

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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## NOTICE

**Notice** is hereby given that the **Extra-Ordinary General Meeting (No.1 of FY 2025-26)** of the Members of **DECCAN BEARINGS LTD** (CIN L29130MH1985PLC035747) will be held on **Tuesday, 27<sup>th</sup> May, 2025** at **04:00 PM** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following Special businesses;

### SPECIAL BUSINESS(ES):

**ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 1,78,16,666 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section Sections 23(1)(b), 39, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (the **"SEBI ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**"SEBI"**) and the Reserve Bank of India (**"RBI"**) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the **"Board"**, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) per Equity Share at an issue price of Rs. 10/- (Rupees Ten Only) each, aggregating to Rs. 17,81,66,660/- (Rupees Seventeen Crores Eighty One Lakhs Sixty Six Thousand Six Hundred and Sixty Only), the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to the non-promoters in one or multiple tranches on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion."

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**“RESOLVED FURTHER THAT** the members hereby approve and take on record the valuation report issued by Mr. Jay Shah - IBBI Registered Valuer having Registration No. IBBI/RV/07/2022/14720, dated 21/04/2025 as per Regulations 164, 165, 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable and the issue price is Rs. 10/- per equity share.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the **“Relevant Date”** for the purpose of calculating the floor price for the issue of 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares is April 25, 2025 which is the date falling 30 days prior to date of Extraordinary General Meeting (EGM) and the floor price as calculated in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 10/- (Rupees Ten Only).”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) Equity Shares of face value of Rs. 10/- each (**“Equity Shares”**), fully paid up, be issued for cash, at a price of Rs. 10/- per share as recomputed under the said Regulation to the person belonging to the non-promoter group.”

**“RESOLVED FURTHER THAT** the members be and are hereby approved the issue and allotment of up to 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of face value of Re. 10/- each (**“Equity Shares”**), fully paid up, for cash, at a price of Rs. 10/- per share to the following proposed allottee(s):

Sr. No.	Name	Proposed Shares	At Price (In Rs.) per share	Total Amount (In Rs.)
1.	Paresh Gushabhai Satani	4064427	10	40644270
2.	Tanuj Pareshkumar Satani	2900000	10	29000000
3.	Ramjibhai Gushabhai Satani	2900000	10	29000000
4.	Chirag Ramjibhai Satani	2900000	10	29000000
5.	Nancy Rohan Vekaria	60000	10	600000
6.	Kiran Jaydeep Vasoya	40000	10	400000
7.	Mahima Saraf	10000	10	100000
8.	Sachapara Gautam Bharatbhai	7500	10	75000

Registered Office: 136, B Wing Ansa Industrial. Estate, Sakivihar Road, Sakinaka, Andheri (East)  
Mumbai- 400 072

Contact No: 9223400434

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9.	Annanyaa Deepak Trivedi	17500	10	175000
10.	Dholakia Vijaykumar Shantilal	100000	10	1000000
11.	Sarthak Doshi	10000	10	100000
12.	Satani Karan Vitthalbhai	25000	10	250000
13.	Satani Purvi Vitthalbhai	5000	10	50000
14.	Satani Vitthalbhai Ghusabhai	5000	10	50000
15.	Akbari Renuka Kalpeshbhai	5000	10	50000
16.	Satani Arunbhai Ravjibhai	10000	10	100000
17.	Dhanani Hansaben Kanubhai	5000	10	50000
18.	Dineshbhai Keshubhai Padmani	5000	10	50000
19.	Satani Ashwinbhai Ravjibhai	5000	10	50000
20.	Manoj Dhanjibhai Satani	5000	10	50000
21.	Paras Dhanjibhai Satani	5000	10	50000
22.	Ramani Kajalben Rohitbhai	5000	10	50000
23.	Hetalben Arvindbhai Changani	5000	10	50000
24.	Bunha Kasturben Balubhai	5000	10	50000
25.	Dhaval C Kyada	180343	10	1803430
26.	Kyada Hetal Dhavalbhai	180000	10	1800000
27.	Chandresh Chhaganbhai Kyada	183000	10	1830000
28.	Kayada Harshaben C	183000	10	1830000
29.	Antala Frenibhai R	183000	10	1830000
30.	Hiren Arunbhai Pipalia	185000	10	1850000

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31.	Pipalia Hiral Hiren	185000	10	1850000
32.	Chetankumar Devrajbhai Boghra	140500	10	1405000
33.	ILABEN CHETANKUMAR BOGHRA	136500	10	1365000
34.	Shailesh Devrajbhai Boghra	140500	10	1405000
35.	Dimpal Shailesh Boghra	134500	10	1345000
36.	Kaushik Dhirajlal Boghra	143500	10	1435000
37.	Rinku Kaushik Boghra	129396	10	1293960
38.	Darshit Babulal Sojitra	211300	10	2113000
39.	Sojitra Swati Darshitbhai	211300	10	2113000
40.	Naimish Vallabhbbhai Sojitra	140000	10	1400000
41.	Sojitra Dhara Naimishbhai	140000	10	1400000
42.	Sojitra Sandeep V	140000	10	1400000
43.	Sojitra Hetal Sandipbhai	146000	10	1460000
44.	Hirenbbhai Dineshbhai Khunt	140000	10	1400000
45.	Ashruti Hiren Khunt	140000	10	1400000
46.	Anilbbhai Bachubhai Sojitra	218300	10	2183000
47.	Pritiben Anilbbhai Sojitra	201300	10	2013000
48.	Krunal Boghra	201300	10	2013000
49.	Denisha Krunal Boghra	201300	10	2013000
50.	Nirav Boghra	201200	10	2012000
51.	Boghra Priyanka Nirav	146000	10	1460000
52.	Divyesh Rambhai Kotadia	140000	10	1400000
53.	Kakadiya Valjibhai Dharamshibhai	5000	10	50000

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54.	Muktaben Parsotambhai Ramotia	5000	10	50000
55.	Gagjibhai Punabhai Ranpariya	5000	10	50000
56.	Shilpaben P Mavani	20000	10	200000
Total		17816666		178166660

**“RESOLVED FURTHER THAT** in the proposed offer and issue of up to 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of face value of Rs. 10/- each at a subscription price of Rs. 10/- each of the company, 1,27,64,427 (aggregating to 63.82% of the proposed enhanced capital) equity shares be allotted to Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani, which amounting to a change of management of the company and its subscription also be and is hereby approved subject to further compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by the aforesaid allottees, and until the completion of the open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and until such time the above mentioned 4 allottees shall continue to be classified as part of the non-promoter group of the company and after completion of the Open Offer together Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani will be classified as Promoter of the Company.”

**“RESOLVED FURTHER THAT** the member be and is hereby has taken note of the open offer triggered/ to be triggered under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the public announcement made for the acquisition of equity shares dated April 22, 2025 given by Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani.”

**“RESOLVED FURTHER THAT** subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby fully authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions including size of the issue as it may deem expedient.”

**“RESOLVED FURTHER THAT** in the case of a preferential issue of Equity Shares, the preferential allotment shall be subject to the following terms and conditions in addition to others as prescribed under applicable laws:

- 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- The Equity Shares offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- The Equity Shares shall be allotted in one or more tranches, upon receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central

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- Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
  - e. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
  - f. The pre-preferential allotment holding of the Proposed Allottee and the Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018; and
  - g. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee(s) be recorded for the issuance of an invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4, together with an application form be issued to the Proposed Allottee inviting them to subscribe the Equity Shares."

**"RESOLVED FURTHER THAT** subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including the size of the preferential issue to the Investors, as it may deem expedient."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including but not limited to the, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory

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authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**AND RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- (RUPEES TWENTY CRORE ONLY) CONSISTING OF 2,00,00,000 (TWO CRORE) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) PER EQUITY SHARE UNDER SECTION 61 OF THE COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lakhs only) consists of 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) consisting of 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. **\*\*The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential and qualified rights, privileges, or conditions as may be**

# DECCAN BEARINGS LTD

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determined by or in accordance with the articles of the Company for the time being and or very modify or abrogate any such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

**ITEM NO. 3: TO REGULARISE/APPOINT MRS. AAKANSHA VAID (DIN: 02796417) 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 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Aakansha Vaid (DIN: 02796417), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from October 22, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force, Mrs. Aakansha Vaid (DIN: 02796417), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from October 22, 2024 to October 21, 2029 and that she shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”



# DECCAN BEARINGS LTD

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## **ITEM NO. 4: TO REGULARISE/APPOINT MR. NISHITH TRIVEDI (DIN: 10332082) 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 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nishith Trivedi (DIN: 10332082), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from March 15, 2025 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force, Mr. Nishith Trivedi (DIN: 10332082), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from March 15, 2025 to March 14, 2030 and that she shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

## **ITEM No. 5: TO REGULARISE/APPOINT MR. PRIYANKBHAI VASANTBHAI GHELANI (DIN: 10989804) AS 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 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804), who was appointed as an Additional Director of the Company with effect from March 15, 2025 pursuant

# DECCAN BEARINGS LTD

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to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804), for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**ITEM NO. 6: APPOINTMENT OF MR. PRIYANKBHAI VASANTBHAI GHELANI (DIN: 10989804) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION.**

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804), as Managing Director of the Company for a period of 3 (Three) years effective from March 15, 2025 till March 14, 2028, on such terms and remuneration as set out in this resolution and explanatory statement annexed to the notice.";

**"RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804), during his term of appointment";

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have

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constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**ITEM NO. 7: TO REGULARISE/APPOINT MR. NITIN ARVIND OZA (DIN: 03198502) 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 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nitin Arvind Oza (DIN: 03198502), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from October 22, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Nitin Arvind Oza (DIN: 03198502), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from October 22, 2024 to October 21, 2029 and that he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**ITEM NO. 8: TO REGULARISE/APPOINT MR. AJAY JAGDISHBHAI GOHEL (DIN: 10989812) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

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Registered Office: 136, B Wing Ansa Industrial. Estate, Sakivihar Road, Sakinaka, Andheri (East)

Mumbai- 400 072

Contact No: 9223400434

Email id : cs.deccanbearingsltd@gmail.com ; Website : www.deccanbearings.in

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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**“RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ajay Jagdishbhai Gohel (DIN: 10989812), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from March 15, 2025 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Ajay Jagdishbhai Gohel (DIN: 10989812), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from March 15, 2025 to March 14, 2030 and that he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

## **ITEM NO. 9: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/ or foreign lender and/ or anybody corporate/ entity/ entities and/ or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1,000 Crore (Rupees One Thousand Crore Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 1,000 Crore (Rupees One Thousand Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

## **ITEM NO. 10: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 1,000 Crores (Rupees One Thousand Crore Only) in their absolute discretion deem beneficial and in the

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**“RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary eforms, if any, with the Registrar of Companies.”

## **ITEM NO. 11: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1,000 Crore (Rupees One Thousand Crore); and

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 1,000 Crore (Rupees One Thousand Crore);

**“RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

**“RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorized jointly and severally to sign any document or agreement appoint ant professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

**By or on behalf of Deccan Bearings Ltd**

**Sd/-**

**Priyankbhai Vasantbhai Ghelani**

**Managing Director**

**(DIN: 10989804)**

**Dated this April 22, 2025 at Mumbai.**

**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 to 8 forms part of this Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its circular dated 05th May, 2022 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 8th December, 2021 (collectively referred to as "MCA Circulars") in relation to 'Clarification on passing ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the EGM of the Company is being held through VC/OAVM on **Tuesday, 27/05/2025 at 4.00 P.M.** The deemed venue for the EGM will be at the registered office of the Company at 136, B Wing Ansa Industrial Estate, Saki vihar Road, Sakinaka, Andheri (East), Mumbai, Maharashtra, India, 400072.

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (LODR) Regulations, 2018 the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on **Saturday, 24<sup>th</sup> May, 2025 at 9.00 a.m. and ends on Monday, 26<sup>th</sup> May, 2025 at 5.00 p.m.** The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date, i.e., Tuesday, 20<sup>th</sup> May, 2025.**
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
8. M/s. Amarendra Mohapatra & Associates (Practicing Company Secretary) (Membership No.: A26257 & COP No.: 14901), vide Board Resolution dated 22<sup>nd</sup> April, 2025 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares

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# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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are held by them in electronic form and with RTA in case the shares are held by them in physical form.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and the explanatory statement will also be available on the Company's website [www.yashtradingfinance.com](http://www.yashtradingfinance.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of depositories. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
12. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
14. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on [www.deccanbearings.in](http://www.deccanbearings.in)
15. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
16. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
18. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the

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# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

19. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
20. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
21. Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

## **PURVA E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.

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# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.deccanbearings.in](http://www.deccanbearings.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

- (i) The voting period begins on **Saturday, 24<sup>th</sup> May, 2025 at 9.00 a.m. and ends on Monday, 26<sup>th</sup> May, 2025 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., Tuesday, 20<sup>th</sup> May, 2025** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the 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.

- (iv) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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 or joining virtual meeting &amp; voting during the meeting.</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 and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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Mumbai- 400 072

Contact No: 9223400434

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(CIN L29130MH1985PLC035747)

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.

2) Click on “Shareholder/Member” module.

3) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*

4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>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 as mentioned in instruction (v).</li></ul>

(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.

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

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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- (ix) Click on the EVENT NO. for the relevant “DECCAN BEARINGS LTD” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
  - 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; [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

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1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the

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# **DECCAN BEARINGS LTD**

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facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **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 attending EGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**By or on behalf of Deccan Bearings Ltd**

**Sd/-**

**Priyankbhai Vasantbhai Ghelani**

**Managing Director**

**(DIN: 10989804)**

**Dated this April 22, 2025 at Mumbai.**

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018"), AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS.**

As required by Section 102 of the Companies Act, 2013 (the "Act") and SEBI(ICDR) Regulations, 2018 to the extent applicable, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 11 (Special Businesses) of the accompanying Notice dated April 22, 2025.

**ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 1,78,16,666 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY.**

The Board of Directors of the Company in their meeting held on April 22, 2025, approved raising of funds aggregating up to Rs. 17,81,66,660/- (Rupees Seventeen Crores Eighty One Lakhs Sixty Six Thousand Six Hundred and Sixty Only) by way of issuance of 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 10/- per Equity Share to the below stated proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

Sr. No.	Name	Proposed Shares	At Price (In Rs.) per share	Total Amount (In Rs.)
1.	Paresh Gushabhai Satani	4064427	10	40644270
2.	Tanuj Pareshkumar Satani	2900000	10	29000000
3.	Ramjibhai Gushabhai Satani	2900000	10	29000000
4.	Chirag Ramjibhai Satani	2900000	10	29000000
5.	Nancy Rohan Vekaria	60000	10	600000
6.	Kiran Jaydeep Vasoya	40000	10	400000
7.	Mahima Saraf	10000	10	100000
8.	Sachapara Gautam Bharatbhai	7500	10	75000

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(CIN L29130MH1985PLC035747)

9.	Annanyaa Deepak Trivedi	17500	10	175000
10.	Dholakia Vijaykumar Shantilal	100000	10	1000000
11.	Sarthak Doshi	10000	10	100000
12.	Satani Karan Vitthalbhai	25000	10	250000
13.	Satani Purvi Vitthalbhai	5000	10	50000
14.	Satani Vitthalbhai Ghusabhai	5000	10	50000
15.	Akbari Renuka Kalpeshbhai	5000	10	50000
16.	Satani Arunbhai Ravjibhai	10000	10	100000
17.	Dhanani Hansaben Kanubhai	5000	10	50000
18.	Dineshbhai Keshubhai Padmani	5000	10	50000
19.	Satani Ashwinbhai Ravjibhai	5000	10	50000
20.	Manoj Dhanjibhai Satani	5000	10	50000
21.	Paras Dhanjibhai Satani	5000	10	50000
22.	Ramani Kajalben Rohitbhai	5000	10	50000
23.	Hetalben Arvindbhai Changani	5000	10	50000
24.	Bunha Kasturben Balubhai	5000	10	50000
25.	Dhaval C Kyada	180343	10	1803430
26.	Kyada Hetal Dhavalbhai	180000	10	1800000
27.	Chandresh Chhaganbhai Kyada	183000	10	1830000
28.	Kayada Harshaben C	183000	10	1830000
29.	Antala Frenibhai R	183000	10	1830000
30.	Hiren Arunbhai Pipalia	185000	10	1850000

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(CIN L29130MH1985PLC035747)

31.	Pipalia Hiral Hiren	185000	10	1850000
32.	Chetankumar Devrajbhai Boghra	140500	10	1405000
33.	ILABEN CHETANKUMAR BOGHRA	136500	10	1365000
34.	Shailesh Devrajbhai Boghra	140500	10	1405000
35.	Dimpal Shailesh Boghra	134500	10	1345000
36.	Kaushik Dhirajlal Boghra	143500	10	1435000
37.	Rinku Kaushik Boghra	129396	10	1293960
38.	Darshit Babulal Sojitra	211300	10	2113000
39.	Sojitra Swati Darshitbhai	211300	10	2113000
40.	Naimish Vallabhbbhai Sojitra	140000	10	1400000
41.	Sojitra Dhara Naimishbhai	140000	10	1400000
42.	Sojitra Sandeep V	140000	10	1400000
43.	Sojitra Hetal Sandipbhai	146000	10	1460000
44.	Hirenbbhai Dineshbhai Khunt	140000	10	1400000
45.	Ashruti Hiren Khunt	140000	10	1400000
46.	Anilbbhai Bachubhai Sojitra	218300	10	2183000
47.	Pritiben Anilbbhai Sojitra	201300	10	2013000
48.	Krunal Boghra	201300	10	2013000
49.	Denisha Krunal Boghra	201300	10	2013000
50.	Nirav Boghra	201200	10	2012000
51.	Boghra Priyanka Nirav	146000	10	1460000
52.	Divyesh Rambhai Kotadia	140000	10	1400000
53.	Kakadiya Valjibhai Dharamshibhai	5000	10	50000

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

54.	Muktaben Parsotambhai Ramotia	5000	10	50000
55.	Gagjibhai Punabhai Ranpariya	5000	10	50000
56.	Shilpaben P Mavani	20000	10	200000

The company proposed to offer and issue up to 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of face value of Rs. 10/- each at a subscription price of Rs. 10/- each of the company (aggregating to 89.08% of the proposed enhanced capital).

Out of total 1,78,16,666 equity shares 1,27,64,427 (aggregating to 63.82% of the proposed enhanced capital) equity shares to be issued and allotted to the 4 proposed allottees namely Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani and based on intimation of Mr. Paresh Gushabhai Satani as to acquisition of 11,47,504 equity shares through SPA which is amounting to change of management/ control of the company.

The said allottees' subscription is subject to compliance of SEBI (SAST) Regulations, 2011 and till the completion of the open offer given under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 said allottees continue and classified as part of the non-promoters of the company and upon successful completion of the open offer they together will be classified as promoter of the Company.

They have no relationship or connection with the existing promoter(s) of the Company.

Mr. Paresh Gushabhai Satani intimated to the Board that he acquired 1,147,504 equity shares from the following promoter(s) shareholder(s). This acquisition of shares will be subject to the lock-in provisions of the SEBI (ICDR) Regulations, 2018.

Sr. No.	Name of the selling shareholder	Name of the Acquirer	No of shares to be transferred
1.	Satyajit Mishra	Paresh Gushabhai Satani	1,147,504

Considering the enhanced capital and above said action of shares, all above stated 4 allottees (acquirers) holdings will be consist of 1,39,11,931 equity shares 69.56% of the new proposed capital of the Company.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V including Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below by way of dissemination of information:

Mainly the company is engaged in the business of:

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(CIN L29130MH1985PLC035747)

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Manufacturers, assemblers, importers, exporters, dealers, processors, researchers, repairers, buyers, sellers, stockists, and dealers in ball bearings, cylindrical roller bearings, Spherical roller bearings, taper roller bearings, thrust ball bearings, compound rollers, thrust needle roller bearings, aircraft taper roller thrust, any type of common or special bearings, steel rollers, I steel balls, plumber blocks, pillow blocks, adopter sleeves units including components, parts of the above and other products, and precision and other instruments, engineering and automobile products. To carry on the business of providing of technical services, consultancy and advises related to all types of industries and activities including hearings, automobiles, pneumatics, engineering, designing, e-commerce, internet related activities, computer Software and Hardware.

## 1. Object(s) of the Preferential issue:

To utilize the proceeds of the issue in combination thereof for the purposes of business expansion, modernization, or diversification or to repay debt or for Company's working capital requirements or finance new projects and expand existing business operations or to meet miscellaneous expenses and general corporate purposes. Further Object(s) are as stated below:

- a) To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, BG, repay of any kind of Loans, tax obligations and/or general corporate purposes;
- b) Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
- c) Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's & other machineries;
- d) Diversification of business directly or indirectly, in future.
- e) To pay off the outstanding dues including Loan and Advances of Directors, NBFC and other Loans, if any.
- f) To Invest in the securities market and give Loans, ICDs and advances of all description;
- g) For settlement of any demand/dues, working capital, Bank Guarantee, performance guarantee;
- h) To return of Loan and advances to the lenders, if any;
- i) Invest in Subsidiaries existing, if any and to be acquired in future in due course;
- j) Acquisition of Companies to enlarge the Businesses of the Company; and

This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stakeholders will increase.

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

## 2. Maximum number of Specified securities to be issued:

Issuance of up to 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 10/- per Equity Share aggregating Rs. 17,81,66,660/- to non-promoter group.

## 3. Intent of the Promoters, and Promoter Group, Directors (KMP or senior management) of the Company to subscribe to the Offer:

- A. The present promoters, directors (KMP) or senior management of the company are not subscribing this Offer.
- B. Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani have expressed their desire to carry on the business activities as stated below;

"Manufacturers, assemblers, importers, exporters, dealers, processors, researchers, repairers, buyers, sellers, stockists, and dealers in ball bearings, cylindrical roller bearings, Spherical roller bearings, taper roller bearings, thrust ball bearings, compound rollers, thrust needle roller bearings, aircraft taper roller thrust, any type of common or special bearings, steel rollers, I steel balls, plumber blocks, pillow blocks, adopter sleeves units including components, parts of the above and other products, and precision and other instruments, engineering and automobile products. To carry on the business of providing of technical services, consultancy and advises related to all types of industries and activities including hearings, automobiles, pneumatics, engineering, designing, e-commerce, internet related activities, computer Software and Hardware."

- C. Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani through this preferential allotment of shares acquiring 63.82% of the proposed enhanced equity share capital of the company and accordingly in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 they have given an open offer which is presently pending for completion.

## 4. Shareholding Pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre – Holding (Shareholding before Preferential Issue)	Post – Holding (Shareholding after Preferential Issue)
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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>PROMOTER'S HOLDING</b>				
<b>1</b>	<b>Indian</b>				
	Individual	8,25,062	37.79	8,25,062	4.13
	Body Corporate	3,41,581	15.64	3,41,581	1.71
	<b>Sub Total</b>	<b>11,66,643</b>	<b>53.43</b>	<b>11,66,643</b>	<b>5.84</b>
<b>2</b>	Foreign Promoters	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total (A)</b>	<b>11,66,643</b>	<b>53.43</b>	<b>11,66,643</b>	<b>5.84</b>
<b>B</b>	<b>Non-Promoter's Holding</b>				
<b>1</b>	Institutional Investors	0	0.00	0	0.00
<b>2</b>	<b>Non – Institution</b>				
	Private corporate Bodies	4,545	0.21	4,545	0.02
	Director and relative	0	0.00	0	0.00
	Indian Public	10,12,010	46.35	1,88,28,676	94.14
	Other (Including NRIs) Individual Investor, Body Corporates, LLP and Partnership Firm	136	0.01	136	0.00
	<b>Sub-total (B)</b>	<b>10,16,691</b>	<b>46.57</b>	<b>1,88,33,357</b>	<b>94.16</b>
	<b>Grand Total (A)+ (B)</b>	<b>21,83,334</b>	<b>100.00</b>	<b>2,00,00,000</b>	<b>100.00</b>

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

Share Purchase Agreement ('SPA') has been entered on April 22, 2025 between following stated acquirer(s) and seller(s) (selling Shareholder) in terms of which, selling shareholder(s) have agreed to sell 11,47,504 Equity Shares. Shares shall be transferred upon completion of all obligations as the Acquirer(s) have triggered the obligation to make Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011:

Sr. No.	Name of the selling shareholder	Name of the Acquirer	No of shares to be transferred
1.	Satyajit Mishra	Paresh Gushabhai Satani	11,47,504

## 5. Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

## 6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees: NA

Name of the Allottees	Ultimate Beneficial Owners*	PAN / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
Paresh Gushabhai Satani**	Paresh Gushabhai Satani	AEXPS3429L
Tanuj Pareshkumar Satani**	Tanuj Pareshkumar Satani	FXYP9270J
Ramjibhai Gushabhai Satani**	Ramjibhai Gushabhai Satani	AEXPS3424H
Chirag Ramjibhai Satani**	Chirag Ramjibhai Satani	AUWPS8201P
Nancy Rohan Vekaria	Nancy Rohan Vekaria	FMXPS6917L
Kiran Jaydeep Vasoya	Kiran Jaydeep Vasoya	AUWPS8200N
Mahima Saraf	Mahima Saraf	ABNPA3317N
Sachapara Gautam Bharatbhai	Sachapara Gautam Bharatbhai	DUVPS6648C
Annanyaa Deepak Trivedi	Annanyaa Deepak Trivedi	AMSPT0455A
Dholakia Vijaykumar Shantilal	Dholakia Vijaykumar Shantilal	ABQPD7481F
Sarthak Doshi	Sarthak Doshi	AQDPD3055F
Satani Karan Vitthalbhai	Satani Karan Vitthalbhai	FQUPS9302C
Satani Purvi Vitthalbhai	Satani Purvi Vitthalbhai	CMVPS1722G
Satani Vitthalbhai Ghusabhai	Satani Vitthalbhai Ghusabhai	AEXPS3428M
Akbari Renuka Kalpeshbhai	Akbari Renuka Kalpeshbhai	AKTPA1926G

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Satani Arunbhai Ravjibhai	Satani Arunbhai Ravjibhai	AFNPS6924F
Dhanani Hansaben Kanubhai	Dhanani Hansaben Kanubhai	FDEPD8683Q
Dineshbhai Keshubhai Padmani	Dineshbhai Keshubhai Padmani	ACGPP8013L
Satani Ashwinbhai Ravjibhai	Satani Ashwinbhai Ravjibhai	AEXPS3253A
Manoj Dhanjibhai Satani	Manoj Dhanjibhai Satani	AEXPS2417J
Paras Dhanjibhai Satani	Paras Dhanjibhai Satani	AHGPS8410D
Ramani Kajalben Rohitbhai	Ramani Kajalben Rohitbhai	CFZPR5575K
Hetalben Arvindbhai Changani	Hetalben Arvindbhai Changani	AMIPC4690C
Bunha Kasturben Balubhai	Bunha Kasturben Balubhai	HSAPB5449D
Dhaval C Kyada	Dhaval C Kyada	AQZPK1817G
Kyada Hetal Dhavalbhai	Kyada Hetal Dhavalbhai	ADJPV6110C
Chandresh Chhaganbhai Kyada	Chandresh Chhaganbhai Kyada	AFKPK6759H
Kayada Harshaben C	Kayada Harshaben C	BCSPK2405G
Antala Frenibhai R	Antala Frenibhai R	ALOPA7938C
Hiren Arunbhai Pipalia	Hiren Arunbhai Pipalia	ASTPP7297H
Pipalia Hiral Hiren	Pipalia Hiral Hiren	AEQPV2273L
Chetankumar Devrajbhai Boghra	Chetankumar Devrajbhai Boghra	ABHPB2920N
ILABEN CHETANKUMAR BOGHRA	ILABEN CHETANKUMAR BOGHRA	AGAPB8107H
Shailesh Devrajbhai Boghra	Shailesh Devrajbhai Boghra	AGAPB5066F
Dimpal Shailesh Boghra	Dimpal Shailesh Boghra	AVFPB6825Q
Kaushik Dhirajlal Boghra	Kaushik Dhirajlal Boghra	BAYPB4046A
Rinku Kaushik Boghra	Rinku Kaushik Boghra	BQCPB4186P
Darshit Babulal Sojitra	Darshit Babulal Sojitra	BINPS4350P
Sojitra Swati Darshitbhai	Sojitra Swati Darshitbhai	CXDPS2737J
Naimish Vallabhbbhai Sojitra	Naimish Vallabhbbhai Sojitra	AWPPS7127R
Sojitra Dhara Naimishbhai	Sojitra Dhara Naimishbhai	CDYPS2493A
Sojitra Sandeep V	Sojitra Sandeep V	BADPS3583G
Sojitra Hetal Sandipbhai	Sojitra Hetal Sandipbhai	CDYPS2463L
Hirenbbhai Dineshbhai Khunt	Hirenbbhai Dineshbhai Khunt	AYOPK7384H
Ashruti Hiren Khunt	Ashruti Hiren Khunt	AVVPD0180A
Anilbhai Bachubhai Sojitra	Anilbhai Bachubhai Sojitra	ALCPS9819A
Pritiben Anilbhai Sojitra	Pritiben Anilbhai Sojitra	AYPPS2092B
Krunal Boghra	Krunal Boghra	AYMPB6238K
Denisha Krunal Boghra	Denisha Krunal Boghra	BYIPB4718D
Nirav Boghra	Nirav Boghra	ANWPB2131N
Boghra Priyanka Nirav	Boghra Priyanka Nirav	AINPT7377G

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Divyesh Rambhai Kotadia	Divyesh Rambhai Kotadia	ADSPK1561F
Kakadiya Valjibhai Dharamshibhai	Kakadiya Valjibhai Dharamshibhai	BONPK7416Q
Muktaben Parsotambhai Ramotia	Muktaben Parsotambhai Ramotia	HPUPR9977D
Gagjibhai Punabhai Ranpariya	Gagjibhai Punabhai Ranpariya	BEPPR3319H
Shilpaben P Mavani	Shilpaben P Mavani	APPPM9443P

**#All proposed allottees are Individuals hence there will be no requirement Ultimate Beneficial Owners**

**\*\* On completion of the open offer will be classified as Promoter of the Company.**

**7. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in issuer consequent to the preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	% of the current allotment	Post issue holding (No. of Equity shares)	% Post issue holding	Change in holding (%)
1	PARESH GUSHABHAI SATANI	Public (Non-Promoter)	0	0.00	40,64,427	22.81	40,64,427	20.32	20.32
2	TANUJ PARESHKUMAR SATANI	Public (Non-Promoter)	0	0.00	29,00,000	16.28	29,00,000	14.50	14.50
3	RAMJIBHAI GUSHABHAI SATANI	Public (Non-Promoter)	0	0.00	29,00,000	16.28	29,00,000	14.50	14.50
4	CHIRAG RAMJIBHAI SATANI	Public (Non-Promoter)	0	0.00	29,00,000	16.28	29,00,000	14.50	14.50
5	NANCY ROHAN VEKARIA	Public (Non-Promoter)	0	0.00	60,000	0.34	60,000	0.30	0.30
6	KIRAN JAYDEEP VASOYA	Public (Non-Promoter)	0	0.00	40,000	0.22	40,000	0.20	0.20

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7	MAHIMA SARAF	Public (Non-Promoter)	0	0.00	10,000	0.06	10,000	0.05	0.05
8	SACHAPARA GAUTAM BHARATBHAI	Public (Non-Promoter)	0	0.00	7,500	0.04	7,500	0.04	0.04
9	ANNANYAA DEEPAK TRIVEDI	Public (Non-Promoter)	0	0.00	17,500	0.10	17,500	0.09	0.09
10	DHOLAKIA VIJAYKUMAR SHANTILAL	Public (Non-Promoter)	0	0.00	1,00,000	0.56	1,00,000	0.50	0.50
11	SARTHAK DOSHI	Public (Non-Promoter)	0	0.00	10,000	0.06	10,000	0.05	0.05
12	SATANI KARAN VITTHALBHAI	Public (Non-Promoter)	0	0.00	25,000	0.14	25,000	0.13	0.13
13	SATANI PURVI VITTHALBHAI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
14	SATANI VITTHALBHAI GHUSABHAI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
15	AKBARI RENUKA KALPESHBHAI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
16	SATANI ARUNBHAI RAVJIBHAI	Public (Non-Promoter)	0	0.00	10,000	0.06	10,000	0.05	0.05
17	DHANANI HANSABEN KANUBHAI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
18	DINESHBHAI KESHUBHAI PADMANI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
19	SATANI ASHWINBHAI RAVJIBHAI	Public (Non-Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03

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(CIN L29130MH1985PLC035747)

20	MANOJ DHANJIBHAI SATANI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
21	PARAS DHANJIBHAI SATANI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
22	RAMANI KAJALBEN ROHITBHAI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
23	HETALBEN ARVINDBHAI CHANGANI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
24	BUNHA KASTURBEN BALUBHAI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
25	DHAVAL C KYADA	Public (Non- Promoter)	0	0.00	1,80,343	1.01	1,80,343	0.90	0.90
26	KYADA HETAL DHAVALBHAI	Public (Non- Promoter)	0	0.00	1,80,000	1.01	1,80,000	0.90	0.90
27	CHANDRESH CHHAGANBHAI KYADA	Public (Non- Promoter)	0	0.00	1,83,000	1.03	1,83,000	0.92	0.92
28	KAYADA HARSHABEN C	Public (Non- Promoter)	0	0.00	1,83,000	1.03	1,83,000	0.92	0.92
29	ANTALA FRENIBHAI R	Public (Non- Promoter)	0	0.00	1,83,000	1.03	1,83,000	0.92	0.92
30	HIREN ARUNBHAI PIPALIA	Public (Non- Promoter)	0	0.00	1,85,000	1.04	1,85,000	0.93	0.93
31	PIPALIA HIRAL HIREN	Public (Non- Promoter)	0	0.00	1,85,000	1.04	1,85,000	0.93	0.93
32	CHETANKUMAR DEVRAJBHAI BOGHRA	Public (Non- Promoter)	0	0.00	1,40,500	0.79	1,40,500	0.70	0.70

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33	ILABEN CHETANKUMAR BOGHRA	Public (Non- Promoter)	0	0.00	1,36,500	0.77	1,36,500	0.68	0.68
34	SHAILESH DEVRAJBHAI BOGHRA	Public (Non- Promoter)	0	0.00	1,40,500	0.79	1,40,500	0.70	0.70
35	DIMPAL SHAILESH BOGHRA	Public (Non- Promoter)	0	0.00	1,34,500	0.75	1,34,500	0.67	0.67
36	KAUSHIK DHIRAJLAL BOGHRA	Public (Non- Promoter)	0	0.00	1,43,500	0.81	1,43,500	0.72	0.72
37	RINKU KAUSHIK BOGHRA	Public (Non- Promoter)	0	0.00	1,29,396	0.73	1,29,396	0.65	0.65
38	DARSHIT BABULAL SOJITRA	Public (Non- Promoter)	0	0.00	2,11,300	1.19	2,11,300	1.06	1.06
39	SOJITRA SWATI DARSHITBHAI	Public (Non- Promoter)	0	0.00	2,11,300	1.19	2,11,300	1.06	1.06
40	NAIMISH VALLABHBHAI SOJITRA	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70
41	SOJITRA DHARA NAIMISHBHAI	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70
42	SOJITRA SANDEEP V	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70
43	SOJITRA HETAL SANDIPBHAI	Public (Non- Promoter)	0	0.00	1,46,000	0.82	1,46,000	0.73	0.73
44	HIRENBHAI DINESHBHAI KHUNT	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70
45	ASHRUTI HIREN KHUNT	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70

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(CIN L29130MH1985PLC035747)

46	ANILBHAI BACHUBHAI SOJITRA	Public (Non- Promoter)	0	0.00	2,18,300	1.23	2,18,300	1.09	1.09
47	PRITIBEN ANILBHAI SOJITRA	Public (Non- Promoter)	0	0.00	2,01,300	1.13	2,01,300	1.01	1.01
48	KRUNAL BOGHRA	Public (Non- Promoter)	0	0.00	2,01,300	1.13	2,01,300	1.01	1.01
49	DENISHA KRUNAL BOGHRA	Public (Non- Promoter)	0	0.00	2,01,300	1.13	2,01,300	1.01	1.01
50	NIRAV BOGHRA	Public (Non- Promoter)	0	0.00	2,01,200	1.13	2,01,200	1.01	1.01
51	BOGHRA PRIYANKA NIRAV	Public (Non- Promoter)	0	0.00	1,46,000	0.82	1,46,000	0.73	0.73
52	DIVYESH RAMBHAI KOTADIA	Public (Non- Promoter)	0	0.00	1,40,000	0.79	1,40,000	0.70	0.70
53	KAKADIYA VALJIBHAI DHARAMSHIBH AI	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
54	MUKTABEN PARSOTAMBHAI RAMOTIA	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
55	GAGJIBHAI PUNABHAI RANPARIYA	Public (Non- Promoter)	0	0.00	5,000	0.03	5,000	0.03	0.03
56	SHILPABEN P MAVANI	Public (Non- Promoter)	0	0.00	20,000	0.11	20,000	0.10	0.10

- Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani through this preferential allotment of shares acquiring 63.82% of the proposed enhanced capital of the company and Mr. Paresh Gushabhai Satani has acquired 11,47,504 (5.73% of proposed expanded Capital) equity Shares by way of SPA entered with existing Promoter Mr. Satyajit Mishra.

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- Accordingly, Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani in compliance with Regulation 3 (1) & 4 of the SEBI (SAST) Regulations, 2011 have given an open offer which is presently pending for completion before the regulator SEBI. ***There will be change in control post completion of the open offer.***

## 8. Undertaking:

- A. The Company hereby undertakes that the price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the SEBI (ICDR) Regulations, 2018. It would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;
- B. The Company hereby further undertakes that If the amount payable on account of re-computation of price is not paid within the time stipulated in this SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee;

## 9. Disclosures:

Neither the issuer Company, nor any of its directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

## 10. Practicing Company Secretary's Certificate:

A certificate from M/s. Amarendra Mohapatra & Associates, practicing Company Secretaries has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed on company's website i.e. **www.deccanbearings.in** and shall be placed before the Extra-ordinary general meeting of the shareholders.

## 11. Current and proposed status of the Proposed Allottee(s) post the preferential issue namely, promoter or non-promoter:

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1	PARESH GUSHABHAI SATANI	Public (non-promoter)	Public (non-promoter)  But on completion of Open offer, he will be reclassified as Promoter category.

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(CIN L29130MH1985PLC035747)

2	TANUJ PARESHKUMAR SATANI	Public (non-promoter)	Public (non-promoter)  But on completion of Open offer, he will be reclassified as Promoter category.
3	RAMJIBHAI GUSHABHAI SATANI	Public (non-promoter)	Public (non-promoter)  But on completion of Open offer, he will be reclassified as Promoter category.
4	CHIRAG RAMJIBHAI SATANI	Public (non-promoter)	Public (non-promoter)  But on completion of Open offer, he will be reclassified as Promoter category.
5	NANCY ROHAN VEKARIA	Public (non-promoter)	Public (non-promoter)
6	KIRAN JAYDEEP VASOYA	Public (non-promoter)	Public (non-promoter)
7	MAHIMA SARAF	Public (non-promoter)	Public (non-promoter)
8	SACHAPARA GAUTAM BHARATBHAI	Public (non-promoter)	Public (non-promoter)
9	ANNANYAA DEEPAK TRIVEDI	Public (non-promoter)	Public (non-promoter)
10	DHOLAKIA VIJAYKUMAR SHANTILAL	Public (non-promoter)	Public (non-promoter)
11	SARTHAK DOSHI	Public (non-promoter)	Public (non-promoter)
12	SATANI KARAN VITTHALBHAI	Public (non-promoter)	Public (non-promoter)
13	SATANI PURVI VITTHALBHAI	Public (non-promoter)	Public (non-promoter)
14	SATANI VITTHALBHAI GHUSABHAI	Public (non-promoter)	Public (non-promoter)
15	AKBARI RENUKA KALPESHBHAI	Public (non-promoter)	Public (non-promoter)
16	SATANI ARUNBHAI RAVJIBHAI	Public (non-promoter)	Public (non-promoter)
17	DHANANI HANSABEN KANUBHAI	Public (non-promoter)	Public (non-promoter)

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(CIN L29130MH1985PLC035747)

18	DINESHBHAI KESHUBHAI PADMANI	Public (non- promoter)	Public (non-promoter)
19	SATANI ASHWINBHAI RAVJIBHAI	Public (non- promoter)	Public (non-promoter)
20	MANOJ DHANJIBHAI SATANI	Public (non- promoter)	Public (non-promoter)
21	PARAS DHANJIBHAI SATANI	Public (non- promoter)	Public (non-promoter)
22	RAMANI KAJALBEN ROHITBHAI	Public (non- promoter)	Public (non-promoter)
23	HETALBEN ARVINDBHAI CHANGANI	Public (non- promoter)	Public (non-promoter)
24	BUNHA KASTURBEN BALUBHAI	Public (non- promoter)	Public (non-promoter)
25	DHAVAL C KYADA	Public (non- promoter)	Public (non-promoter)
26	KYADA HETAL DHAVALBHAI	Public (non- promoter)	Public (non-promoter)
27	CHANDRESH CHHAGANBHAI KYADA	Public (non- promoter)	Public (non-promoter)
28	KAYADA HARSHABEN C	Public (non- promoter)	Public (non-promoter)
29	ANTALA FRENIBHAI R	Public (non- promoter)	Public (non-promoter)
30	HIREN ARUNBHAI PIPALIA	Public (non- promoter)	Public (non-promoter)
31	PIPALIA HIRAL HIREN	Public (non- promoter)	Public (non-promoter)
32	CHETANKUMAR DEVRAJBHAI BOGHRA	Public (non- promoter)	Public (non-promoter)
33	ILABEN CHETANKUMAR BOGHRA	Public (non- promoter)	Public (non-promoter)
34	SHAILESH DEVRAJBHAI BOGHRA	Public (non- promoter)	Public (non-promoter)
35	DIMPAL SHAILESH BOGHRA	Public (non- promoter)	Public (non-promoter)
36	KAUSHIK DHIRAJLAL BOGHRA	Public (non- promoter)	Public (non-promoter)
37	RINKU KAUSHIK BOGHRA	Public (non- promoter)	Public (non-promoter)

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

38	DARSHIT BABULAL SOJITRA	Public (non-promoter)	Public (non-promoter)
39	SOJITRA SWATI DARSHITBHAI	Public (non-promoter)	Public (non-promoter)
40	NAIMISH VALLABHBHAI SOJITRA	Public (non-promoter)	Public (non-promoter)
41	SOJITRA DHARA NAIMISHBHAI	Public (non-promoter)	Public (non-promoter)
42	SOJITRA SANDEEP V	Public (non-promoter)	Public (non-promoter)
43	SOJITRA HETAL SANDIPBHAI	Public (non-promoter)	Public (non-promoter)
44	HIRENBHAI DINESHBHAI KHUNT	Public (non-promoter)	Public (non-promoter)
45	ASHRUTI HIREN KHUNT	Public (non-promoter)	Public (non-promoter)
46	ANILBHAI BACHUBHAI SOJITRA	Public (non-promoter)	Public (non-promoter)
47	PRITIBEN ANILBHAI SOJITRA	Public (non-promoter)	Public (non-promoter)
48	KRUNAL BOGHRA	Public (non-promoter)	Public (non-promoter)
49	DENISHA KRUNAL BOGHRA	Public (non-promoter)	Public (non-promoter)
50	NIRAV BOGHRA	Public (non-promoter)	Public (non-promoter)
51	BOGHRA PRIYANKA NIRAV	Public (non-promoter)	Public (non-promoter)
52	DIVYESH RAMBHAI KOTADIA	Public (non-promoter)	Public (non-promoter)
53	KAKADIYA VALJIBHAI DHARAMSHIBHAI	Public (non-promoter)	Public (non-promoter)
54	MUKTABEN PARSOTAMBHAI RAMOTIA	Public (non-promoter)	Public (non-promoter)
55	GAGJIBHAI PUNABHAI RANPARIYA	Public (non-promoter)	Public (non-promoter)
56	SHILPABEN P MAVANI	Public (non-promoter)	Public (non-promoter)

As in this preferential issue of 1,78,16,666 equity Shares, Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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subscribing total 1,27,64,427 Equity shares of expanded share capital and Mr. Paresh Gushabhai Satani is also acquiring 11,47,504 equity shares through Share Purchase Agreement from existing Promoter Mr. Satyajit Mishra, post subscription of shares under preferential issue and acquisition of shares through SPA, and on completion of open offer they will be classified as promoter(s) of the company in compliance with Regulation 3(1) & 4 of SEBI (SAST) Regulations, 2011.

## 12. Relevant Date:

In accordance with under Regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for the purpose of determining the pricing of shares is 25-04-2025, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

## 13. Pricing:

The issue price of equity shares Rs. 10/- Per share having face value of Rs. 10/- each and decided in accordance with regulation 164/165/166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is April 25, 2025.**

As per Regulations 164, 165 & 166A of the SEBI (ICDR) Regulations, 2018 and valuation Report taken from IBBI registered valuer, the Valuation/ price is Rs. 10/- per equity share. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

The Company hereby confirm / certify that it has is in compliance of regulation 165 of SEBI (ICDR) Regulations, 2018 obtained valuation report from CA Jay Shah, an independent IBBI registered valuer.

**Registered valuer Report/Certificate under Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Applicable**

**Regulation 166A (1): Other conditions for pricing: Applicable**

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of Regulation 164, as the case may be, or the price determined under

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

This preferential issue amount to change in management /control and acquisition of shares of around 63.82%. The Open Offer price is Rs. 10/- per share of face value of Rs. 10/- each. The issue price of equity shares in the present preferential issue decided Rs. 10/- per share after considering the pricing requirement.

Considering the pricing requirements given under Regulations 164, 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company and valuation report issued by IBBI registered valuer, we have determined the Fair Value of Equity Shares for subscription and it is Rs. 10/- per equity shares having face value of Rs. 10/- each which is also in compliance with the SEBI (SAST) Regulations, 2011.

## 14. Capital of the Company:

Present Authorised Capital of the Company	32,50,000 equity shares of face value of Rs. 10/- each aggregating Rs. 3,25,00,000/-.  The Company is also increasing its Authorized share capital to Rs. 20,00,00,000/- as stated in resolution no. 2 of this notice.
Present Paid up capital of the Company	21,83,334 equity shares of face value of Rs. 10/- each aggregating Rs. 2,18,33,340/-
Increase of Capital of the Company to absorb the preferential allotment of shares	1,78,16,666 equity shares of face value of Rs. 10/- each aggregating Rs. 17,81,66,660/-.
Post Preferential Paid up capital of the Company	2,00,00,000 equity shares of face value of Rs. 10/- each aggregating to Rs. 20,00,00,000/-.

The present status of the previous pre-preferential issue is as under: **Not Applicable**

Details of Issue/Allotment	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading approval
-	-	-	-	-

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# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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## **15. Date of Board Resolution:**

The date of Board Resolution is April 22, 2025. The Board at their meeting held on April 22, 2025 recommended the issue of 1,78,16,666 equity shares of face value of Rs 10/- each at an issue price of Rs. 10/- per share as per Chapter V of SEBI (LODR) Regulations, 2015.

## **16. The Company confirms the compliance of Regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and accordingly:**

- a. all the equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below stated proposed allottees in the issuer are in dematerialized form, if any; kindly note that none of the proposed allottees are holding any shares prior to this preferential allotment of shares.
- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (as amended, and any circular or notification issued by the SEBI thereunder) with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE); The Company further submits that post allotment of the shares the public holding in the company is more than 25% of the issued and subscribed capital of the company.
- e. The company has obtained the Permanent Account Number (except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board) of proposed allottees to the extent applicable and demat number of the proposed allottee and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that it has not sold any shares during the 90 trading days preceding the relevant date and is not willful a defaulter or there is no any prohibition to subscribe the shares.
- g. The Company will make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when the notice to be/ has been issued in respect of the general meeting seeking shareholders' approval by way of special resolution. Presently the company is only listed at BSE.

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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- h. Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani will subscribe total 1,27,64,427 equity shares having face value of Rs. 10/- each at issue price of Rs. 10/- per share aggregating to 63.82% of post allotment of the shares by way of preferential allotment of shares. Because of this proposed allotment to the said allottees, they have given an open offer under Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 which is pending for completion.

Accordingly, in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 17,81,66,660/- (Rupees Seventeen Crores Eighty One Lakhs Sixty Six Thousand Six Hundred and Sixty Only) by way of issuance of up to 1,78,16,666 (One Crore Seventy Eight Lakhs Sixteen Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 10/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner appropriate.

As members are aware that the company needs fund for objects as stated above, the Board of Directors in their meeting held on April 22, 2025 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (non-promoters).

This proposed allotment will help the company to improve its debt -equity ratio and by this issue of new shares, the wealth of the Shareholders and other stakeholders will increase.

**Basis or justification for the price (including the premium, if any) has been arrived at:**

Regulations 164, 165 & 166A of the SEBI (ICDR) Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made. Accordingly, the company has obtained the valuation report from the registered valuer named Mr. Jay Shah - IBBI Registered Valuer having Registration No. IBBI/RV/07/2022/14720 and same are available at the website of the company at [www.deccanbearings.in](http://www.deccanbearings.in) and also available at the registered office of the company. Considering the said report the Board has decided issue price Rs. 10/- per equity share.

**\*the shares of the company is infrequently traded as during last 240 trading days preceding the relevant date the volume/ turnover on recognized Stock exchange (BSE Limited) is less than 10% of the paid-up capital.**

The Company has also taken valuation certificate for below mentioned proposed allottees as per Regulation 166A of SEBI (ICDR) Regulation, 2018:



# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

Sr. No.	Name of the Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted under this preferential issue	Post issue holding	Post issue %
1	PARESH GUSHABHAI SATANI	AEXPS3429L	Public (Non-Promoter)	0	0	40,64,427	40,64,427	20.32%
2	TANUJ PARESHKUMAR SATANI	FXYP59270J	Public (Non-Promoter)	0	0	29,00,000	29,00,000	14.50%
3	RAMJIBHAI GUSHABHAI SATANI	AEXPS3424H	Public (Non-Promoter)	0	0	29,00,000	29,00,000	14.50%
4	CHIRAG RAMJIBHAI SATANI	AUWPS8201P	Public (Non-Promoter)	0	0	29,00,000	29,00,000	14.50%

**17. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price: Not Applicable**

The Security-wise details is as follows:

Details of Issue	No of allottees	Price Per Share	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading
NA	NA	NA	NA	NA	NA	NA

**18. Proposed Allottees:**

The name, Address, Category and PAN of the proposed allottees are under:

Sr. No.	Name	Address	Category	PAN
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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

1.	PARESH GUSHABHAI SATANI	FLAT NUMBER 902 TITAN 54, WING B SILVER STONE MAIN ROAD, 150 FEET RING ROAD, RAJKOT, 360005, GUJARAT	Public (Non- Promoter)  (Will reclassify after completion of open offer as Promoter)	AEXPS3429L
2.	TANUJ PARESHKUMAR SATANI	FLAT NO 902 TITAN 54 WING B, SILVER STONE MAIN ROAD, 150 FEET RING ROAD, RAJKOT, 360005	Public (Non- Promoter)  (Will reclassify after completion of open offer as Promoter)	FXYP59270J
3.	RAMJIBHAI GUSHABHAI SATANI	F NO B 901 TITAN 54 WING B RELIANCE MALL 150 FEET RING RD SILVER STONE MAIN ROAD WN 8 RAJKOT, 360005, GUJARAT	Public (Non- Promoter)  (Will reclassify after completion of open offer as Promoter)	AEXPS3424H
4.	CHIRAG RAMJIBHAI SATANI	F NO B 901 TITAN 54 WING B RELIANCE MALL 150 FEET RING RD SILVER STONE MAIN ROAD WN 8 RAJKOT, 360005, GUJARAT	Public (Non- Promoter)  (Will reclassify after completion of open offer as Promoter)	AUWPS8201P
5.	NANCY ROHAN VEKARIA	ATLANTIS FLAT B 1103 11TH FLOOR OPP BIG BAZAR 150 FT ROAD RAJKOT RAJKOT 360005	Public (Non- Promoter)	FMXPS6917L

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

6.	KIRAN JAYDEEP VASOYA	UNIVERSITY ROAD RIDDHI 8 NILKANTH NAGAR RAJKOT RAJKOT, 360005, GUJARAT	Public (Non- Promoter)	AUWPS8200N
7.	MAHIMA SARAF	C-93 KALPATARU SPARKLE GANDHI NAGAR NEAR MIG CLUB BANDRA EAST MUMBAI 400051	Public (Non- Promoter)	ABNPA3317N
8.	SACHAPARA GAUTAM BHARATBHAI	SHIVNGR BUDHEL BUDHEL BHAVNGR B, BHAVNAGAR GUJARAT 364002	Public (Non- Promoter)	DUVPS6648C
9.	ANNANYAA DEEPAK TRIVEDI	1201 NEPTUNE FLORENCIA C H S L VALJI LADHA ROAD MULUND WEST MUMBAI 400080	Public (Non- Promoter)	AMSPT0455A
10.	DHOLAKIA VIJAYKUMAR SHANTILAL	VRAJ JAY VIMAL NAGAR STREET N2 OP RANGOLI BELEZA APARTMENT BH ALAP AVENUE SOCIETY UNIVERSITY RAJKOT, 360005	Public (Non- Promoter)	ABQPD7481F
11.	SARTHAK DOSHI	18-B SCHEME NO. 78 NEAR TRANSFORM GYM, VIJAY NAGAR INDORE, 452010	Public (Non- Promoter)	AQDPD3055F
12.	SATANI KARAN VITTHALBHAI	SERENITY GARDEN E 804 KALAWAD ROAD BEHIND COSMOPLEX CINEMA RAJKOT RAJKOT 360005	Public (Non- Promoter)	FQUPS9302C
13.	SATANI PURVI VITTHALBHAI	SERENITY GARDEN E 804 KALAWAD ROAD BEHIND COSMOPLEX CINEMA RAJKOT RAJKOT 360005	Public (Non- Promoter)	CMVPS1722G

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(CIN L29130MH1985PLC035747)

14.	SATANI VITTHALBHAI GHUSABHAI	SERENITY GARDEN E 804 KALAWAD ROAD BEHIND COSMOPLEX CINEMA RAJKOT RAJKOT 360005	Public (Non- Promoter)	AEXPS3428M
15.	AKBARI RENUKA KALPESHBHAI	C 401 AARYALAND RESIDENCY AMBIKA TOWNSHIP JIVRAJ PARK RAJKOT 360004	Public (Non- Promoter)	AKTPA1926G
16.	SATANI ARUNBHAI RAVJIBHAI	SATANI PLOT NO 32 A SADHANA SOCIETY STREET NO 1 SAHAKAR MAIN ROAD RAJKOT 360002	Public (Non- Promoter)	AFNPS6924F
17.	DHANANI HANSABEN KANUBHAI	MANN CITY D 304, SAVARKUNDLA BY PASS ROAD, NEAR NEW RTO OFFICE AMRELI, AMRELI, 365601	Public (Non- Promoter)	FDEPD8683Q
18.	DINESHBHAI KESHUBHAI PADMANI	OM GITANJALI PARK STREEET 3 NEAR ANANDNAGAR BOLBALA TRUST MAIN ROAD RAJKOT 360002	Public (Non- Promoter)	ACGPP8013L
19.	SATANI ASHWINBHAI RAVJIBHAI	SATANI PLOT NO 32 A SADHANA SOCIETY STREET NO 1 SAHKAR MAIN ROAD RAJKOT RAJKOT 360002	Public (Non- Promoter)	AEXPS3253A
20.	MANOJ DHANJIBHAI SATANI	PARAS PALACE GEETANAGAR 5 DHARMJIVAN SOCIETY MAIN ROAD RAJKOT 360002	Public (Non- Promoter)	AEXPS2417J
21.	PARAS DHANJIBHAI SATANI	PARAS PALACE GEETANAGAR 5 DHARMJIVAN SOCIETY MAIN ROAD RAJKOT 360002	Public (Non- Promoter)	AHGPS8410D

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(CIN L29130MH1985PLC035747)

22.	RAMANI KAJALBEN ROHITBHAI	MADHAV RESI 2 NEAR SWATI PARK KOTHARIYA ROAD KOTHARIYA RAJKOT 360022	Public (Non- Promoter)	CFZPR5575K
23.	HETALBEN ARVINDBHAI CHANGANI	NILKANTH SHRAMJIVI SOCIETY, 2 DHEBAR ROAD SOUTH RAJKOT, RAJKOT, 360002	Public (Non- Promoter)	AMIPC4690C
24.	BUNHA KASTURBEN BALUBHAI	BLOCK NO 4 FLAT NO L 45 ANANDNAGAR COLONY KOTHARIYA MAIN ROAD RAJKOT 360002	Public (Non- Promoter)	HSAPB5449D
25.	DHAVAL C KYADA	NANDANVAN GITA NAGAR STREET, NUMBER 1 NEAR AJAY CHOK, NEAR GURUKUL, RAJKOT, 360002	Public (Non- Promoter)	AQZPK1817G
26.	KYADA HETAL DHAVALBHAI	NANDANVAN GITA NAGAR STREET, NUMBER 1 NEAR AJAY CHOK, NEAR GURUKUL, RAJKOT, 360002	Public (Non- Promoter)	ADJPV6110C
27.	CHANDRESH CHHAGANBHAI KYADA	GAYATRI KRUPA GITA NAGAR, STREET NUMBER 1 B NEAR AJAY, CHOK NEAR GURUKUL, RAJKOT, 360002	Public (Non- Promoter)	AFKPK6759H
28.	KAYADA HARSHABEN C	GAYATRI KRUPA GITA NAGAR, STREET NUMBER 1 B NEAR AJAY, CHOK NEAR GURUKUL, RAJKOT, 360002	Public (Non- Promoter)	BCSPK2405G
29.	ANTALA FRENIBHAI R	3020 SANATAN 3A AMBA, TOWNSHIP PVT LTD SECTOR 4 B	Public (Non- Promoter)	ALOPA7938C

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**DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

		H, TRIMANDIR SANKUL ADALAJ, GANDHINAGAR, 382421		
30.	HIREN ARUNBHAI PIPALIA	B 401 MANGAL VATIKA, SOCIETY CHHARWADA ROAD, VAPI PATEL SAMAJ VADI PARDI, VALSAD, 396195	Public (Non- Promoter)	ASTPP7297H
31.	PIPALIA HIRAL HIREN	B 402 MANGAL VATIKA, CHHARWADA ROAD BALITHA, NEAR PATEL SAMAJ BALITHA, VALSAD, 396191	Public (Non- Promoter)	AEQPV2273L
32.	CHETANKUMAR DEVRAJBHAI BOGHRA	95A SANT TUKARAM SOCIETY 3, BHATAR ROAD NEAR SWAMI, VIVEKANAND GARDEN SURAT CITY, SURAT, 395017.	Public (Non- Promoter)	ABHPB2920N
33.	ILABEN CHETANKUMAR BOGHRA	95A PART 3 SANT TUKARAM, SOCIETY GHOD DOD ROAD NEAR, SWAMI VIVEKANAND GARDEN, SURAT, 395017	Public (Non- Promoter)	AGAPB8107H
34.	SHAILESH DEVRAJBHAI BOGHRA	95A PART 3 SANT TUKARAM, SOCIETY GHOD DOD ROAD NEAR, SWAMI VIVEKANAND GARDEN, SURAT, 395017	Public (Non- Promoter)	AGAPB5066F
35.	DIMPAL SHAILESH BOGHRA	95A SANT TUKARAM SOCIETY 3, BHATAR ROAD NEAR SWAMI, VIVEKANAND GARDEN	Public (Non- Promoter)	AVFPB6825Q

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

		SURAT CITY, SURAT, 395017.		
36.	KAUSHIK DHIRAJLAL BOGHRA	95A SANT TUKARAM SOCIETY 3, BHATAR ROAD NEAR SWAMI, VIVEKANAND GARDEN SURAT CITY, SURAT, 395017.	Public (Non- Promoter)	BAYPB4046A
37.	RINKU KAUSHIK BOGHRA	95A SANT TUKARAM SOCIETY 3, BHATAR ROAD NEAR SWAMI, VIVEKANAND GARDEN SURAT CITY, SURAT, 395017.	Public (Non- Promoter)	BQCPB4186P
38.	DARSHIT BABULAL SOJITRA	TITAN 54 B 101 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVI MAINRD, RAJKOT, 360005	Public (Non- Promoter)	BINPS4350P
39.	SOJITRA SWATI DARSHITBHAI	TITAN 54 B 101 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVI MAINRD, RAJKOT, 360005	Public (Non- Promoter)	CXDPS2737J
40.	NAIMISH VALLABHBHAI SOJITRA	TITAN 54 B 101 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVI MAINRD, RAJKOT, 360005	Public (Non- Promoter)	AWPPS7127R
41.	SOJITRA DHARA NAIMISHBHAI	TITAN 54 B 101 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVI	Public (Non- Promoter)	CDYPS2493A

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**DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

		MAINRD, RAJKOT, 360005		
42.	SOJITRA SANDEEP V	TITAN 54 B 701 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVA MAINRD, RAJKOT, 360005.	Public (Non- Promoter)	BADPS3583G
43.	SOJITRA HETAL SANDIPBHAI	TITAN 54 B 701 SILVER STONE, MAIN RD OPP OSCAR TOWER BEHIND, RELIANCE MALL NANA MAVA MAINRD, RAJKOT, 360005.	Public (Non- Promoter)	CDYPS2463L
44.	HIRENBHAI DINESHBHAI KHUNT	FLAT NO A 701 TITAN 54 SILVER, STONE MAIN ROAD OPP OSKAR, TOWER NANA MAVA ROAD, RAJKOT, 360001.	Public (Non- Promoter)	AYOPK7384H
45.	ASHRUTI HIREN KHUNT	FLAT NO A 701 TITAN 54, SILVER STONE MAIN ROAD OPP, OSKAR TOWER NANA MAVA ROAD, RAJKOT, 360001	Public (Non- Promoter)	AVVPD0180A
46.	ANILBHAI BACHUBHAI SOJITRA	SHREE BLOCK NO B 25, VIDHUTNAGARSTREET NO 3 OPP, ASTORAN SOCIETY GARDEN, RAJKOT, 360001	Public (Non- Promoter)	ALCPS9819A
47.	PRITIBEN ANILBHAI SOJITRA	SHREE BLOCK NO B 25, VIDHUTNAGAR STREET NO 3 OPP, ASTORAN SOCIETYGARDEN, RAJKOT, 360001	Public (Non- Promoter)	AYPPS2092B

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

48.	KRUNAL BOGHRA	A 501 TITAN 54 SILVERSTONE, MAIN ROAD OPP OSCAR TOWER, RAJKOT, 360005	Public (Non- Promoter)	AYMPB6238K
49.	DENISHA KRUNAL BOGHRA	A 501 TITAN 54 SILVERSTONE, MAIN ROAD OPP OSCAR TOWER, RAJKOT, 360005	Public (Non- Promoter)	BYIPB4718D
50.	NIRAV BOGHRA	A 401 TITAN 54 SILVERSTONE, MAIN ROAD OPP OSCAR TOWER, RAJKOT, 360005	Public (Non- Promoter)	ANWPB2131N
51.	BOGHRA PRIYANKA NIRAV	A 401 TITAN 54 SILVERSTONE, MAIN ROAD OPP OSCAR TOWER, RAJKOT, 360005	Public (Non- Promoter)	AINPT7377G
52.	DIVYESH RAMBHAI KOTADIA	BLOCK 201 KEVALAM APPARTMENT, 3 MARUTINAGAR AIRPORT ROAD, RAJKOT, 360001	Public (Non- Promoter)	ADSPK1561F
53.	KAKADIYA VALJIBHAI DHARAMSHIBHAI	OM APPT SECOND FLR MAYUR, PARK 2 SYAMVADI STREET BHAKTI, NAGAR CIRCLE NR GEETA MANDIR, RAJKOT, 360002	Public (Non- Promoter)	BONPK7416Q
54.	MUKTABEN PARSOTAMBHAI RAMOTIA	BHOJRAJPARA 28 15, KUMBHARVADO GONDAL, RAJKOT, 360311	Public (Non- Promoter)	HPUPR9977D
55.	GAGJIBHAI PUNABHAI RANPARIYA	GOVIND NAGAR MAIN, ROADSTREET NO 6, KHODIYAR KRUPA, RAJKOT, 360001	Public (Non- Promoter)	BEPPR3319H

Registered Office: 136, B Wing Ansa Industrial. Estate, Sakivihar Road, Sakinaka, Andheri (East)  
Mumbai- 400 072

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(CIN L29130MH1985PLC035747)

56.	SHILPABEN P MAVANI	F 1301, NEAR ABHILASHA HEIGHTS, UTRAN, SHALIGRAM STATUS, SURAT 394105	Public (Non- Promoter)	APPPM9443P
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## 19. Pre-Holdings of proposed allottee: Not Applicable

As on date the following allottee have pre-holdings:

Sr. No.	Name	No. of shares	%	Pre-holding Lock In release date
1	PARESH GUSHABHAI SATANI	0	0	NA
2	TANUJ PARESHKUMAR SATANI	0	0	NA
3	RAMJIBHAI GUSHABHAI SATANI	0	0	NA
4	CHIRAG RAMJIBHAI SATANI	0	0	NA
5	NANCY ROHAN VEKARIA	0	0	NA
6	KIRAN JAYDEEP VASOYA	0	0	NA
7	MAHIMA SARAF	0	0	NA
8	SACHAPARA GAUTAM BHARATBHAI	0	0	NA
9	ANNANYAA DEEPAK TRIVEDI	0	0	NA
10	DHOLAKIA VIJAYKUMAR SHANTILAL	0	0	NA
11	SARTHAK DOSHI	0	0	NA
12	SATANI KARAN VITTHALBHAI	0	0	NA
13	SATANI PURVI VITTHALBHAI	0	0	NA
14	SATANI VITTHALBHAI GHUSABHAI	0	0	NA
15	AKBARI RENUKA KALPESHBHAI	0	0	NA
16	SATANI ARUNBHAI RAVJIBHAI	0	0	NA
17	DHANANI HANSABEN KANUBHAI	0	0	NA
18	DINESHBHAI KESHUBHAI PADMANI	0	0	NA
19	SATANI ASHWINBHAI RAVJIBHAI	0	0	NA
20	MANOJ DHANJIBHAI SATANI	0	0	NA
21	PARAS DHANJIBHAI SATANI	0	0	NA
22	RAMANI KAJALBEN ROHITBHAI	0	0	NA
23	HETALBEN ARVINDBHAI CHANGANI	0	0	NA
24	BUNHA KASTURBEN BALUBHAI	0	0	NA
25	DHAVAL C KYADA	0	0	NA
26	KYADA HETAL DHAVALBHAI	0	0	NA
27	CHANDRESH CHHAGANBHAI KYADA	0	0	NA

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

28	KAYADA HARSHABEN C	0	0	NA
29	ANTALA FRENIBHAI R	0	0	NA
30	HIREN ARUNBHAI PIPALIA	0	0	NA
31	PIPALIA HIRAL HIREN	0	0	NA
32	CHETANKUMAR DEVRAJBHAI BOGHRA	0	0	NA
33	ILABEN CHETANKUMAR BOGHRA	0	0	NA
34	SHAILESH DEVRAJBHAI BOGHRA	0	0	NA
35	DIMPAL SHAILESH BOGHRA	0	0	NA
36	KAUSHIK DHIRAJLAL BOGHRA	0	0	NA
37	RINKU KAUSHIK BOGHRA	0	0	NA
38	DARSHIT BABULAL SOJITRA	0	0	NA
39	SOJITRA SWATI DARSHITBHAI	0	0	NA
40	NAIMISH VALLABHBHAI SOJITRA	0	0	NA
41	SOJITRA DHARA NAIMISHBHAI	0	0	NA
42	SOJITRA SANDEEP V	0	0	NA
43	SOJITRA HETAL SANDIPBHAI	0	0	NA
44	HIRENBHAI DINESHBHAI KHUNT	0	0	NA
45	ASHRUTI HIREN KHUNT	0	0	NA
46	ANILBHAI BACHUBHAI SOJITRA	0	0	NA
47	PRITIBEN ANILBHAI SOJITRA	0	0	NA
48	KRUNAL BOGHRA	0	0	NA
49	DENISHA KRUNAL BOGHRA	0	0	NA
50	NIRAV BOGHRA	0	0	NA
51	BOGHRA PRIYANKA NIRAV	0	0	NA
52	DIVYESH RAMBHAI KOTADIA	0	0	NA
53	KAKADIYA VALJIBHAI DHARAMSHIBHAI	0	0	NA
54	MUKTABEN PARSOTAMBHAI RAMOTIA	0	0	NA
55	GAGJIBHAI PUNABHAI RANPARIYA	0	0	NA
56	SHILPABEN P MAVANI	0	0	NA

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: **NA**

## 20. Change in Control:

The issue of the Equity shares will result into change in the Management or control of the Company on completion of open offer given by Mr. Paresh Gushabhai Satani, Mr. Tanuj

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding of individual allottees will result into trigger an open offer, detailed information is as given below:

- Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani through this preferential allotment of shares acquiring 63.82% of the proposed enhanced capital of the company.
- Accordingly, Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 have given an open offer which is presently pending for completion before the regulator SEBI. There will be also change in control post completion of the open offer.

## **21. Reasoned Recommendation from Committee of Independent Directors of the issuer Company pursuant to Regulation 166A(2) of SEBI (ICDR) Regulations, 2018:**

In accordance with the provision of Regulation 166A (2) of SEBI (ICDR) Regulations, 2018, the Meeting of committee of Independent Directors was held on April 22, 2025, all Independent Directors have made reasoned recommendation after considering all the aspects relating to the preferential issue including Pricing on preferential issue of up to 1,78,16,666 Equity Shares having face value of Rs. 10/- each at issue Price of Rs. 10/- each. This preferential issue also results change in control of the Company (Issuer) pursuant to Regulation 3 (1) & 4 of SEBI (SAST) Regulations, 2011. The main reasons are:

- I. The company is/will be under the leadership of Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani who have vast experience (of more than 3 decades) of the present business of the Company.
- II. The company is not doing any business. Involvement of Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani (who are having rich experience of more than 3 decades in the main business) in the company is in the best interest of the minority shareholders and it will help to start good revenue/ business in the company, increase growth of the company and maximise wealth/ value of the company and all stakeholders.

This preferential allotment of shares will entitle Mr. Paresh Gushabhai Satani, Mr. Tanuj Pareshkumar Satani, Mr. Chirag Ramjibhai Satani, and Mr. Ramjibhai Gushabhai Satani around 63.82% of the enhanced capital resulting in change of management of the company. It will be

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

coming with an open offer in compliance with Regulation 3 (1) & 4 of the SEBI (SAST) Regulations, 2011.

The Voting Pattern of Committee meeting of Independent Directors is as given below (Only all independent Directors were present in the meeting):

**a) PREFERENTIAL ISSUE AND ALLOTMENT OF 1,78,16,666 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY:**

<b>Name of Independent Director</b>	<b>Vote casted in favour of resolution</b>	<b>Vote casted against the resolution</b>
Nishith Trivedi	✓	-
Ajay Jagdishbhai Gohel	✓	-
Aakansha Vaid	✓	-
Nitin Arvind Oza	✓	-
Sandip Keshav Pawar	✓	-
Shilpa Sagar Parab	✓	-

**22. Lock-in period:**

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018.

**As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:**

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s) and to promoter and promoters' group shall be lock- in for the period of 18 Months from the date of trading approval granted for shares/ securities.

**Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations: NA**

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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in from the relevant date up to a period of 90 trading days from the date of trading approval.:

**NA**

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

As and when the Board take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

In accordance with Sections 23(1)(b), 39, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement /on a preferential basis.

**ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- (RUPEES TWENTY CRORE ONLY) CONSISTING OF 2,00,00,000 (TWO CRORE) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) PER EQUITY SHARE UNDER SECTION 61 OF THE COMPANIES ACT, 2013.**

The Present Authorized Capital of the Company is Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lakhs only) consists of 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares and the paid -up capital of the Company consists of 21,83,334 (Twenty One Lakhs Eighty Three Thousand Three Hundred and Thirty Four) equity shares of face value of Rs 10/- each aggregating to Rs. 2,18,33,340/- (Rupees Two Crore Eighteen Lakhs Thirty Three Thousand Three Hundred and Forty only). To accommodate the fresh issue of the capital by way of preferential issue, the company needs to increase its authorized capital.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lakhs only) consists of 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) consisting of 2,00,00,000 (Two Crore) equity shares of face value of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The Company pursuant to section 61 read with section 61, 64 and 13 will take appropriate approval from the members under Companies Act, 2013.

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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Consequently, **Clause V** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as an Ordinary Resolution.

## **ITEM NO. 3: TO REGULARISE/APPOINT MRS. AAKANSHA VAID (DIN: 02796417) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mrs. Aakansha Vaid (DIN: 02796417) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mrs. Aakansha Vaid (DIN: 02796417):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming her eligibility for such appointment and
- (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mrs. Aakansha Vaid (DIN: 02796417) was appointed as an Additional Director on the Board with effect from October 22, 2024 and her term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, she can be regularized as a director with the

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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approval of members of the Company at any general meeting. She has qualified the Independent Director's Examination and fulfils the conditions for their appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Aakansha Vaid as an Independent Director for a period of Five years. She is not liable to retire by rotation.

In the opinion of the Board Mrs. Aakansha Vaid fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mrs. Aakansha Vaid (DIN: 02796417) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mrs. Aakansha Vaid (DIN: 02796417) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mrs. Aakansha Vaid (DIN: 02796417) being appointee is interested in her appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 3 for approval of the members as Special Resolution.

Brief Profile of Mrs. Aakansha Vaid (DIN: 02796417) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Aakansha Vaid
DIN	02796417
Age	37
Qualification	Company Secretary
Date of Appointment	October 22, 2024
Terms of Proposed appointment	Non-Executive Independent Director, Not liable to retire by rotation
Experience	Mrs. Aakansha Vaid is a Company Secretary by

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## DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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	profession. She was a Practicing Company Secretary and having experience of more than 10 years of experience now since last one year she is in employment. She has also done the LLB and other graduation in the field of BBA (Bachelor of Business & Administration).
Other directorship	1. YASH TRADING AND FINANCE LIMITED 2. INTEGRATED HITECH LIMITED
Other listed Chairmanship /Membership	<u>INTEGRATED HITECH LIMITED:</u> Audit Committee - Member Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Chairperson Corporate Social Responsibility Committee – Chairperson
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

### **ITEM NO. 4: TO REGULARISE/APPOINT MR. NISHITH TRIVEDI (DIN: 10332082) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Nishith Trivedi (DIN: 10332082) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Nishith Trivedi (DIN: 10332082):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in subsection (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Nishith Trivedi (DIN: 10332082) was appointed as an Additional Director on the board with effect from March 15, 2025 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Nishith Trivedi (DIN: 10332082) as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Nishith Trivedi fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Nishith Trivedi (DIN: 10332082) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Nishith Trivedi (DIN: 10332082) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Nishith Trivedi (DIN: 10332082) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

The Board of Directors recommends the resolutions as set out at Item No. 4 for approval of the members as Special Resolution.

Brief Profile of Mr. Nishith Trivedi (DIN: 10332082) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Nishith Trivedi
DIN	10332082
Age	40
Qualification	MBA Finance
Date of Appointment	March 15, 2025
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	He has a core expertise in the field of Finance and Engineering, which shall the benefit the company in long term.
Other directorship	1. Satani Nextgen Engineering Limited 2. Ganga Forging Limited 3. Sera Investments & Finance India Limited
Other listed Chairmanship /Membership	Nil
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

**ITEM NO. 5 & 6: TO REGULARISE/APPOINT MR. PRIYANKBHAI VASANTBHAI GHELANI (DIN: 10989804) MANAGING DIRECTOR (I.E., FROM ADDITIONAL DIRECTOR TO DIRECTOR, AND THEN FROM DIRECTOR TO MANAGING DIRECTOR) OF THE COMPANY AND FIXING HIS REMUNERATION.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) in the meeting held on February 25, 2025 with effect from March 15, 2025. The Nomination and Remuneration Committee had reviewed the proposed

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from March 15, 2025 for three years.

The Company had received consent letter from Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) to act as a Director/Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) are as under:

- a. Tenure of appointment — 3 years w.e.f. March 15, 2025
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration:

Sr. No.	Financial Year	Remuneration (In Rs.)
1	FY 2024-25 (w.e.f. 15/03/2025)	Rs. 50,000/- per month
2	FY 2025-26	Rs. 50,000/- per month
3	FY 2026-27 & 2027-28 (until 24/03/2028)	Rs. 50,000/- per month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

- e. Travelling allowances including insurance for business trips as per Company's Policy. The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

## **Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

### **i. General Information**

Nature of Industries	Engaged in Business of manufacturing and Trading of ball bearings, cylindrical roller bearings, Spherical roller bearings, taper roller bearings etc.,
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

### **ii. Information of appointee, Mr. Priyankbhai Vasantbhai Ghelani / Brief Profile of Mr. Priyankbhai Vasantbhai Ghelani {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

Description	Details
Name	Mr. Priyankbhai Vasantbhai Ghelani
DIN	10989804

Registered Office: 136, B Wing Ansa Industrial. Estate, Sakivihar Road, Sakinaka, Andheri (East)  
Mumbai- 400 072

Contact No: 9223400434

Email id : cs.deccanbearingsltd@gmail.com ; Website : www.deccanbearings.in

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

Age	42 years
Qualification	Bachelor of Commerce
Experience / Job Profile /Suitability	Mr. Ghelani is having good experience in manufacturing industry. His experience is much instrumental in future progress of the company.
Terms and Conditions of appointment	Managing Director for a period of 3 years.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	As stated above in point no. C of this statement.
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	March 15, 2025
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	There is no other relationship between Directors.
Shareholding in the Company (as on the date of EGM Notice)	Nil
Directorships of other Board	Satani Nextgen Engineering Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	Nil
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized manufacturing and trading related companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	There is no Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.
Recognition or awards	Nil

### iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Loss or inadequate profits due to bad market condition. Hence, Now the company is expecting good revenue in near future.

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Steps taken or proposed to be taken for improvement.	The company is trying to reduce all expenses to improve the profitability
Expected increase in productivity and profits in measurable terms	Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) under Section 190 of the Act.

Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) are as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) are interested in the resolution set out at Item No. 5 & 6 of the Notice.

The relatives of Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) may be deemed to be interested in the resolution set out at Item No. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except stated above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Priyankbhai Vasantbhai Ghelani (DIN: 10989804) as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval of the members.

**ITEM NO. 7: TO REGULARISE/APPOINT MR. NITIN ARVIND OZA (DIN: 03198502) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Nitin Arvind Oza (DIN: 03198502) from Additional Independent Director to Independent Director of the Company.

The Company has received from Nitin Arvind Oza (DIN: 03198502):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Nitin Arvind Oza (DIN: 03198502) was appointed as an Additional Director on the board with effect from October 22, 2024 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Akhil Nair as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Nitin Arvind Oza fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent non- executive Director is now being placed before the Members for their approval.



# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

A copy of the draft letter for the appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Nitin Arvind Oza (DIN: 03198502) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 7 for approval of the members as Special Resolution.

Brief Profile of Mr. Nitin Arvind Oza (DIN: 03198502) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)};

Description	Details
Name of the Director	Nitin Arvind Oza
DIN	03198502
Age	60
Qualification	Chartered Accountant
Date of Appointment	October 22, 2024
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	Mr. Nitin Arvind Oza is a Chartered Accountant and having experience of more than 25 years.
Other directorship	1. Nutricircle Limited 2. Suncity Synthetics Limited 3. RRP Semiconductor Limited 4. Sky Industries Limited
Other listed Chairmanship /Membership	1. RRP Semiconductor Limited 2. Suncity Synthetics Limited
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil

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(CIN L29130MH1985PLC035747)

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Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

## **ITEM NO. 8: TO REGULARISE/APPOINT MR. AJAY JAGDISHBHAI GOHEL (DIN: 10989812) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Ajay Jagdishbhai Gohel (DIN: 10989812):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) was appointed as an Additional Director on the Board on March 15, 2025 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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The Nomination and Remuneration Committee has recommended the appointment of Mr. Ajay Jagdishbhai Gohel as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Ajay Jagdishbhai Gohel fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 8 for approval of the members as Special Resolution.

Brief Profile of Mr. Ajay Jagdishbhai Gohel (DIN: 10989812) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Ajay Jagdishbhai Gohel
DIN	10989812
Age	31
Qualification	MBA
Date of Appointment	March 15, 2025
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	Mr. Ajay Jagdishbhai Gohel is having good experience in the field of marketing and sales.
Other directorship	Satani Nextgen Engineering Limited

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# DECCAN BEARINGS LTD

(CIN L29130MH1985PLC035747)

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Other listed Chairmanship /Membership	Nil
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	N.A.
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

**ITEM NO. 9: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.**

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 1,000 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

# **DECCAN BEARINGS LTD**

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In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

## **ITEM NO. 10: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of any other entities in group up to an aggregate sum of Rs. 1,000 Crores (Rupees One Thousand Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 10 for approval of the members as Special resolution.

**ITEM NO. 11: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

As a part of its business strategy, the company may be required to invest its funds or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. 1) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1,000 Crores;

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided

# **DECCAN BEARINGS LTD**

(CIN L29130MH1985PLC035747)

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that the total amount of such investments outstanding at any time shall not exceed Rs. 1,000 Crores; and which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 11 for approval of the members as Special resolution.

**By or on behalf of Deccan Bearings Ltd**

**Sd/-**

**Priyankbhai Vasantbhai Ghelani**

**Managing Director**

**(DIN: 10989804)**

**Dated this April 22, 2025 at Mumbai.**