NRB INDUSTRIAL

NIBL/BSE/NSE/2023-24

Date: 26th May, 2023

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 Thursday, 25th May, 2023 which has been sent to the shareholders of the company by email on Friday, 26th May, 2023 together with the Explanatory Statement for seeking their approval through postal ballot for the items 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, 19th May, 2023 ("Cut-off date") to their registered email addresses by means of Postal Ballot Form/ remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically/ Postal Ballot Form , pursuant to Section 110 of the Companies Act 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") 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).

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form and the hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope are sent to the members for the postal ballot.

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 Saturday, 27th May, 2023, IST at 09.00 a.m. and end on Sunday, 25th June, 2023, 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 DEEPAKKUMAR YADAV
Digitally signed by VANDANA DEEPAKKUMAR YADAV
Date: 2023.05.26 17:22:23 +05'30'

NRB INDUSTRIAL BEARINGS Mumbai

Vandana Yadav
Company Secretary & Compliance Officer

Encl A/a.

NRB INDUSTRIAL BEARINGS LIMITED

CIN: L29253MH2011PLC213963
Regd. Office: 2nd Floor, Dhannur, 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 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 resolutions set out below are proposed for approval by the Members of NRB Industrial Bearings Limited ("the **Company**") by means of Postal Ballot/ remote e-voting process ("**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 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") 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 along with a Postal Ballot Form.

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/ Postal Ballot, 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 electronically instead of returning duly filled Postal Ballot Form. 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 have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.00 p.m. on Sunday, June 25th, 2023. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 p.m. on Sunday, June 25th, 2023 will be treated as 'invalid'. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder.

The Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**) as the agency to provide e-voting facility. The period of voting through Postal Ballot and e-voting shall commence on Saturday, May 27th, 2023 at 9.00 a.m. (IST) and end on Sunday, June 25th 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting 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 of e-voting/ Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting/ Postal Ballot and will also be displayed on the Company website 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(ES)

PROPOSED RESOLUTIONS:

1. Appointment of Mrs. Sejal Dinesh Mehta (DIN: 10145944) 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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, Mrs. Sejal Dinesh Mehta (DIN: 10145944) who has been appointed as an Additional Director in the capacity of Independent Director with effect from 25 May 2023 by Board of Directors in terms of Section 161 of the Companies Act, 2013 and whose appointment is recommended by Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from 25th May 2023 upto the conclusion of 24th May 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board of the Directors of the Company, be and is hereby authorised 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."

2. Appointment of Mr. Anurag Toshniwal (DIN: 00426913) 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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anurag Toshniwal (DIN: 00426913) who has been appointed as an Additional Director in the capacity of Independent Director by Board of Directors with effect from 25 May 2023 in terms of Section 161 of the Companies Act, 2013 and whose appointment is recommended by Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from 25th May 2023 upto the conclusion of 24th May 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board of Directors of the Company, be and is hereby authorised 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."

By Order of the Board
For NRB Industrial Bearings Limited
SD/-
Devesh Singh Sahney
Managing Director
DIN : 00003956

Registered Office:
Dhannur, 15
Sir P. M. Road,
Fort, Mumbai 400 001
Website : www.nrbindustrialbearings.com
E-mail: investorcare@nibl.in
Place: Mumbai
Date: 25th May, 2023

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. The relevant details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) are also annexed to this Notice

3. 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, May 19th, 2023 being the cut-off date.

4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members /List of Beneficial Owners as on Friday, May 19th, 2023 (**"Cut-Off Date"**) received from the Depositories and whose e-mail address is registered with the Company /Registrar and Transfer Agent /Depository Participants/ Depositories, 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. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, may download the Postal Ballot Form from the Company's website, www.nrbindustrialbearings.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday June 25th, 2023. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

6. 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.

7. 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 -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 info@unisec.in

8. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

9. 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.

10. The Company has engaged the services of 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.

11. 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, May 19th, 2023 being the 'cut-off date' fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.

12. The e voting period will commence from Saturday, 27th May, 2023, IST at 09.00 a.m. and end on Sunday, 25th June, 2023, 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.

13. The Board of Directors of the Company has appointed Mr. Sanjog Narvankar, of SVN & Associates, Practicing Company Secretary, Mumbai as scrutinizer for conducting the postal ballot process /e-voting process in a fair and transparent manner.

14. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given hereinafter.

15. 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 of the conclusion of the e-Voting.

16. 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

17. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting/ Postal Ballot i.e., Sunday, 25th June, 2023.

18. 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

19. **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 Regulations, 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 CDSL instead of dispatching Form. The instructions to shareholders for e-voting are as under:

(i) The voting period begins on Saturday, 27th May, 2023, IST at 09.00 a.m. and end on Sunday, 25th June, 2023, 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, 19th May, 2023 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 Listing Regulations, 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.

(iii) 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.

(iv) 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.

(v) 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 aforesaid 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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & 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 e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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 CDSL 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 & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) 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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant **NRB Industrial Bearings Limited** on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & 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 22 55 33

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

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

Item 1:

The Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on May 25th, 2023, appointed Mrs. Sejal Dinesh Mehta as an Additional Director in the capacity of Independent Director subject to approval of the Members of the Company through special resolution.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Sejal Dinesh Mehta shall hold office for a term of 5 years i.e. from 25th May, 2023 to 24th May, 2028 and is eligible to be appointed as an Independent Director. The Company has received:

(i) consent in writing from Mrs Sejal Dinesh Mehta to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("**Appointment Rules**");
(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mrs Sejal Dinesh Mehta to the effect that she is not disqualified under Section 164 (2) of the Act;
(iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and 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 she has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority; and
(v) a notice in writing from a Member proposing the candidature of Mrs. Sejal Dinesh Mehta to be appointed as an Independent Director of the Company under Section 160 (1) of the Act.

Pursuant to the Regulation 25(2A) of the Listing Regulations, the appointment of an Independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Accordingly, the appointment of Mrs. Sejal Dinesh Mehta (DIN: 10145944) as an Independent Director of the Company is recommended by way of Special Resolution instead of Ordinary Resolution in compliance of Listing Regulations.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the Nomination and Remuneration Committee recommended the candidature of Mrs Sejal Dinesh Mehta.

A brief profile of Mrs. Sejal Dinesh Mehta is as under:

She is a Practicing Psychotherapist, Certified Arts Based Therapist, REBT-CBT Practitioner, Certified Neuro Psychology Practitioner in BFT (Brain Function Therapy & Brain Gym), Acoustic Frequency Therapist, Graphotherapist, Hypnotherapist, Educational Counselor, AAMET Certified EFT Practitioner, Master NLP Practitioner, TA 101 Practitioner, along with being a Remedial Therapy Expert & Play Therapy Expert.

She has been awarded an honorary Doctor of Philosophy in child psychology by the Theophany University (Haiti) in recognition of the meritorious accomplishments and contributions both in the academic fields and in broader areas of benefit to children of diverse age groups. And is also an Educator, Advanced Life Coach, Corporate Coach & Trainer for the past 27 years.

In the opinion of the Board, Mrs. Sejal Dinesh Mehta fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws/ regulations for the time being in force, to the extent applicable to the Company for appointment as Independent Director of the Company. The Board noted that Mrs Sejal Dinesh Mehta's skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mrs Sejal Dinesh Mehta is eligible for

appointment as an Independent Director. The Board was satisfied that the appointment of Mrs Sejal Dinesh Mehta is justified as she has extensive experience in steering global leadership and sustainability.

In line with the Company's remuneration policy for Independent Directors, Mrs. Sejal Dinesh Mehta will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and commission of such sum as may be approved by the Board of Directors within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Further, Mrs. Sejal Dinesh Mehta has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

All material documents referred to the Notice and Explanatory Statement such as draft letter of appointment of Mrs. Sejal Dinesh Mehta setting out the terms and conditions of appointment, statutory forms are being made available for inspection by the Members through electronic mode

The resolution seeks the approval of members for the appointment of Mrs Sejal Dinesh Mehta as an Independent Director of the Company from 25th May, 2023 to 24th May, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mrs. Sejal Dinesh Mehta and other relevant information as required under Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, SS 2 and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mrs. Sejal Dinesh Mehta as Independent Director of the Company, as a special resolution as set out above.

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

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	Mrs. Sejal Dinesh Mehta DIN: 10145944
Date of Birth (Age)	55 years
Date of Appointment	25th May 2023
Expertise in specific functional areas	• Educational Counseling, Psycho-Somatic & Meta-Physical Therapies, Vocational & Career Counseling & Dermatoglyphics. • Advanced Life Coach certified by The European Community of NLP and a Corporate Coach & Trainer. • conducting several Motivational, Empowerment, Emotional Quotient & Self-Growth Training Workshops for Corporate, Parents, Children & Educational Heads of various esteemed schools & institutes, besides voluntarily counseling underprivileged children, as well as spastic & autistic children.
Qualifications	• PG Graduate in "Guidance & Counseling" • M.S. (Masters of Science) in"Psychotherapy & Counseling" • M.A. (Masters Of Arts) (Sociology)

Disclosure of relationships between directors inter se	Not Applicable
Membership / Chairmanship of Committees of other Board	Nil
Directorships held in listed / other companies (excluding foreign companies)	Nil
Resignation from directorship /membership of Listed Entities in past three years	Nil
Shareholding in the Company including shareholding as a beneficial owner	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.

Item 2:

The Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on May 25th, 2023, appointed Mr. Anurag Toshniwal as an Additional Director in the capacity of Independent Director subject to approval of the Members of the Company through special resolution.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Anurag Toshniwal shall hold office for a term of 5 years i.e. from 25th May, 2023 to 24th May, 2028 and is eligible to be appointed as an Independent Director. The Company has received:

(i) consent in writing from Mr Anurag Toshniwal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("**Appointment Rules**");
(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Anurag Toshniwal to the effect that he is not disqualified under Section 164 (2) of the Act;
(iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and 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 office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority; and
(v) a notice in writing from a Member proposing the candidature of Mr. Anurag Toshniwal to be appointed as an Independent Director of the Company.

Pursuant to the Regulation 25(2A) of the Listing Regulations, the appointment of an Independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Accordingly, the appointment of Mr. Anurag Toshniwal (DIN: 00426913) as an Independent Director of the Company is recommended at this AGM by way of Special Resolution instead of Ordinary Resolution in compliance of Listing Regulations.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the Nomination and Remuneration Committee recommended the candidature of Mr Anuraj Toshniwal.

A brief profile of Mr. Anurag Toshniwal is as under:

Mr Anurag Toshniwal has a Master of Business Administration (Strategy and Operations Management) degree from University of Pittsburgh, Joseph M. Katz Graduate School of Business, Pittsburgh, USA in year 2001. Bachelor of Arts degree from Virginia Polytechnic Institute and State University Blacksburg, USA.

He has immense knowledge and has provided guidance in Sales & distribution of Research & Pilot Scale Production technologies catering to Pharmaceutical & Biotechnology industry in India. He has expertise and has provided guidance in Design & development, manufacturing, marketing, sales, and services of technology for the transportation sector in India and abroad.

In the opinion of the Board, Mr. Anurag Toshniwal fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws/ regulations for the time being in force, to the extent applicable to the Company for appointment as Independent Director of the Company. The Board noted that Mr Anurag Toshniwal's skills, background and expertise are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mr Anurag Toshniwal is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr Anurag Toshniwal is justified as he has expertise and experience in strategy, governance, distribution and marketing

In line with the Company's remuneration policy for Independent Directors, Mr. Anurag Toshniwal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and commission of such sum as may be approved by the Board of Directors within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Further, Mr Anurag Toshniwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

All material documents referred to the Notice and Explanatory Statement such as draft letter of appointment of Mr. Anurag Toshniwal setting out the terms and conditions of appointment, statutory forms are being made available for inspection by the Members through electronic mode.

The resolution seeks the approval of members for the appointment of Mr Anurag Toshniwal as an Independent Director of the Company from 25th May, 2023 to 24th May, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr Anurag Toshniwal and other relevant information as required under Listing Regulations and SS-2 are provided as annexure.

The Board recommends Resolution at item No. 2 for the approval by the Members.

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. 2 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. Anurag Toshniwal DIN:00426913
Date of Birth (Age)	49 Years
Date of Appointment	25th May 2023
Expertise in specific functional areas	• Design & development, manufacturing, marketing, sales, and services of technology for the transportation sector in India and abroad. • Sales & distribution of Research & Pilot Scale Production technologies catering to Pharmaceutical & Biotechnology industry in India. • Sales & distribution of Medical surgical & diagnostic equipment to the healthcare industry in India.

Qualifications	• Master of Business Administration, from University of Pittsburgh, Joseph M. Katz Graduate School of Business Pittsburgh, USA. • Bachelor of Arts, from Virginia Polytechnic Institute and State University Blacksburg, USA.
Disclosure of relationships between directors inter se	Not Applicable
Membership / Chairmanship of Committees of other Board	NIL
Directorships held in other companies (excluding foreign companies)	• Chemito Technologies Private Limited • Chemito Infotech Private Limited • Toshbro Private Limited • Chemito Consultants Services Private Limited • Toshbro Medicals Private Limited
Directorships held in listed companies	NIL
Resignation from directorship /membership of Listed Entities in past three years	Nil
Shareholding in the Company	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

NRB INDUSTRIAL BEARINGS LTD.

CIN No. L29253NH2011PLC213963
Regd.Office: Dhannur, 2nd Floor, 15, Sir P.M. Road, Fort, I'4umbai-400001
Ph. No. 022-22704206 | Fax No. 022 22704207
Website: www.nrbindustrialbearings.com | Email: investorcare@nibl.in

POSTAL BALLOT FORM

Serial No:

1. Name and Registered Address of the Sole / : First name share holder

2. Name(s) of Joint-Holder(s), if any (in Block letters)

3. Registered Folio No. /DP ID No.* /Client ID No.* (*Applicable to shareholders holding shares in dematerialized form)

4. No. of Equity Shares held

5. Electronic Voting Sequence Number

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick ( ) mark at the appropriate box below:

Item No.	**Description of Resolution**	**No. of Shares**	(FOR)	**(AGAINST)**
			I/We assent to the Resolution	I/We assent to the Resolution
1.	Appointment of Mrs. Sejal Dinesh Mehta (DIN: 10145944) as an Independent Director of the Company.			
2.	Appointment of Mr. Anurag Toshniwal (DIN: 00426913) as an Independent Director of the Company			

Place:
Date:

SIGNATURE OF MEMBER/BENEFICIAL OWNER

ELECTRONIC VOTING PARTICULARS

EVSN (E- Voting Event Number)	**USER ID**	**PAN / SEQUENCE NO.**
230519004		

Notes: (i) If voting rights are exercised electronically, there is no need to use this form.

(ii) Please read carefully the instructions printed overleaf before exercising your vote.

(iii) Last Date of Receiving Postal Ballot Forms by the Scrutinizer: Sunday 25th June 2023 by 5.00 PM

* Applicable for investors holding shares in Electronic form.

PTO

INSTRUCTIONS

I. For members opting for e-voting

The Company is providing e-voting facility for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form ("Form"). For the procedure to be followed for e-voting, kindly refer to Notes of the Notice.

II. For members opting for Physical Ballot

1. The Form should be duly completed and signed by the member (as per specimen signature registered with the Company/Registrar and Share Transfer Agent in case of shares held in physical form or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, in case of shares held in dematerialized form). In case, shares are jointly held, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.

2. The votes should be casted either in favour or against the resolution by putting the tick ( ) mark in the column provided for assent or dissent. Form bearing tick ( ) mark in both the columns will render the form invalid.

3. Form signed in the representative capacity should be accompanied by a certified copy of the Board Resolution/ Power of Attorney. Members are requested not to send any other paper.

4. Members opting to cast vote by physical ballot, are requested to return the Form duly completed, along with the assent (for) or dissent (against), in the enclosed self-addressed, postage pre-paid envelope. Further, envelopes containing the forms sent by courier or registered post/speed post at the expense of the member or deposited by hand at the address given on the self-addressed postage pre-paid business reply envelopes are also acceptable. The form should reach the Scrutinizer on or before Sunday 25th June 2023. failing which, it will be treated as if no reply has been received from the member.

5. The vote in this Postal Ballot cannot be exercised by a proxy.

6. There will be only one Form for every folio/Client ID irrespective of the number of joint holder(s).

7. Incomplete, unsigned, improperly or incorrectly tick marked form shall render the form invalid.

8. The Scrutinizer's decision on the validity or otherwise of the Form shall be final.

III. Kindly note that the members can opt for any one mode of voting only. In case member(s) casts their vote by sending physical form as well as votes through e-voting, then voting done by e-voting shall prevail and voting done through physical form shall be considered invalid.