

July 31, 2020

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019, dated February 8, 2019, we enclose herewith the Annual Secretarial Compliance Report issued by Mr. Upendra Shukla, Practising Company Secretary, for the year ended March 31, 2020.

We request you to take the above on record.

Thanking You,

Sincerely,
For **NRB Bearings Limited**



Shrutu Joshi
Company Secretary

SECRETARIAL COMPLIANCE REPORT
OF
NRB BEARINGS LIMITED
FOR THE YEAR ENDED 31.03.2020

I have examined:

- (a) All the documents and records made available to me and explanation provided by NRB Bearings Limited (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include –

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review]**;

UPENDRA
CHANDRAS
HANKAR
SHUKLA

Digitally signed by UPENDRA CHANDRAS HANKAR SHUKLA, DN: cn=UPENDRA CHANDRAS HANKAR SHUKLA, o=UPENDRA CHANDRAS HANKAR SHUKLA, email=ucshukla@rediffmail.com, c=IN, date=2020.03.31 12:44:45+05'30'

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **[Not Applicable since there was no reportable event during the year under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **[Not Applicable since there was no reportable event during the year under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder *except in respect of matter specified below:*

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 50(1) of SEBI (LODR) Regulations, 2015 – prior intimation to Stock Exchanges about payment of interest on NCDs	No prior intimation made to Stock Exchange	There is only one single holder of NCDs
2)	Regulation 60 of SEBI (LODR) Regulations, 2015 – fixing Record Date and intimating the same to Stock Exchanges	No record date fixed for payment of interest on Non-Convertible Redeemable Debentures	There is only one single holder of NCDs

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

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