

# DECCAN BEARINGS LIMITED

**CIN: L29130MH1985PLC035747**

25/11/2025

To  
The General Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001

**BSE CODE: 505703**

**SUBJECT: NOTICE OF EXTRA- ORDINARY GENERAL MEETING (“EGM”)**

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra-Ordinary General Meeting scheduled to be held on **Friday, 19<sup>th</sup> December 2025 at 2:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in accordance with the circular issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

In compliance with above mentioned circulars, the Notice of Extra-Ordinary General Meeting will be sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged Purva Shareregistry (I) Pvt Ltd for providing facility for voting through remote e-Voting, for participation in the EGM and e-Voting during the EGM.

**Key information:**

Cut-off Date	Friday, 12 <sup>th</sup> December, 2025
Day, Date and time of commencement of remote e-Voting	Tuesday, 16 <sup>th</sup> December 2025 at 9.00 a.m.(IST)
Day, Date and time of end of remote e-Voting	Thursday, 18 <sup>th</sup> December, 2025 at 5.00 p.m. (IST)
Extra Ordinary General Meeting	Friday, 19 <sup>th</sup> December, 2025 at 2.00 p.m.

Registered Office: B-103, Ansa Industrial. Estate, Sakivihar Road, Sakinaka, Andheri (East)  
Mumbai- 400 072, Contact No: 9223400434

Email id : [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com) ; Website : [www.deccanbearings.in](http://www.deccanbearings.in)

# **DECCAN BEARINGS LIMITED**

---

**CIN: L29130MH1985PLC035747**

The copy of the Notice of EGM is also available on the Website of the Company at [www.deccanbearings.in](http://www.deccanbearings.in) and on the website of the Stock Exchange i.e., BSE limited at [www.bseindia.com](http://www.bseindia.com) and on the RTA website.

Kindly acknowledge and take on record the same.

Thanking you,

**For Deccan Bearings Limited,**

**CS Asha Pal**  
**Company Secretary & Compliance Officer**  
**Membership No. : A58325**

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT 02<sup>ND</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DECCAN BEARINGS LIMITED WILL BE HELD ON FRIDAY, 19<sup>TH</sup> DECEMBER 2025 AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS(ES):**

-----

### **ITEM NO. 1: TO REGULARISE/APPOINT MR. PARESH GUSHABHAI SATANI (DIN: 11387704) 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. Paresh Gushabhai Satani (DIN: 11387704), who was appointed as an Additional Director of the Company with effect from November 20, 2025 pursuant 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 General Meeting, 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. Paresh Gushabhai Satani (DIN: 11387704), 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;

**RESOLVED FURTHER THAT** Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.”

### **ITEM NO. 2: APPOINTMENT OF MR. PARESH GUSHABHAI SATANI (DIN: 11387704) 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 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. Paresh Gushabhai Satani (DIN: 11387704), as Managing Director of the Company for a period of 3 (Three) years

effective from November 20, 2025 till November 19, 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. Paresh Gushabhai Satani (DIN: 11387704) 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 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. Paresh Gushabhai Satani (DIN: 11387704), 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.

**RESOLVED FURTHER THAT** Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.”

**ITEM NO. 3: APPOINTMENT OF MR. TANUJ PARESHKUMAR SATANI (DIN: 11387693) AS A WHOLETIME DIRECTOR OF THE COMPANY :**

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. Tanuj Pareshkumar Satani (DIN: 11387693), as a Wholetime Director of the Company for a period of 3 (Three) years effective from November 20, 2025 till November 19, 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. Tanuj Pareshkumar Satani (DIN: 11387693) 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 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. Tanuj Pareshkumar Satani (DIN: 11387693), as Wholetime 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.

**RESOLVED FURTHER THAT** Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.”

**ITEM NO. 4: APPOINTMENT OF MR. CHIRAG RAMJIBHAI SATANI (DIN: 11387710) AS A WHOLETEIME DIRECTOR OF THE COMPANY :**

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. Chirag Ramjibhai Satani (DIN: 11387710), as a Wholetime Director of the Company for a period of 3 (Three) years effective from November 20, 2025 till November 19, 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. Chirag Ramjibhai Satani (DIN: 11387710) 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 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. Chirag Ramjibhai Satani (DIN: 11387710) as Wholetime 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.

**RESOLVED FURTHER THAT** Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.”

**ITEM NO. 5: CHANGE OF NAME OF THE COMPANY FROM “DECCAN BEARINGS LIMITED” TO “SATANI BEARINGS LIMITED” :**

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

“**RESOLVED THAT** pursuant to section 4, 13 and 14 of the Companies Act, 2013, the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from “**DECCAN BEARINGS LIMITED**” to “**SATANI BEARINGS LIMITED**” to properly reflect the main business activities of the Company;

**RESOLVED FURTHER THAT** the name “**DECCAN BEARINGS LIMITED**” wherever appearing in the Memorandum and Articles of Association and other documents, letter heads etc. shall be substituted by the new name “**SATANI BEARINGS LIMITED**”;

**RESOLVED FURTHER THAT** Any Director of behalf of the Board of Directors of the Company, be and is hereby authorised for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company;

**RESOLVED FURTHER THAT** Any Directors or Company Secretary be and are hereby severally authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

**ITEM NO. 6 : ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association (“MOA”) of the Company by altering the following Clause III (A) (1), (2) and (3) in the following manner:

**Alteration of Clause III (A) (1), (2) and (3) to the Main Object Clause of the Memorandum of Association of the Company:-**

1. To carry on the business in India and abroad relating to manufacturing, production, processing, purchasing, selling, and trading of all types of bearing rings & all types of bearing components like Cage , Roller , Ball , Rubber & Metal Seal, automotive components, other precision-engineered products, raw material of alloy steel, bearing steel, ferrous, nonferrous metals and all type of waste &, scrap.
2. To carry on the business in India and abroad of fabrication, assembly, handling, importing, exporting, and all related activities in connection with metal products as part of the Company’s core business operations.
3. To carry on all such business activities as may be necessary, incidental, or conducive to the attainment of the main objects of the Company, including but not limited to research and development, and the establishment or management of manufacturing units.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with MCA or submission of documents with any other authority, for the purpose

of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and On behalf of  
DECCAN BEARINGS LIMITED,**

**Sd/-  
CS ASHA PAL  
Membership No: A58325  
Company Secretary & Compliance Officer**

**Date: 08<sup>th</sup> November 2025  
Place: Mumbai**

### NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the items of the accompanying Notice, is annexed hereto.
2. The Notice convening 02<sup>nd</sup> EGM along with the Explanatory Statement is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 02<sup>nd</sup> EGM will also be available on the Company's website [www.deccanbearings.in](http://www.deccanbearings.in) and the website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com).
3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the 02<sup>nd</sup> EGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed herewith. Accordingly, the facility for appointment of proxies by the Members will not be available for the 02<sup>nd</sup> EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer [suprabhatcs08@gmail.com](mailto:suprabhatcs08@gmail.com) by e-mail on its registered e-mail address to with a copy marked to [evoting@purvashare.com](mailto:evoting@purvashare.com).
5. The Members can join the 02<sup>nd</sup> 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 02<sup>nd</sup> EGM through VC/OAVM will be made available for 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.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 21<sup>st</sup> November 2025, Friday, have been considered for the purpose of sending the Notice of 02<sup>nd</sup> EGM.
8. 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 the Circulars issued by the Ministry of Corporate Affairs 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 **M/s Purva Sharegistry (India) Private Limited** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the EGM will be provided by M/s Purva Sharegistry (India) Private Limited.

9. 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 through e-voting.
10. Register of Members and Transfer Books of the Company will remain closed from **Saturday, 13th December 2025 to Friday, 19th December 2025** (both dates inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
11. As per Regulation 40 of SEBI Listing Regulations, 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 Company or Company's Registrar and Transfer Agent M/s Purva Sharegistry (India) Private Limited at [evoting@purvashare.com](mailto:evoting@purvashare.com) for assistance in this regard.
12. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s Purva Sharegistry (India) Private Limited.
14. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to M/s Purva Sharegistry (India) Private Limited; in case the shares are held by them in physical form.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s Purva Sharegistry (India) Private Limited for shares held in physical form, with relevant documents that may be required.
16. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:-
  - **Day, date and time of commencement of remote e-Voting: Tuesday, 16<sup>th</sup> December 2025 at 9.00 a.m. (IST)**
  - **Day, date and time of end of remote e-Voting: Thursday 18<sup>th</sup> December, 2025 at 5.00 p.m. (IST)**

17. The Company has fixed **Friday, 12<sup>th</sup> December, 2025** as the “Cut-off date” for identifying the Members who shall be eligible for participation in the 02<sup>nd</sup> EGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the EGM. 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 shall be entitled to attend the EGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the EGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this EGM for information purposes only.
18. The Board of Directors have appointed CS Suprabhat Chakraborty, Practicing Company Secretary (Membership No. ACS 41030 & CP No. 15878) from M/s Suprabhat Chakraborty & Associates, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the EGM and through remote e-voting, will not later two working days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.deccanbearings.in](http://www.deccanbearings.in) and website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period begins on **Tuesday, 16<sup>th</sup> December 2025 at 9.00 a.m. (IST) and ends on Thursday 18<sup>th</sup> December, 2025 at 5.00 p.m. (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 12<sup>th</sup> December, 2025** may cast their vote electronically. The e-voting module shall be disabled by M/s Purva Sharegistry (India) Private Limited (RTA) 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</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, 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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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 re-directed 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> <p>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></p> <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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and</p>

	you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 & voting during the meeting.

**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**

<u>Login type</u>	<u>Helpdesk details</u>
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.</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. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through Purva Sharegistry (India) Private Limited (RTA) platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the **EVS**N 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” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory 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 Sharegistry (India) Private Limited (RTA) e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs.deccanbearingsltd@gmail.com](mailto:cs.deccanbearingsltd@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138 for procuring user id and password for e-voting by providing above mentioned documents.
4. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (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 or 022-35220056.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.
5. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the EGM shall be disabled by Purva for voting 15 minutes after the conclusion of the Meeting

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

1. The procedure for attending meeting & e-Voting on the day of the EGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for 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 EGM/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 atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**For and On behalf of  
DECCAN BEARINGS LIMITED,**

**Sd/-  
CS ASHA PAL  
Membership No: A58325  
Company Secretary & Compliance Officer**

**Date: 08<sup>th</sup> November 2025**

**Place: Mumbai**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS.**

---

The Board of Directors wishes to inform the shareholders that the Company has recently made several important changes in order to strengthen its management and align its business activities with future growth plans. Firstly, the composition of the Board of Directors has been changed, and new members with relevant experience and expertise have been appointed to guide the Company more effectively. Secondly, after reviewing the long-term vision and opportunities available, the Company proposes to change its main object so that it can undertake new business activities that are better suited to the current market environment and future expansion plans. Finally, it is also proposed to change the name of the Company so that it accurately reflects the revised business objectives and creates a stronger brand identity. These changes are being placed before the shareholders for approval, as required under law, and we request your support in passing the necessary resolution to enable the Company to move forward confidently and successfully.

**ITEM NO. 1 & 2 : TO REGULARISE/APPOINT MR. PARESH GUSHABHAI SATANI (DIN: 11387704) 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. Paresh Gushabhai Satani (DIN: 11387704) in the meeting held on November 08, 2025 with effect from November 20, 2025. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he 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 November 20, 2025 for three years.

The Company had received consent letter from Mr. Paresh Gushabhai Satani (DIN: 11387704) 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. Paresh Gushabhai Satani (DIN: 11387704) are as under :**

- a. Tenure of appointment — 3 years w.e.f. November 20, 2025 to November 19, 2028.
- 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: upto Rs. 40 Lakhs per annum  
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. Medclaim 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.
- 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, production, processing, purchasing, selling, and trading of all types of bearing rings & all types of bearing components and all related activities in connection with metal products.
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 diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

- ii. **Information of appointee. Mr. Paresh Gushabhai Satani/ Brief Profile of Mr. Paresh Gushabhai Satani {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:**

<b>Description</b>	<b>Details</b>
Name	Mr. Paresh Gushabhai Satani
DIN	11387704
Age	59 Years
DOB	10/05/1966
Qualification	Higher Secondary School
Experience / Job Profile /Suitability	Mr. Paresh Gushabhai Satani is a Proprietor of Satani Industries, which is founded in the year 1983. He is a partner in various Satani Group of companies having experience in Bearing industry with more than 40 Years and having robust experience in the field of manufacturing industry where he dedicated to the design, development, manufacture and supply of complete solution where high performance bearing races are needed. He is a first generation entrepreneur and object to build socio economic organisation to cater large scale of employment for my country.
Terms and Conditions of appointment	Managing Director for a period of 3 years. i.e. 20th November 2025 to 19th November 2028.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	Upto Rs. 40 Lakhs Per Annum
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	20 <sup>th</sup> November 2025
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Directors Mr. Tanuj Pareshkumar Satani and Mr. Chirag Ramjibhai Satani are relatives of the Director
Shareholding in the Company (as on the date of EGM Notice)	40,64,427 Equity Shares
Directorships of other Board	Nil

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. The Remuneration is payable as per mutually Consent between Board and Mr. Paresh Gushabhai Satani.
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**

<b>Description</b>	<b>Details</b>
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.
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. Paresh Gushabhai Satani (DIN: 11387704) under Section 190 of the Act.

Mr. Paresh Gushabhai Satani (DIN: 11387704) 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. Paresh Gushabhai Satani (DIN: 11387704) 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. Paresh Gushabhai Satani (DIN: 11387704) is interested in the resolution set out at Item No. 1 & 2 of the Notice.

The relatives of Mr. Paresh Gushabhai Satani (DIN: 11387704) may be deemed to be interested in the resolution set out at Item No. 1 & 2 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 except Mr. Tanuj Pareshkumar Satani and Mr. Chirag Ramjibhai Satani. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Paresh Gushabhai Satani (DIN: 11387704) 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. 1 & 2 of the Notice for approval of the members.

**ITEM NO. 3: APPOINTMENT OF MR. TANUJ PARESHKUMAR SATANI (DIN: 11387693) AS A WHOLETIME DIRECTOR OF THE COMPANY :**

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. Tanuj Pareshkumar Satani (DIN: 11387693) in the meeting held on November 08, 2025 with effect from November 20, 2025. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from Additional Director to Wholetime Director by way of regularization and approval of his position as the Wholetime Director of the Company with effect from November 20, 2025 for three years.

The Company had received consent letter from Mr. Tanuj Pareshkumar Satani (DIN: 11387693) to act as a Wholetime Director of the Company.

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

**Broad particulars of the terms of appointment of and remuneration payable to Mr. Tanuj Pareshkumar Satani (DIN: 11387693) are as under :**

- a. Tenure of appointment — 3 years w.e.f. November 20, 2025 to November 19, 2028.
- 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: upto Rs. 20 Lakhs per annum  
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. Medclaim 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.

- 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 Wholetime 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, production, processing, purchasing, selling, and trading of all types of bearing rings & all types of bearing components and all related activities in connection with metal products.
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 diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

**ii. Information of appointee, Mr. Tanuj Pareshkumar Satani/ Brief Profile of Mr. Tanuj Pareshkumar Satani {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. Tanuj Pareshkumar Satani

DIN	11387693
Age	29 years
DOB	24/12/1996
Qualification	Diploma
Experience / Job Profile /Suitability	Mr. Tanuj Satani is Engineer by qualification and Innovator. He is a second generation entrepreneur and joined his family business since last 5 Years. He is instrumental in technological advancement and innovation in his organization for safety of workers and staffs. He had build organization where three values are stance with Creating People, Products and Society. He had undergone with various small, mid and large size capacity expansions for forging and machining unit to mobilise all resources to create more employment for my country, i.e India.
Terms and Conditions of appointment	Whole Time Director for a period of 3 years. i.e. 20 <sup>th</sup> November 2025 to 19 <sup>th</sup> November 2028.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	Upto Rs. 20 Lakhs Per annum
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	20 <sup>th</sup> November 2025
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Directors Mr. Paresh Gushabhai Satani and Mr. Chirag Ramjibhai Satani are relatives of the Director
Shareholding in the Company (as on the date of EGM Notice)	29,00,000 Equity Shares
Directorships of other Board	Nil
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. The Remuneration is payable as per mutually Consent between Board and Mr. Tanuj Pareshkumar Satani.
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**

<b>Description</b>	<b>Details</b>
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.
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. Tanuj Pareshkumar Satani (DIN: 11387693) under Section 190 of the Act.

Mr. Tanuj Pareshkumar Satani (DIN: 11387693) 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. Tanuj Pareshkumar Satani (DIN: 11387693) 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. Tanuj Pareshkumar Satani (DIN: 11387693) are interested in the resolution set out at Item No. 3 of the Notice.

The relatives of Mr. Tanuj Pareshkumar Satani (DIN: 11387693) may be deemed to be interested in the resolution set out at Item No. 3 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 except Mr. Paresh Gushabhai Satani and Mr. Chirag Ramjibhai Satani. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Tanuj Pareshkumar Satani (DIN: 11387693) as a Wholetime 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. 3 of the Notice for approval of the members.

**ITEM NO. 4: APPOINTMENT OF MR. CHIRAG RAMJIBHAI SATANI (DIN: 11387710) AS WHOLETIME DIRECTOR OF THE COMPANY :**

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. Chirag Ramjibhai Satani (DIN: 11387710) in the meeting held on November 08, 2025 with effect from November 20, 2025. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from Additional Director to Wholetime Director by way of regularization and approval of his position as the Wholetime Director of the Company with effect from November 20, 2025 for three years.

The Company had received consent letter from Mr. Chirag Ramjibhai Satani (DIN: 11387710) to act as a Wholetime 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. Chirag Ramjibhai Satani (DIN: 11387710) are as under :**

- a. Tenure of appointment — 3 years w.e.f. November 20, 2025 to November 19, 2028.
- 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: upto Rs. 40 Lakhs per annum  
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. Medclaim 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.

- 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 Wholetime 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, production, processing, purchasing, selling, and trading of all types of bearing rings & all types of bearing components and all related activities in connection with metal products.
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 diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not Applicable

**ii. Information of appointee, Mr. Chirag Ramjibhai Satani/ Brief Profile of Mr. Chirag Ramjibhai Satani {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. Chirag Ramjibhai Satani
DIN	11387710

DOB	24/08/1984
Age	41 years
Qualification	Masters Degree
Experience / Job Profile /Suitability	<p>Mr. Chirag Ramjibhai Satani is engineer by qualification and joined family business since last 20 Years. He is building forging business of the company since last many years and added good customers in company's portfolio. He has setup state of art forging facility where as facilities like:</p> <p>1. Designing and manufacturing dies 2.Hot Forging 3. Spheroidizing annealing 4 Shot Blasting 5. CNC Turning 6. Packing</p> <p>He is having skill set for forward and backward integration of the business. He has become an instrumental for transition of an organization from first generation to second generation.</p>
Terms and Conditions of appointment	Whole Time Director for a period of 3 years. i.e. 20 <sup>th</sup> November 2025 to 19 <sup>th</sup> November 2028.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	Upto Rs. 40 Lakhs Per annum
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	20 <sup>th</sup> November 2025
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Directors Mr. Paresh Gushabhai Satani and Mr. Tanuj Pareshkumar Satani are relatives of the Director
Shareholding in the Company (as on the date of EGM Notice)	29,00,000 Equity Shares
Directorships of other Board	Nil
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. The Remuneration is payable as per mutually Consent between Board and Mr. Chirag Satani.
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**

<b>Description</b>	<b>Details</b>
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.
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. Chirag Ramjibhai Satani (DIN: 11387710) under Section 190 of the Act.

Mr. Chirag Ramjibhai Satani (DIN: 11387710) 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. Chirag Ramjibhai Satani (DIN: 11387710) 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. Chirag Ramjibhai Satani (DIN: 11387710) are interested in the resolution set out at Item No. 4 of the Notice.

The relatives of Mr. Chirag Ramjibhai Satani (DIN: 11387710) may be deemed to be interested in the resolution set out at Item No. 4 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 except Mr. Paresh Gushabhai Satani and Mr. Tanuj Pareshkumar Satani. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Chirag Ramjibhai Satani (DIN: 11387710) as a Wholetime 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. 4 of the Notice for approval of the members.

**ITEM NO. 5: CHANGE OF NAME OF THE COMPANY FROM "DECCAN BEARINGS LIMITED" TO "SATANI BEARINGS LIMITED" :**

The Board of Directors of the Company, at its meeting has approved a proposal to change the name of the Company from "**DECCAN BEARINGS LIMITED**" to "**SATANI BEARINGS LIMITED**", subject to the approval of the shareholders and other statutory approvals as may be required.

The proposed change of name has been considered necessary to align the identity of the Company with its business activities and future branding strategy. The name "**SATANI BEARINGS LIMITED**" is proposed as it better reflects the Company's focus in the bearings industry and will help enhance brand recognition in the market. The proposed name has already been checked and made available for adoption by the Registrar of Companies (ROC), subject to shareholders' approval.

Pursuant to Section 13 of the Companies Act, 2013, the change in the name of the Company also requires alteration to the **Name Clause** of the Memorandum of Association (MOA). Accordingly, the approval of the members by way of a **Special Resolution** is required.

**None** of the Directors, Key Managerial Personnel (KMP), or their relatives are concerned or interested in this resolution, except to the extent of their shareholding in the Company, if any.

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

**ITEM NO. 6: ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The Board of Directors of the Company, at its meeting has approved a proposal to alter the **Main Object Clause** of the Memorandum of Association ("MOA") of the Company, subject to the approval of the shareholders by way of a **Special Resolution** and other necessary statutory approvals.

The existing main objects of the Company were framed at the time of incorporation and are no longer fully aligned with the present business environment, industry opportunities, and long-term strategic plans of the Company. To enable the Company to diversify, expand its scope of operations, and undertake new business activities that are in line with current market demands, the Board recommends the insertion and alteration of new main objects under **Clause III (A)** of the MOA.

The proposed alteration will allow the Company to pursue its updated business activities more effectively and will provide greater operational flexibility for future growth. A copy of the proposed revised Main Object Clause is enclosed with the Notice and is also available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the meeting.

**None** of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

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

**By Order of Board  
For DECCAN BEARINGS LIMITED**

**Sd/-  
Asha Pal  
Company Secretary & Compliance Office  
(Membership No: A58325)**

**Date: 08<sup>th</sup> November 2025  
Place: Mumbai**