

February 25, 2022

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

Dear Sir/Madam,

The Company is in the process of seeking approval of Members by way of Postal Ballot including e-voting, in respect of the resolution set out in the Postal Ballot Notice dated November 12, 2021. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of the Postal Ballot Notice and the Postal Ballot Form.

The cut-off date for reckoning the Members to whom the Postal Ballot Notice has been sent is Friday, February 11, 2022. The Postal Ballot Notice and the Postal Ballot Form have been sent by e-mail to the Members who have registered their e-mail address and physical copy of the Postal Ballot Notice, the Postal Ballot Form and self-addressed pre-paid business reply envelope have been dispatched to all other Members at their registered address.

The Postal Ballot Notice and the Postal Ballot Form are also available on the website of CDSL: <https://www.evotingindia.com> and on the website of the Company www.nrbbearings.com.

Members who did not receive the Notice may download it from abovementioned website or may request for the copy of the same in writing to the Company Secretary by mail at investorcare@nrbbearings.co.in. The Postal Ballot Notice inter alia provides the instructions for voting through Postal Ballot Form and electronic means.

We request you to kindly take the same on record.

Thanking You,

Sincerely,
For NRB Bearings Limited



Shruti Joshi
Company Secretary

Encl : as above



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@nrbbearings.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 Resolution appended below which is proposed to be passed as Special Resolution by way of postal ballot / e-voting. The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolution setting out the material facts concerning the item 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 at its meeting held on November 12, 2021, 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. Wednesday, March 30, 2022 to be eligible for being considered. If any Ballot Form is received after 5:00 p.m. on Wednesday, March 30, 2022, 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 & Managing Director. The result of the postal ballot would be announced by the Vice-Chairman & Managing Director or the Company Secretary of the Company on or before Friday, April 1, 2022, at 5.00 p.m. (IST) 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 website of the Company viz. www.nrbbearings.com.

RESOLUTION:

Special business:

Item No.1: Re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any applicable rules framed thereunder, including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as "the Act") and the Articles of Association of the Company and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. Satish Rangani (DIN 00209069) as whole-time director designated as Executive Director of the Company, for a term of 2 (two) years from January 24, 2022 to January 23, 2024 on the terms and conditions contained in the Agreement dated November 12, 2021 entered between the Company and Mr. Satish Rangani, and submitted to this meeting (which Agreement is also hereby ratified and approved) with liberty to the Board of Directors (the "Board" which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), to alter and vary the terms and conditions of the re-appointment including remuneration within the overall limit of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) as it may deem fit subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act in case the Company has adequate profits.

RESOLVED FURTHER THAT pursuant to Section 196(3) of the Act, read with Part-I of Schedule V, approval of the Company be and is hereby accorded for the re-appointment of Mr. Satish Rangani (DIN 00209069) as whole-time director, who has attained the age of 70 (seventy) years on the date of his re-appointment.

RESOLVED FURTHER THAT the remuneration approved by the Board upon the recommendation of the Nomination and Remuneration

Committee for any financial year be paid as the minimum remuneration pursuant to Section II of Part II of Schedule V in case the Company has no profits or its profits are not adequate during any financial year and approval is also hereby accorded for the payment of such remuneration as minimum remuneration, though the same exceeds 5 (five) per cent of the net profits calculated as per section 198 of the Act, for any financial year and the Board be and is hereby authorized to approach the relevant authorities and obtain the necessary approvals as and when necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and do all such things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

Registered Office:

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

By order of the Board

For NRB Bearings Limited

Shruti Joshi
Company Secretary
Membership No.: A-19112

Place: Mumbai

Date: November 12, 2021

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 resolution 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, February 11, 2022 being the cut-off date.
3. Resolution 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 communications from the Company electronically, but will receive this Postal Ballot Notice along with the Ballot Form through permitted mode. The Company is voluntarily sending 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 Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited 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 10:00 a.m. and 5:00 p.m. on all working days upto Wednesday, March 30, 2022.
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@nrbbearings.co.in. The Company will forward the same along with self-addressed pre-paid 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 Wednesday, March 30, 2022. 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 the 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 & Managing Director of the Company. The results of the Postal Ballot will be declared on or before Friday, April 1, 2022. 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.nrbbearings.com and intimated to the Stock Exchanges where the shares of the Company are listed.
13. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution 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:

A. 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 Wednesday, March 30, 2022 (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/Authorization.
- (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@nrbbearings.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 Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition or with irrelevant remarks.

B. Voting through electronic means:

In case a Member receives an e-mail of Postal Ballot Notice from the Company's Register and Share Transfer Agents, M/s Universal Capital Securities Private Limited (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)):

- (i) The voting period begins on Tuesday, March 1, 2022 at 9:00 a.m. (IST) and ends on Wednesday, March 30, 2022 at 5:00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 11, 2022, 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 December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide 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 Members.

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.

- (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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in Demat mode CDSL/NSDL is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Members holding securities in demat mode with NSDL	<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.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.</p> <p>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</p> <p>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 e-voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	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 e-voting period.

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

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

Login type	Helpdesk details
Individual Members 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 022- 23058738 and 22-23058542-43.
Individual Members 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.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-voting for physical Members and Members other than individual holding in Demat form.

- 1) The Members 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. Members 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 Members and other than individual Members holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> Members 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 Members 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) Additional Facility for Non – Individual Members and Custodians – For e-voting only.
- Non-Individual Members (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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 Members 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@nrbbearings.co.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 MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical Members - please provide necessary details like Folio No., Name of Members, 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.
- For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat Members – 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 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

ANNEXURE TO THE NOTICE

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

Item No. 1:

The term of Mr. Satish Rangani, (DIN 00209069) as a whole-time director, designated as Executive Director expired on January 23, 2022. The Board of Directors ("Board") at its meeting held on November 12, 2021, had approved the re-appointment of Mr. Rangani as Whole-time Director designated as Executive Director for a term of 2 (two) years with effect from January 24, 2022.

Section 196(3) of the Companies Act, 2013 ("the Act") read with Part-I of Schedule V provides that no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of 70 (seventy) years unless it is approved by the Members by way of a Special Resolution. Mr. Satish Rangani has attained the age of 70 (seventy) years on the date of his re-appointment, hence, the resolution for obtaining approval of Members for the re-appointment of Mr. Rangani as whole-time director designated as Executive Director is proposed as a Special Resolution on the terms and conditions contained in the Agreement dated November 12, 2021, with liberty to the Board to alter and vary the terms and conditions including remuneration, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Act. The Board upon recommendation of the Nomination and Remuneration Committee has approved an overall maximum remuneration up to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) for Mr. Rangani for his current term of 2 (two) years with effect from January 24, 2022.

Mr. Satish Rangani, (DIN: 00209069), age 73 (seventy three) years (Date of Birth: 13/11/1948), is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He has completed Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies, after completion of the Bachelors of Commerce degree from the University of Mumbai. He has been associated with the Company since the year 1993 and has extensive experience and expertise in the areas of finance, strategy, legal and compliance. His expertise also includes execution of projects across a wide range of industries. Mr. Rangani has been associated with the Company since February 22, 1993, a rich experience of more than 29 (twenty nine) years and has been a member of the Board since October 31, 2012.

Mr. Rangani is a Member of the Corporate Social Responsibility Committee of the Company and serves as a non-executive director on the board of SNL Bearings Limited, a subsidiary of the Company and is a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of SNL Bearings Limited. Mr. Rangani also serves as a Director of NRB Bearings (Thailand) Limited, a wholly owned subsidiary of the Company. Mr. Rangani is not related to any other director or key managerial personnel of the Company and holds 9,000 equity shares (0.01%) in the Company. During the financial year 2020-21 Mr. Rangani attended all the 4 (four) Board meetings.

Justification for re-appointment even after attainment of age of 70 (seventy) years:

Keeping in view the current expansion plans and future growth strategy of the Company the re-appointment of Mr. Rangani will be beneficial to the Company, since the automotive industry and especially the Company is recovering from the effects of the pandemic. Mr. Rangani's experience and guidance will prove to be crucial for the Company at this stage. In his current role as the Executive Director, Mr. Rangani is responsible for the legal and compliance functions of the Company, which in the current regulatory scenario require an experienced leader to lead the team. Mr. Rangani, with over 30 (thirty) years of experience in the legal and compliance field is an ideal person for the role. Mr. Rangani has also been with the Company for the past 29 (twenty nine) years and is well versed with the functioning, business and operations of the Company. Therefore, even though Mr. Rangani has attained the age of 70 (seventy) years, he is considered a fit and an ideal person for the role for another term of 2 (two) years.

Information pursuant to Section II of Part II of Schedule V of the Act:

I. General Information:

- Nature of Industry: Automotive Components.
- Date or expected date of commencement of commercial production: June 30, 1965
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	2020-21	2019-20
Revenue from operations	73,589	75,196
Net Profit after Tax	4,373	2,945

- Foreign investments or collaborations, if any : Nil at present

II. Information about the appointee:

- Background details: Please refer to paragraph given above
- Past remuneration: For FY 2020-21 Salary and Perquisites Rs. 1,09,40,663/-
- Recognition or Awards: None
- Job Profile and his suitability: Please refer to paragraph given above
- Remuneration Proposed: Upto Rs. 150.00 lakhs per annum including variable pay as approved by the Board on the recommendation of the Nomination and Remuneration Committee
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration (duly recommended by the Nomination and Remuneration Committee and approved by the Board) is in line with the trends in the industry and is befitting Mr. Rangani's experience and competence.

- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Except to the extent of employment relationship, no relationship exists between Mr. Rangani and the Company or any managerial personnel of the Company. Mr. Rangani holds 9,000 equity shares (0.01%) in the Company.
- III. Other Information:
- Reasons of loss or inadequate profits: Not Applicable
 - Steps taken or proposed to be taken for improvement: Not Applicable
 - Expected increase in productivity and profits in measurable terms: Not Applicable
- IV. Disclosures:
- The disclosures on the remuneration package of each managerial personnel and details of all elements of remuneration package, service contracts and stock option details, forms a part of the Corporate Governance Report in the Annual Report for FY 2020-21 and shall form a part of the Corporate Governance Report in the Annual Report going forward.
 - He is not debarred or disqualified from being appointed or continuing as Director of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

The Board considers that his association with the Company as Executive Director will be beneficial and in the interest of the Company. The relevant documents relating to the re-appointment of Mr. Satish Rangani, as Executive Director are open for inspection by the Members at the Registered Office of the Company at NRB Bearings Limited, Dhannur, 15, Sir P. M. Road, Fort, Mumbai 400 001 on all working days, during business hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till Wednesday, March 30, 2022.

The Board recommends passing of the resolution set out at Item No.1 of the accompanying notice as a Special Resolution. None of the directors and key managerial personnel and their relatives except Mr. Satish Rangani (being re-appointed), are interested in or concerned with the Special Resolution at Item No.1.

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the statement below gives the relevant details of the Director being re-appointed as per the accompanying Notice.

Name of Director	Mr. Satish Rangani
DIN	00209069
Date of Birth	November 13, 1948
Nationality	Indian
Date of first appointment on Board	October 31, 2012
Brief Resume and Expertise in specific functional areas	Please refer to Item No. 1
Shareholding in Company	9,000
List of Directorships held in other companies	SNL Bearings Limited NRB Bearings (Thailand) Limited
Memberships/Chairmanships of Committees across public companies	SNL Bearings Limited Stakeholders Relationship Committee, Member Corporate Social Responsibility Committee, Member
Disclosure of relationships with Directors inter se	None

Registered Office:

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

Place: Mumbai
Date: November 12, 2021

By order of the Board
For NRB Bearings Limited

Shruti Joshi
Company Secretary
Membership No.: A-19112



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@nrbbearings.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 Resolution to be passed through Postal Ballot in respect of business stated in the Notice dated November 12, 2021 by sending my/ our assent / dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box given below:

Sr. No.	Description of Resolution	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	Special Resolution under Sections 196, 197 and 203 read with schedule V for re-appointment of Mr. Satish Rangani (DIN: 00209069) as a whole-time director, designated as Executive Director, who has attained the age of 70 years, for a term of 2 (two) years with effect from January 24, 2022			

Signature of Member

Place: Mumbai

Date: November 12, 2021

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 herewith.

PTO



(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, February 11, 2022.**
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 Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited 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 Resolution 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 Forms, 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, February 11, 2022.
 11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on Wednesday, March 30, 2022. 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 authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
 13. Unsigned or incomplete or incorrectly filled Postal Ballot Forms 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.
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