



SNL BEARINGS LIMITED

CIN: L99999MH1979PLC134191

Regd. Office : Dhannur, 15, Sir P. M. Road, Fort, Mumbai 400 001

Tel : +91 22 22664160 **Fax :** +91 22 22660412

Website : www.snlbearings.in **Email :** investorcare@snlbearings.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), read with the Circulars issued by the Securities and Exchange Board of India and the Ministry of Corporate Affairs ("MCA Circulars") and other applicable laws, rules and regulations, the resolutions set out below are proposed for the approval by the members of SNL Bearings Limited ("SNL" or "Company") by means of a postal ballot ("Postal Ballot") through remote electronic voting process ("remote voting").

Pursuant to Section 102 and other applicable provisions of the Act read with the Rules, the statement setting out the material facts relating to the resolutions is annexed to this Postal Ballot Notice for your consideration.

In compliance with the provisions of the Act read with the Rules framed thereunder and the SEBI Listing Regulations, the Company is providing the remote e-voting facility to the members of the Company and for this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for providing and facilitating the remote e-voting facility. The instructions for remote e-voting are provided in this Postal Ballot Notice. The votes can be cast during the following voting period:

Commencement of remote e-voting:	9:00 a.m. (IST) on Saturday, May 10, 2025
End of remote e-voting:	5:00 p.m. (IST) on Sunday, June 08, 2025

The Board of Directors of the Company at its meeting held on April 27, 2025, 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.

The Scrutiniser, after scrutinising the votes cast through remote e-voting, will make a Scrutiniser's Report and submit the same to the Chairman or Director or Company Secretary of the Company or any person authorised by him. The results along with the Scrutiniser's Report will be declared in accordance with the applicable provisions and will be available on the Company's website at www.snlbearings.in, website of BSE Limited ('BSE') at www.bseindia.com and on the website of CDSL, being the agency appointed by the Company for remote e-voting facility. The results will simultaneously be displayed at the Registered / Corporate Office of the Company.

SPECIAL BUSINESS:

Item No.1:

Approval of Material Related Party Transactions with NRB Bearings Limited during the financial year 2025-2026.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall include any Committee thereof including the Audit Committee; for the time being exercising the powers conferred on the Board by this resolution) to enter in to transaction(s), contract(s), arrangement(s), which are material in nature (as per the definition of material related party transactions in the Listing Regulations) including for purchase/ sale of raw materials, components, consumables, bushes, finished goods, machinery, toolings, fixed assets, services, etc. with an identified related party, NRB Bearings Limited, (the holding company) for an amount not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) in one or more tranches during the financial year 2025-26, provided however that transaction(s), contract(s), arrangement(s) so carried out shall all times be on arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide upon the terms and conditions for each tranche of the transaction, contract and arrangement.

RESOLVED FURTHER THAT the Board of Directors or the Company secretary or the Chief Financial Officer, be and are hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Registered Office:

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

By order of the Board

For SNL Bearings Limited

Satish Rangani

Director

(DIN: 00209069)

Place: Mumbai

Date: April 27, 2025

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) setting out material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. The MCA has also clarified that, for companies, which are required to provide E-voting facility under the Companies Act, while transacting any business(es) by Postal Ballot, the requirements as provided in Rule 20 issued under Section 108 of the Act as well as framework provided in the MCA Circulars will be applicable mutatis mutandis to them. Further, it has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its members/ beneficial holders as on May 02, 2025, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and the communication of assent/ dissent of the Shareholders will only take place through the E-voting system.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is sent only at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on Friday, May 2, 2025 ("Cut-off date") ("Eligible Members") and who have already registered their e-mail IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
5. The Company has engaged Central Depository Services (India) Limited (CDSL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
6. The remote e-voting period shall commence on Saturday, May 10, 2025 at 09:00 AM (IST) and shall end on Sunday, June 8, 2025 at 05:00 PM (IST). During this period, members of the Company holding shares as on the Cut-Off Date may cast their vote electronically. E-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, May 2, 2025.
7. The Board 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.
8. Eligible Members can cast their vote electronically through e-Voting and related instructions for the voting electronically by accessing to the CDSL e-Voting system is enclosed hereto.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
10. Notice will be available on the Company's website at www.snlbearings.com, websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> and on the website of e-voting agency i.e. Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com>. All documents referred to in this Notice will be available for inspection electronically until the last date of E-voting. Shareholders seeking to inspect such documents can send an e-mail to investorcare@snl.in.
11. The Results of e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website www.snlbearings.com and on the website of CDSL www.evotingindia.com and also be communicated to the stock exchange(s).

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL e-Voting system in case of individualshareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares inphysical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, May 10, 2025 and ends on Monday, June 9, 2025, During this period 'shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, May 2, 2025 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. 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 shareholders.

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.

Step 1: Access through Depositories CDSL e-Voting system in case of individualshareholders holding shares in demat mode.

(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 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.

(iv)

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with 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 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. you will be redirected to e-Voting service provider website forcasting your vote during the remote e-Voting period.</p>

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

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 21 09911

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical modeand non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other thanindividual 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. Shareholders holding shares in Physical Form should enter Folio Number registeredwith 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 andvoted 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 share 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'PasswordCreation' 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 resolution 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the EVSN for the relevant <SNL BEARINGS LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(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.
- It is Mandatory that, 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 mandatorily 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@snlbearings.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 & joining virtual meetings 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, (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 at toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

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

Item No. 1:

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) all material Related Party Transactions shall require prior approval of the Members. The said Regulation further defines a material related party transaction as follow:

“A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.”

The estimated value of the contract(s)/ arrangement(s)/transaction(s) including for purchase/sale of machines, machinery parts, raw materials, components, consumables, bushes, finished goods, fixed assets, toolings, services, etc., with the holding Company, i.e., NRB Bearings Limited, will exceed the threshold limit of 10% of the annual turnover as per the last audited financial statements of the Company for FY 2024-25, and will result in related party transaction being material in nature in terms of Regulation 23 of the Listing Regulations. A resolution for related party transaction for the value of not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) in one or more tranches for entering into transaction(s), contract(s), arrangements(s) including purchase or sales of certain machines, machinery parts, toolings, raw material components, consumables, fixed assets, fixed assets, bushes, finished goods, and other services from or to its holding Company NRB Bearings Limited is being proposed for the approval of the Members for the FY 2025-26. The transaction(s), contract(s), arrangement(s) shall be in the ordinary course of business and shall be carried out on an arm’s length basis.

To ensure uninterrupted operation and optimum capacity utilization, approval of the Members is being sought, for entering into material related party transaction(s) with NRB Bearings Limited during the financial year 2025-26 for value not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only). These transactions will help the Company to manage manufacturing operations smoothly and increase productivity.

The Audit Committee and the Board of Directors of the Company, at their respective meetings, held on April 27, 2025, have reviewed the transactions and recommended the same for approval by the Members of the Company.

Pursuant to Regulation 23 of SEBI (LODR) regulations, 2015, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, along with such other provisions as may be applicable, particulars of the transaction(s) contract(s), arrangement(s) with NRB Bearings Limited are as follows:

Sr. No.	Particular	Remark
1.	Name of the Related Party	NRB Bearings Limited (Holding Company)
2.	Name of the Director or KMP who is related	Ms. Harshbeena Zaveri* and Mr. Satish Rangani**
3.	Nature of Relationship	SNL Bearings Limited (SNL) is subsidiary company of NRB bearings Limited (NRB). NRB Holds 73.45% of paid up equity share capital of SNL
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Transaction(s), contract(s), arrangement(s) including purchase or sale of raw materials, components, bushes, consumables, finished goods, fixed assets, machines, fixed assets, machinery parts, toolings, other services, etc. on a continuing basis. The monetary value of proposed transaction(s), contract(s), arrangement(s) in one or more tranches during FY2025-26 is expected to be not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only)
5.	Justification/Rationale for entering into the proposed transaction	Holding Company plans to support the subsidiary for better utilization of its capacity.
6.	Whether at arm's length basis	Yes
7.	Whether in Ordinary course of business	Yes
8.	If the related party transaction(s) relates to any loans/inter corporate deposits/ advances or investments made by/given by listed entity or its subsidiary	NA
9.	Any other information relevant or important for the members to take a decision on the proposed resolution.	The proposed transaction / arrangement will help in strengthening the business operations of the Company and in turn will improve the consolidated financial performance of the Holding Company.

*Ms. Harshbeena Zaveri is deemed to be concerned or interested in the transaction entered between NRB Bearings Limited (NRB) and SNL Bearings Limited (SNL), being a Vice Chairman & Managing Director of the Board of Directors in NRB and Chairperson of the Board of Directors in SNL.

**Mr. Satish Rangani is deemed to be concerned or interested in the transaction entered between NRB and SNL, being a Non-Executive Director of NRB and Non-Executive Director in SNL.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the resolution as set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 1 for the approval of the Members.

Registered Office:

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

By order of the Board

For SNL Bearings Limited

Satish Rangani

Director

(DIN: 00209069)

Place: Mumbai

Date: April 27, 2025