

July 31, 2020

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

Code No. 530367/ NRBBEARING

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

Dear Sir/Madam,

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

We request you to take the above on record.

Thanking You,

Sincerely, For **NRB Bearings Limited**

SPast

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 : <u>ucshukla@rediffmail.com</u>

Date: 31st July, 2020

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

Dear Sir,

To,

Annual Secretarial Compliance Report for the Financial Year 2019-20

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.

Our 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.

Our 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 CHANDRASHANK AR SHUKLA COMPANY SECRETARY FCS: 2727/CP No: 1654 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

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

I have examined:

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

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

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

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

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

| UPENDRA | CHANDRASHANKAR SHURLA DNL cHIN, oHPersonal, |
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| CHANDRAS | 2.5.4.20+1dcbbb41a356dccde98be29 b198e0tcb47dtcf74ccda740e4b5b9c7 6e93ef83, postalCode+400057, |
| HANKAR | B. MANARASHTRA, sertalNumber ic 75db60tacd4889944a aca34822465585cc047185c3c352081 |
| SHUKLA | 34adaccde176, cni-UPENDRA CHANDRASHANKAR SHLBLA Date: 2020/07/31 15:18:44 +05/30 |
| | 2/- |

UPENDRA SHUKLA

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

circulars/ guidelines issued thereunder;

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

- Deviations Sr. Compliance Requirement Observations/ (Regulations/Circulars/ Remarks of No: the Guidelines Practicing including specific clause) Company Secretary 1) Regulation 50(1) of SEBI There is only one No prior intimation made (LODR) Regulations, 2015 to Stock Exchange single holder of - prior intimation to Stock NCDs Exchanges about payment of interest on NCDs 2) Regulation 60 of SEBI No record date fixed for There is only one (LODR) Regulations, 2015 payment of interest on single holder of - fixing Record Date and Non-Convertible **NCDs** intimating the same to Stock Redeemable Debentures Exchanges
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matter specified below:

(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. UPENDRA

CHANDRASHA NKAR SHUKLA3/-

UPENDRA SHUKLA

(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 | taken e.g. fines, 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 | Observations made in the secretarial compliance report for the year ended (<i>The years are to be mentioned</i>) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity | |
|--------------------|--|--|--|--|--|
| - Not Applicable - | | | | | |

UDIN: F002727B000538891 Place: MUMBAI Date: 31st July, 2020 UPENDRA CHANDRASHAN KAR SHUKLA

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