

NIBL/BSE/NSE/2024-25

Date: 19th November, 2024

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Maharashtra, India.
Scrip Code: 535458

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.
Maharashtra, India
Symbol: NIBL

Dear Sir/ Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 30th October, 2024 together with the Explanatory Statement sent to the members by email for seeking their approval through postal ballot (e-voting only) for the item set out in Notice.

The Postal Ballot Notice is sent by email to all the Members whose names appears in the Register of Members/ List of Beneficial Owners as on Friday, 15th November, 2024 (“Cut-off date”) to their registered email addresses in accordance with to General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, General Circular No 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 & General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”).

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope are not sent to the members for the postal ballot in accordance with the MCA Circulars.

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. The e-voting will commence from Wednesday, 20th November, 2024, IST at 09.00 a.m. and end on Thursday, 19th December, 2024, IST at 5.00 p.m.

The above information is also available on the website of the Company at www.nrbindustrialbearings.com.

Kindly take the above on record and oblige.

Thanking you,

Yours truly,
For NRB Industrial Bearings Limited



Vandana Yadav
Company Secretary & Compliance Officer

Encl A/a.



NRB INDUSTRIAL BEARINGS LIMITED

CIN: L29253MH2011PLC213963

Regd. Office: 2nd Floor, Dhammur, 15, Sir P. M. Road, Fort, Mumbai – 400 001

Tel.: 022-2270 4206 Fax No.: 022-2270 4207

Email: investorcare@nibl.in Web site: www.nrbindustrialbearings.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.]

To all the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of NRB Industrial Bearings Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (“the Rules”) read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and last extended vide General Circular No. 09/2024 dated September 19, 2024 and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time). The Statement pursuant to Section 102 (and other applicable provisions of the Act) read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed Mr. Sanjog Narvankar of SVN & Associates, a Practicing Company Secretary, Mumbai (Membership No: A37746), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies” and pursuant to the provisions of Section 108, 110 of the Act read with the Rules, as amended from time to time, the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting. Further, additional information as required under the Listing Regulations is also attached.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. IST on Wednesday, November 20th , 2024
Conclusion of e-voting period	5:00 p.m. IST on Thursday, December 19th, 2024
Cut-off date for eligibility to vote	Friday, November 15th, 2024

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility. The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, December 19th, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report, after the completion of the scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results will be announced not later than 48 hours from the conclusion of e-voting period and will also be displayed on the website of the Company at www.nrbindustrialbearings.com and the results will be communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be displayed on www.bseindia.com and www.nseindia.com respectively. Further the results will be communicated to National Securities Depository Limited (“NSDL”) and CDSL (together referred to as “Depositories”)

SPECIAL BUSINESS

PROPOSED RESOLUTION:

1. Appointment of Mr. Sandeep Deshpande (DIN: 03535186) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), including any statutory modification or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandeep Deshpande (DIN: 03535186), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 30th October 2024, and who meets the criteria for independence under Section 149(6) of the Act and Rule 16(1)(b) of the LODR Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years, from 30th October 2024 to 29th October 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorized to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary.”

Registered Office:
Dhannur, 15
Sir P. M. Road,
Fort, Mumbai 400 001
Website : www.nrbindustrialbearings.com
E-mail: investorcare@nibl.in
Place: Mumbai
Date: 30th October , 2024

For NRB Industrial Bearings Limited

SD/-
Devesh Singh Sahney
Managing Director
DIN : 00003956

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the relevant Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, November 15, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.nrbindustrialbearings.com and also on the websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who haven not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.nrbindustrialbearings.com) duly filled and signed along with requisite supporting documents to by contacting the Company through email on investorcare@nibl.in and to RTA through email on rnt.helpdesk@linkintime.co.in
5. Members would be able to cast their votes and convey their Assent or dissent to the proposed resolutions only through the Remote e-voting process. Members whose names appear on The Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Pursuant to Section 108, Section 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars And Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any

amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.

7. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on cut-off date i.e., Friday, November 15th, 2024 being the 'cut-off date' fixed for this purpose..
8. The e-voting period will commence from Wednesday, 20th November, 2024, IST at 09.00 a.m. and end on Thursday, 19th December, 2024, IST at 5.00 p.m. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The Board of Directors of the Company has appointed Mr. Sanjog Narvankar, of SVN & Associates, Practicing Company Secretary, Mumbai as scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favor or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-Voting.
11. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on <https://www.bseindia.com/> and National Stock exchange of India Limited i.e. <https://www.nseindia.com/> Additionally, the results will also be uploaded on the Company's website at <http://www.nrbindustrialbearings.com/investors.php>
12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting/ Postal Ballot i.e., Thursday, 19th December, 2024.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to investorcare@nibl.in
14. **The Instructions for Members for e-Voting are as under:**

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 and Listing Obligations and Disclosure Requirement, the Company is pleased to offer e-voting facility as an option to all the shareholders of the Company and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) instead of dispatching Form. The instructions to shareholders for e-voting are as under:

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 Wednesday, 20th November, 2024, IST at 09.00 a.m. and end on Thursday, 19th December, 2024, IST at 5.00 p.m. During this period members of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date Friday, 15th November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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 members, 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.

- (iii) 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	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 &

	<p>Email 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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>	<p>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 21 09911
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.: 022 - 4886 7000 and 022 - 2499 7000

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

(iv) Login method for 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) 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. 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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 & enter the details as prompted by the system.
- (xv) 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.
- (xvi) **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 & can be delink in case of any wrong mapping.

- 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 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 viz: investorcare@nibl.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting 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 21 09911

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 Futorex, 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 21 09911

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 and 110 OF THE COMPANIES ACT, 2013

Item 1:

The Board of Directors, upon the recommendation of the Nomination & Remuneration Committee, at its meeting held on 30th October 2024, appointed Mr. Sandeep Deshpande as an Additional Director in the capacity of Non-Executive Independent Director, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sandeep Deshpande shall hold office for a term of 5 years, from 30th October 2024 to 29th October 2029, and is eligible to be appointed as an Independent Director. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Sandeep Deshpande for appointment as an Independent Director of the Company.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of an Independent Director in a listed entity shall be subject to the approval of shareholders by way of a Special Resolution.

Accordingly, the appointment of Mr. Sandeep Deshpande (DIN: 03535186) as an Independent Director of the Company is being recommended by way of a Special Resolution, rather than an Ordinary Resolution, in compliance with the SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Sandeep Deshpande shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Sandeep Deshpande is eligible for appointment as an Independent Director for a term of five consecutive years. The Company has received all necessary statutory disclosures and declarations, including:

- i. Consent in writing to act as a director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- ii. Intimation in Form DIR-8, in terms of the Appointment Rules, to the effect that he is not disqualified under Section 164 of the Act;
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Listing Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of Director by any order passed by SEBI or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- vi. A notice in writing from a member proposing his candidature under Section 160(1) of the Act.

A brief profile of Mr. Sandeep Deshpande is as under:

Mr. Sandeep Deshpande is a Certified Corporate Director from the Institute of Directors (IOD), 2024. He has completed a Masterclass with Dr. Ram Charan on Corporate Governance and Board Leadership Excellence in 2019, as well as a Leadership Program at the Stockholm School of Economics in 2011. Additionally, he participated in the Management Program for Business Managers at IIM Bangalore in 1999.

Mr. Deshpande also holds a Diploma in Business Finance (DBF) from the Institute of Chartered Financial Analysts of India (ICFAI), completed in 1991. He earned his Bachelor of Engineering (B.E.) in Electrical Engineering from Bombay University in 1984.

He has provided strategic and operational leadership in resource development, expanded manufacturing capabilities, and initiated business reengineering programs to enhance productivity. Additionally, he has held CEO, COO, and Director-level positions, where he evaluated and transformed businesses, restructured business models, and delivered measurable value and operational efficiency.

Mr. Sandeep Deshpande does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company.

In accordance with the Company's remuneration policy for Independent Directors, Mr. Sandeep Deshpande will be entitled to receive remuneration in the form of sitting fees as approved by the Board of Directors, along with a commission, as may be approved by the Board, within the overall limit of up to 1% of the Company's net profits, if any, during any financial year, as prescribed under the Companies Act, 2013, the total aggregate remuneration payable to all Non-Executive Directors shall not exceed this limit. Details of remuneration paid to Independent Directors will be disclosed in the Annual Report.

Draft letter of appointment for Mr. Sandeep Deshpande, outlining the terms and conditions of his appointment, is available for inspection by Members through electronic mode.

Additional information regarding Mr. Sandeep Deshpande, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings (SS-2), is included in this notice.

The Board recommends Resolution at item No. 1 for the approval by the Members as special resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors or KMP is concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

Details of the Director seeking appointment

(In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of Director and DIN	Mr. Sandeep Deshpande DIN: 03535186
Date of Birth (Age)	61 years
Date of Appointment	30th October, 2024
Expertise in specific functional areas	<ul style="list-style-type: none"> • Sandeep Deshpande is a CXO-level techno-professional with extensive expertise in corporate strategy planning and execution across diverse industries, including manufacturing, services, and project contracting. He has approve track record of growing and transforming businesses in the Asia Pacific region. • Leadership in CEO/COO/Director-level roles, focusing on evaluating and restructuring business models to enhance efficiency and deliver value. • Expertise in resource development, manufacturing expansion, and establishing programs for business reengineering to improve productivity. • Successful in tuning around lagging operations, driving growth in revenue, market share, and profitability. • Strong capabilities in business transformation, P&L management, and strategic initiatives across a range of sectors, including security solutions, engineering services, facility management, and real estate development. • Adept at leading large teams across geographies and handling complex operational, supply chain, and procurement processes.
Qualifications	<ul style="list-style-type: none"> • Certified Corporate Director, Institute of Directors (IOD),2024. • Masterclass in Corporate Governance & Board Leadership Excellence with Dr. Ram Charan, 2019. • Leadership Program, Stockholm School of Economics, 2011. • Management Program for Business Managers, [IIM Bangalore,1999. • DBF (Diploma in Business Finance), The Institute of Chartered Financial Analysts of India (ICFAI), 1991. • B.E. (Electrical Engineering), Bombay University, 1984.
Directorships held in other companies (excluding foreign companies)	Polo Queen Industrial and Fintech Limited
Resignation from Listed Entities in past three years	<ul style="list-style-type: none"> • Linc Digital System Private Limited • ISS SDB Security Services Private Limited • Modern Protection India Private Limited • ISS Facility Services India Private Limited • ISS Support Services Private Limited • Inventys Research Company Private Limited
Disclosure of Not Applicable relationships between directors inter se	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	Nil

Membership Chairmanship of Committees of other Board	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the explanatory statement.

By Order of the Board
For **NRB Industrial Bearings Limited**

SD/-
Devesh Singh Sahney
Managing Director
DIN : 00003956