

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

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

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, July 06, 2023 at 9.00 a.m. (IST)	Friday, August 04, 2023 at 5:00 p.m. (IST)

To,
The Members of
Nibe Limited, Pune

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Nibe Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules thereunder, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “the Circulars”) and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time).

In compliance with the said Circulars, this Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“RTA”) or with Depository / Depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The communication of assent / dissent of the Members will take place only through the remote e-voting system. The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility for this postal ballot process.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the Members to cast their votes electronically. Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Friday, August 04, 2023, failing which it will be strictly considered that no reply has been received from the Member.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Manoj Mimani (ACS- 17083), Partner of R M Mimani & Associates LLP (Company Secretaries) as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. Manoj Mimani has consented to act as the Scrutinizer for this

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka - Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to Chairman of the Company, or a person authorized by the Chairman.

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS:

1. *Regularization/Appointment of Dr. Dasharath Ram (DIN: 10131317) as a Non-Executive, Independent Director of the Company*

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) appointment of Dr. Dasharath Ram (DIN: 10131317), who was appointed as an Additional Director of the Company with effect from May 23, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 23, 2023 to May 22, 2028, be and is hereby approved;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Dr. Dasharath Ram shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**By Order of the Board of Directors
Of Nibe Limited**

**Sd/-
Ganesh Ramesh Nibe
Chairman & Managing Director
DIN: 02932622
Email id: md@nibelimited.com.**

Registered Office:

Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka - Khed, Pune 410501

Date: June 26, 2023

Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or with Depository / Depository participants as on Friday, June 30, 2023 (“Cut Off Date”) received from the Depositories / Depository Participants and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depositories / Depository Participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.nibelimited.com, websites of BSE Limited at www.bseindia.com. and on the website of the service provider at www.csdlindia.com.
In light of the MCA Circulars, Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's RTA at investor@bigshareonline.com. or CDSL at helpdesk.evoting@cdslindia.com, respectively. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write helpdesk.evoting@cdslindia.com. or call on 022-23058738 and 022-23058542/43.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-off Date should treat this notice for information purpose only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
7. The Remote e-voting period commences at 9.00 a.m. (IST) on Thursday, July 06, 2023 and ends at 5.00 p.m. (IST) on Friday, August 04, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e., Friday, June 30, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
8. Results of Postal Ballot will be announced two (2) working days of conclusion of remote e-voting process to the stock exchange along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to stock exchanges where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website, www.nibelimited.com. and on website of CDSL at www.csdlindia.com.
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Friday, August 04, 2023. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting
10. Members holding shares in physical form and who have not registered their e-mail address with the Company or Registrar and Share Transfer Agent (“RTA”) can now register the same by sending an email to investor@bigshareonline.com. Members holding Shares in DEMAT form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
11. A Member cannot exercise his/her vote by proxy on Postal Ballot as this is being conducted by remote e-voting.

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@nibelimited.com.

13. **Instructions of Shareholders for Remote E-Voting are as under:**

- (a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of CDSL to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- (b) The e-voting facility will be available during the period from 9.00 a.m. (IST) on Thursday, July 06, 2023 and ends at 5.00 p.m. (IST) on Friday, August 04, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
- (c) The details of the process and manner for remote e-voting are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

<p>Individual Shareholders Holding securities in demat mode with NSDL Depository</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: https://eservices.nsdl.com, either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new Screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name ore-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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.Jsp.</p> <p>3) Visit the e-Voting website of NSDL Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder /Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL). Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name ore-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.</p>
<p>Individual Shareholders (Holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in . or call at toll free no.: 1800 1020 990 and 1800 22 44 30

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

(d) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client I D.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company /RTA or contact Company /RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• 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 (3).

- (e) After entering these details appropriately, click on "SUBMIT" tab.
- (f) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (g) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Click on the EVSN for the relevant "Nibe Limited" on which you choose to vote.
- (i) 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.
- (j) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (k) 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.
- (l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

- (n) 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.
- (o) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (p) **Additional Facility for Non -Individual Shareholders and Custodians- for Remote Voting only**
Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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@nibelimited.com. (Designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. 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.
- ii. For Demat shareholders-, please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

In case of any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can Write an email to helpdesk.evoting@cdslindia.com. or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi. Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com. or call on 022-23058542/43.

Explanatory Statement

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

Item No.1

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on May 23, 2023, had appointed Dr. Dasharath Ram (DIN: 10131317), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from May 23, 2023 to May 22, 2028, subject to the approval of the Members.

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with the provisions of Regulation 17(1) (C) of SEBI (LODR), 2015, Dr. Dasharath Ram shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or a period of three months from the date of his appointment, whichever is earlier and is eligible to be appointed as a Director.

Dr. Dasharath Ram has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Dr. Dasharath Ram is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Dr. Dasharath Ram has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Dasharath Ram on the Board of the Company and accordingly, the Board recommends the appointment of Dr. Dasharath Ram as a Non- Executive, Independent Director as proposed in the resolution no. 1 for approval by the Members as a Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice along with the profile and specific areas of expertise of Dr. Dasharath Ram.

The terms and condition of his appointment are uploaded on the website of the Company and is available for inspection.

The Board recommends the appointment of Dr. Dasharath Ram as a Non- Executive, Independent Director as proposed in the resolution no. 1 for approval by the Members as a Special Resolution

Except for Dr. Dasharath Ram and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors
Of Nibe Limited**

**Sd/-
Ganesh Ramesh Nibe
Chairman & Managing Director
DIN: 02932622
Email id: md@nibelimited.com**

Registered Office:

Plot No. A-3/B in the Chakan Industrial Area Phase- II,
Village: Khalumbre, Taluka – Khed, Pune 410501

Date: June 26, 2023

Place: Pune

NIBE LIMITED

CIN: L34100PN2005PLC205813

Regd. Office: Plot No. A-3/B in the Chakan Industrial Area Phase- II,

Village: Khalumbre, Taluka – Khed, Pune MH 410501

Phone: 02135-637999 | Website: www.nibelimited.com. | Email: cs@nibelimited.co.

Annexure to Notice

Details of Directors or KMP seeking appointment through Postal Ballot pursuant to SS-2 and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Name of the Director	Dr. Dasharath Ram
DIN	10131317
Date of Birth	01/02/1962
Age	61 years
Designation/Category of Director	Non-Executive, Independent Director
Date of the first appointment on the Board	May 23, 2023
Qualification	B.E., MS, Ph.D.
Brief Profile, Experience, and Expertise in specific functional areas	Dr. Dasharath Ram has 35 years of experience in prototype fabrication of missile hardware, manufacturing process and technology development and He is gold medallist NIT, Allahabad. He did his Master degree in “Advanced Manufacturing Technology” from Cranfield Institute of Technology U.K. and Ph.D. in “Production Engineering” from Bharthiar University, Coimbatore. He has developed various missile hardware systems and build integration infrastructure for BrahMos missile system.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	Non-Executive, Independent Director
Details of Remuneration sought to be paid	He is eligible for sitting fee, if any, paid to the Non-Executive, Independent Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none">➤ Dr. Dasharath Ram, a senior scientist with Defence Research and Development Laboratory (DRDL), popularly known as the missiles lab at Kanchanbagh.➤ He has developed various missile hardware systems and build integration infrastructure for BrahMos missile system.