ID and Mobile No. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your E-mail ID and Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.1: Appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company.

Ms. Bapsy Dastur was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on May 27, 2024. Ms. Dastur aged 63 years, is a qualified solicitor and holds a Bachelor's degree in Commerce and Economics and a Bachelor's degree in Law. She has completed her Management Development Course from GE Crotonville, USA, Executive Leadership programs from the IMD, Lausanne. She is also Six Sigma qualified. Currently, Ms. Bapsy Dastur is the General Counsel and Head of Corporate Risk, Compliance and Legal at VFS Global, the largest visa processing company globally. She also holds directorship at the Chiltern Court Association and is a member of the Trace International Board, a not for profit organization that works with over 300 companies globally to raise their anti-bribery compliance standards.

Ms. Dastur's professional achievements were recognized by the Legal 500 as being one of the top lawyers in the Middle East in 2022 and 2023. She was also ranked as one of the top 100 lawyers in the Middle East in 2015 and as one of the world's leading General Counsel in 2017.

Ms. Dastur has unique multi-jurisdictional expertise across diverse industries globally. She had worked with reputed organization such as General Electric, USA, GE Capital, ABB, Stolt Nielsen and ANZ Grindlays Bank. She has led mergers and acquisitions, corporate restructuring, development of new business offerings, structured large infrastructure projects of over USD 100 billion globally working in India, the Middle East, South East Asia, Australia, UK and USA. Further, she has driven process changes, developed Enterprise Risk Identification and management programs, Corporate Governance systems and led high risk litigation strategies to successful outcomes.

Ms. Dastur has helped enabled business growth with her strategic, commercial and pragmatic focus and developed compliant business structures globally. She has established, developed and monitored compliance and risk management programs with the buy in of various business stakeholders leveraging her strong interpersonal skills.

Ms. Dastur is a frequent speaker on International Law, Risk Management, Anti-corruption programs at various forums such as the prestigious Cambridge International Symposium on Economic Crime, ACI conferences and the Trace Symposium.

Ms. Dastur is passionate about mentoring students especially women from developing countries who are keen to pursue a career in law or compliance. She has developed and served as a judge for numerous compliance and legal awards and the "Women of the Future" awards. She represented the private sector to participate with member country representatives at the OECD, Paris in 2019 promoting diversity and women's equality.

Ms. Dastur has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16(1)(b) of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Ms. Dastur fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and the criteria laid down under the Nomination and Remuneration Policy of the Company. She is not debarred or disqualified from being appointed as Director of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

The Board considers that her association with the Company as an Independent Director will be beneficial and in the interest of the Company. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 from one of the shareholders proposing the candidature of Ms. Dastur as the Director (Independent) of the Company. Ms. Dastur does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. During her term as an Independent Director, Ms. Dastur will be entitled to receive the sitting fees for attending meetings of the Board and the Committees thereof, of which she is a member and commission, as may be decided by the Board of Directors every year for Non-Executive Directors.

The Nomination and Remuneration Committee of the Board has also considered and recommended the appointment of Ms. Bapsy Dastur as an Independent Director of the Company. Pursuant to section 149(10) of the Act, Ms. Dastur, if appointed shall hold office of Independent Director not liable to retire by rotation for a term of five (5) consecutive years with effect from the date of her appointment i.e. from May 27, 2024.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company up to Friday, August 18, 2024 on any working day except Saturday, Sunday and public holidays between 11:00 a.m. and 5:00 p.m.

The Board of Directors recommend the resolution at Item No. 1 of the accompanying Notice as a Special Resolution, for appointment of Ms. Bapsy Dastur as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Ms. Bapsy Dastur (being appointed), are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

Item No.2: Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company.

Mr. Jayavardhan Dhar Diwan was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on May 27, 2024. Mr. Jayavardhan Dhar Diwan, aged 59 years holds a degree in BE (Metallurgy) from University of Roorkee and has completed his MBA from S.P. Jain Institute of Management and Research. Mr. Diwan started his career in Indian Aluminium post his Engineering degree. He moved his career in finance in 1993 post his MBA as a Senior Research Analyst. Mr. Diwan is currently Director of Odyssey India Advisory Private Limited working on Merger and Acquisition transactions and structured deals.

Mr. Diwan has been a financial services professional for over 30 years of experience in investment banking and asset management with leading global investment banks in India and US. He has dabbled in various asset classes including equity, debt, derivatives and various volatility products across the globe. His specialization, however, has been on distressed assets and financial structuring

Mr. Diwan has also been a Portfolio Manager for the India focused Convertible Bond Opportunities Fund and Senior Analyst in Special Situations Fund at OIM; Executive Vice President at KBC Financial Products covering global distressed companies and special situations; BZW and W.I. Carr advising equity and convertible fund clients. Worked in industry with Indian Aluminium (INDAL).

Mr. Diwan is also CFO of League Sports Company, a UAE based sports tech enterprise that owns and operates sports assets with an emphasis on media, entertainment and technology. The flagship brands include the World Blowing and Team Blue Rising co-owned by Virat Kohli in the UIM E1 Series all-electric power boating championship.

Mr Diwan also holds a rich experience across investment cycles such as deal sourcing, structuring, evaluation, portfolio management and turnaround, and exit realization. He is an active investor in global distress assets with specialization in financial engineering and innovation for optimal capital structure. Mr. Diwan has also seeded and been an accelerator for multiple startups – including healthcare, financial services, aviation and edtech.

Mr. Diwan has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16(1)(b) of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Mr. Diwan fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and the criteria laid down under the Nomination and Remuneration Policy of the Company. He is not debarred or disqualified from being appointed as Director of the Company by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

Mr. Diwan does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. During his term as an Independent Director, Mr. Diwan will be entitled to receive the sitting fees for attending meetings of the Board and the Committees thereof, of which he is a member and commission, as may be decided by the Board of Directors every year for Non-Executive Directors.

The Nomination and Remuneration Committee of the Board has also considered and recommended the appointment of Mr. Jayavardhan Dhar Diwan as an Independent Director of the Company. Pursuant to section 149(10) of the Act, Mr. Diwan, if appointed shall hold office of Independent Director not liable to retire by rotation for a term of five (5) consecutive years with effect from the date of his appointment i.e. from May 27, 2024.

The Board considers that his association with the Company as an Independent Director will be beneficial and in the interest of the Company. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 from one of the shareholders proposing the candidature of Mr. Diwan as the Director (Independent) of the Company.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company up to Friday, August 18, 2024 on any working day except Saturday, Sunday and public holidays between 11:00 a.m. and 5:00 p.m.

The Board of Directors recommend the resolution at Item No. 2 of the accompanying Notice as a Special Resolution, for appointment of Mr. Jayavardhan Dhar Diwan as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Jayavardhan Dhar Diwan (being appointed), are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

As required by SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015, the statement below gives the relevant details of the Directors being appointed as per the accompanying Notice:

Name of Director	Ms. Bapsy Dastur	Mr. Jayavardhan Dhar Diwan
DIN	09623277	01565319
Date of Birth	August 15, 1960	December 27, 1964
Nationality	British	Indian
Date of appointment on Board	May 27, 2024	May 27, 2024
Brief Resume, Experience and Expertise	Refer to paragraph above.	Refer to paragraph above.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to paragraph above.	Refer to paragraph above.
Qualification	Solicitor and holds a Bachelor's degree in Commerce and Economics and a Bachelor's degree in Law.	BE (Metallurgy) from University of Roorkee and MBA from S.P. Jain Institute of Management and Research.
Number of meetings of the Board attended from the date of appointment	2 (Two)	2 (Two)
List of Directorships held in other Companies in the last three years (excluding foreign, private and section 8 Company)	B Bamboat And Company Private Limited	<ul style="list-style-type: none"> • Pradeep Metals Limited. • XTZ India Private Limited • Odyssey India Advisors Private Limited
Memberships/ Chairmanships of Audit and Stakeholders Relationship Committees across public companies	NA	Pradeep Metals Limited – <ul style="list-style-type: none"> • Audit Committee, Member • Stakeholders Relationship Committee, Member
Shareholding in the Company	Nil	Nil
Disclosure of relationships with Directors inter se	NA	NA

Registered Office:
 Dhannur, 15,
 Sir P. M. Road, Fort,
 Mumbai 400 001.
 Website: www.nrbbearings.com
 e-mail: investorcare@nrb.co.in

By order of the Board
 For NRB Bearings Limited

 Shruti Joshi
 Company Secretary
 Membership No:- A19112

Place: Mumbai
 Date: July 9, 2024



NRB BEARINGS LIMITED

Registered Office: Dhannur, 15, Sir P. M. Road, Fort, Mumbai - 400 001.

Tel: 022 22664160 **Fax:** 022 22660412

Website: www.nrbbearings.com **Email:** investorcare@nrb.co.in

CIN: L29130MH1965PLC013251

POSTAL BALLOT FORM

Serial No:

1.	Name and Registered Address of the Sole /First named Member	:	
2.	Name(s) of Joint-Holder(s), if any	:	
3.	Registered Folio No. /DP ID No.*/Client ID No.* (*Applicable to Members holding shares in dematerialized form)	:	
4.	No. of Equity Shares held	:	

I/ We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot in respect of business stated in the Notice dated July 9, 2024 by sending my/ our assent/ dissent to the said Special Resolutions by placing the tick (√) mark at the appropriate box given below:

Sr. No.	Description of Resolutions	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1.	Special Resolution for the appointment of Ms. Bapsy Dastur as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from May 27, 2024.			
2.	Special Resolution for the appointment of Mr. Jayavardhan Dhar Diwan as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from May 27, 2024.			

Place: Mumbai
Date: July 9, 2024

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN (E- Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

Note: Please read instructions printed overleaf carefully before exercising your vote and also refer the procedure and instructions for e-Voting given in the notice attached here with.

(A) General Instructions:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e Voting facility.
2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-Voting, please refer to the notes appended to the Notice of Postal Ballot which is being dispatched/ e-mailed to the Members whose names appear in the Register of Members as on close of business hours on **Friday, July 12, 2024**.
4. The Notice of the Postal Ballot has been uploaded on the website of the Company at www.nrbbearings.com and can also be accessed from the website of the BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The Notice of the Postal Ballot is also disseminated on the website of Central Depository Services (India) Limited (agency for providing e-voting facility) i.e., www.evotingindia.com.
5. The Scrutinizer will collate the votes downloaded from the e-Voting system and votes received through Postal Ballot Form to declare the final result for the Resolutions forming part of the Notice of Postal Ballot.
6. Voting Rights in the Postal Ballot Form/ e-voting cannot be exercised by proxy.

(B) Process and manner for Members opting to vote by using Postal Ballot Form:

7. A Member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier/deposited in person at the expense of the registered Member will also be accepted.
8. In case of Joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named Member.
9. The votes should be cast either in favour of or against the Resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) in both the columns will render the form invalid.
10. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on **Friday, July 12, 2024**.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 P.M. (IST) on Sunday, August 18, 2024**. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such Member has not been received.
12. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
13. Unsigned or incomplete or incorrectly filled Postal Ballot Form will be rejected.
14. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
15. Any Member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 11 above.