

NRB BEARINGS LIMITED

Dhannur, 15, Sir P.M. Road, Fort, Mumbai- 400001, India. T : [91] 22-2266 4570 / 2266 4160 F : [91] 22-2266 0412 / 2267 9850

W: www.nrbbearings.com CIN: L29130MH1965PLC013251

May 27, 2022

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

Code No. 530367/ NRBBEARING

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022.

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, 2022.

We request you to take the above on record.

Thanking You,

Sincerely,

For NRB Bearings Limited

Shruti Joshi

Company Secretary

UPENDRA SHUKLA

B. Com., F C. S

Company Secretary

504, Navkar, Nandapatkar Road,

Vile Parle East, Mumbai - 400 057

Resi: 2611 8257 Mob.: 98211 25846

E-mail: ucshukla@rediffmail.com

To, Date: 26th May, 2022

The Board of Directors NRB Bearings Limited Dhanur, 6th floor Sir P.M. Road, Fort Mumbai-400 001

Dear Sir,

Annual Secretarial Compliance Report for the Financial Year 2021-22

I have been engaged by NRB Bearings Limited (hereinafter referred to as 'the Company') bearing CIN: **L29130MH1965PLC013251**, whose Equity Shares are listed on the BSE Ltd (Security Code **530367**) and National Stock Exchange of India Ltd (Symbol: **NRBBEARING**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Thanking you,

Yours faithfully,

Upendra Chandrashankar Shukla

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(UPENDRA C. SHUKLA) COMPANY SECRETARY FCS: 2727/CP No: 1654

SECRETARIAL COMPLIANCE REPORT OF NRB BEARINGS LIMITED FOR THE YEAR ENDED 31.03.2022

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, 2022 ("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
Chandrasha
nkar Shukla

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Not Applicable since there was no reportable event during the year under review];
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Not Applicable since the Company has not issued any non-convertible security]
- (g) 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:

| Sr. | Compliance Requirement | Deviations | Observations/ | | | |
|--------------------|-------------------------|------------|-------------------|--|--|--|
| No: | (Regulations/Circulars/ | | Remarks of the | | | |
| | Guidelines including | | Practicing | | | |
| | specific clause) | | Company Secretary | | | |
| - Not Applicable - | | | | | | |
| | | ** | | | | |

- (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.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | warning letter, | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|-----------------|--|
| | | - NIL | - | |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | in the secretarial | the listed entity, if | | | |
|---------|---|--------------------|-----------------------|--|--|--|
| NIL | | | | | | |

UDIN: F002727D000391491

Place: MUMBAI Date: 26/05/2022 Upendra Chandrasha after Speak 1 2-40 S nkar Shukla acadasy2465585coff 1852c352081
34adaccde176, cn=Upendra
Chandrashankar Shukla
Date: 2022.05.26 10.2860 4.05'30'

(UPENDRA C. SHUKLA) COMPANY SECRETARY FCS: 2727/CP No: 1654