NRB INDUSTRIAL

NIBL/BSE/NSE/2026-27

Date: 22nd July, 2026

To,

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001. Maharashtra, India.
Scrip Code: **535458**

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051. Maharashtra, India
Symbol: **NIBL**

Subject: Notice of 15th Annual General Meeting ('AGM') of the Company

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 15th AGM of NRB Industrial Bearings Limited scheduled to be held on Friday, August 14, 2026 at 02:00 P.M. (l.S.T) through Video Conferencing ("VC") /Other Audio-Visual Means("OAVM"). The said Notice forms a part of the Annual Report and Annual Accounts of the Company for the Financial Year 2025-26.

The Notice of the AGM is being sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Registrar and Transfer Agent ("RTA")/Depositories. Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with the Company/RTA/Depositories, providing them a web-link and the exact path to access the Annual Report for the financial year 2025-26.

The Notice of this AGM inter-alia provides the process and manner of remote E-voting/ E-voting at the AGM and instructions for participation at the AGM through VC / OAVM facility.

The Annual Report for the financial year 2025-26 including the Notice of the AGM is also available on the website of the Company at www.nrbindustrialbearings.com.

This is submitted pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,
For **NRB Industrial Bearings Limited**

VANDANA DEEPAKKUMAR YADAV
Digitally signed by VANDANA DEEPAKKUMAR YADAV
Date: 2026.07.22 14:26:38 +05'30'

Vandana Yadav
Group Company Secretary and Compliance Officer & Legal Head
Encl: as above

AGM Notice

To,
The Members,
NRB Industrial Bearings Limited,

Notice is hereby given that the 15th Annual General Meeting ("AGM") of the members of NRB Industrial Bearings Limited will be held on Friday, August 14, 2026 at 2:00 P.M. through video conferencing ("VC")/ other audio-visual means ("OAVM") facility to transact the following items of business, the deemed venue of the meeting shall be the registered office of the Company, 3rd Floor, Metro House, M. G. Road, Dhobi Talao, Churchgate, Mumbai, Maharashtra, 400020.

Ordinary Business:

1. To receive, consider and adopt:
   a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
   b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Devesh Singh Sahney (DIN: 00003956), who retires by rotation and being eligible, has offered himself for re-appointment.

Special Business:

3. To approve the material related party transaction limits with NRB-IBC Bearings Private Limited :

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the relevant rules framed thereunder, other applicable laws and statutory provisions, if any (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approvals, consents, permissions, or sanctions as may be required from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into and/or continue to enter into material related party transaction(s), contract(s), arrangement(s), or agreement(s) (whether entered into individually or in aggregate, or through a series of transactions or otherwise) with NRB-IBC Bearings Private Limited, an associate company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026–27, for an aggregate value not exceeding the limit of ₹50,00,00,000/- (Rupees Fifty Crore only), such approval to remain valid until the conclusion of the 16th Annual General Meeting of the Company or for a period not exceeding fifteen months, whichever is earlier, on such material terms and conditions as set out in the explanatory statement annexed hereto and as may be mutually agreed between the Company and the said related party, provided that all such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

4. To approve the material related party transaction limits with NIBL-Korta Engineering Private Limited :

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, section 188 and other applicable provisions of the Companies

Act, 2013 ("Act") read with the relevant Rules framed thereunder, other applicable laws and statutory provisions, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approvals, consents, permissions, or sanctions as may be required from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into and/or continue to enter into material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether entered into individually or in aggregate, or through a series of transactions or otherwise) with NIBL-Korta Engineering Private Limited, an associate company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026–27, for an aggregate value not exceeding the limit of ₹50,00,00,000/- (Rupees Fifty Crore only),such approval to remain valid until the conclusion of the 16th Annual General Meeting of the Company or for a period not exceeding fifteen months, whichever is earlier, on such material terms and conditions as set out in the explanatory statement annexed hereto and as may be mutually agreed between the Company and the said related party, provided that all such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deems necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

5. To consider and approve a Related Party Transaction pursuant to section 188 of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions, and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for the revision in remuneration payable to Ms. Mallika Sahney, Assistant Vice President – Strategy, a related party as defined under Section 2(76) of the Companies Act, 2013, not exceeding 2,00,00,000/- (Rupees Two Crore Only) per annum, including salary, allowances, perquisites, and all other benefits as per the Company's policies and rules, such approval to remain valid until the conclusion of the 16th Annual General Meeting of the Company or for a period not exceeding fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)"

6. To approve the revision in the remuneration of Mr. Devesh Singh Sahney (DIN 00003956) Chairman and Managing Director of the Company for the period from October 01, 2026 to September 30, 2027:

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

"RESOLVED THAT in partial modification to the earlier Resolution passed by the Members at their Meeting held on August 07, 2024, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications and re-enactment thereof for the time being in force), and other applicable provisions, if any, and subject to approval of Central Government if required and pursuant to the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors at its meeting held on May 28, 2026, the consent of the members of the Company be and is hereby accorded for the payment of following revision in the remuneration payable to Mr. Devesh Singh Sahney (DIN: 00003956) as Managing Director of the Company, with effect from October 1, 2026 to September 30, 2027, on the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out below :

a) Basic Remuneration: Rs. 75, 63,780 /- p.m. at the discretion of the Board of Directors to increase the basic remuneration from time to time.

b) Cash allowance:

   i. House Rent Allowance – 50 % - Rs. 37, 81,890/- p.m.

   ii. Education allowances – Rs. 20,000 /- p.m.

   iii. Other allowances – Rs. 80,000/- p.m. (Up to 2, 00,000 /- p.m.)

c) Perquisites:

   In addition to the Basic Salary the following perquisites will also be payable:

   i) Expenditure incurred by the Company on providing electricity shall be valued as per the Income Tax Rules, 1962;

   ii) Reimbursement of Medical: Self and Family at actuals;

   iii) Medical/Accident Insurance: As per rules of the Company;

   iv) Club fees: Reimbursement of membership fees for up to 3 clubs;

   v) Provision of Cars with driver and telephones at Residence will be considered as perquisites;

   vi) Contribution to Provident Fund, Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income Tax Act, Gratuity payable will not exceed half a month's salary for each completed year of service; and

   vii) Leave Encashment;

d) Commission – Such remuneration by way of Commission at the rate of 1% for each financial year, in addition to the above salary and perquisites calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at the end of each financial year.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, pursuant to Part II of Schedule V of the Act, and any other applicable provisions for the time being in force and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the terms and conditions of remuneration payable to Mr. Devesh Singh Sahney (DIN: 00003956), Managing Director of the Company, the consent of the Members be and is hereby accorded for payment of above set out Managerial Remuneration to Mr. Devesh Singh Sahney (DIN:00003956), Managing Director of the Company for the said period from October 01, 2026 to September 30, 2027 and to accept such modifications, amendments, limitations and/or conditions, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed Rs.20 Cr per annum.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

By Order of the Board
For NRB Industrial Bearings Limited

Sd/-
Devesh Singh Sahney
Chairman & Managing Director
(DIN: 00003956)

Registered Office:
NRB Industrial Bearings Limited,
3rd Floor, Metro House, M. G. Road, Dhobi Talao,
Churchgate, Mumbai,
Maharashtra, 400020.

Place: Mumbai
Date: May 28,2026

NOTES FOR SHAREHOLDERS' ATTENTION:

1) Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September, 22, 2025 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 15th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended and MCA Circulars, the 15th AGM of the Company is being held through VC/OAVM on Friday, August 14, 2026 at 2:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. 3rd Floor, Metro House, M.G Road, Dhobi Talao, Churchgate, Mumbai, Maharashtra 400020.

2) As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

3) The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 6 set out above and the relevant details in respect of the Director seeking re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking re-appointment.

4) The meeting shall be deemed to be conducted at the Registered Office of the Company situated at, 3rd Floor, Metro House, M. G. Road, Dhobi Talao, Churchgate, Mumbai, Maharashtra, 400020.

5) Proxies:

Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and Listing Regulations, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

Pursuant of section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to send a scanned copy (PDF / JPEG format), (before e-voting/ attending AGM) of a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act on the e-mail id investorcare@nibl.in and jjgandhics@gmail.com.

6) Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 08, 2026 to Friday, August 14, 2026 (both days inclusive).

7) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and Listing Regulations , the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by CDSL) either by (i) remote e-voting prior to the AGM (as explained in 'point no. (26A)' herein below or by e-voting during the AGM (as explained at 'point no. (26B)' herein below). Instructions for Members for attending the AGM through VC/ OAVM are explained in 'point no. (26B)' herein below.

8) Annual Report physical copies:

a. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.

b. Notice by way of an advertisement is published in Financial Express (English) and Pratahkal (Marathi) language newspaper, principle vernacular language of the district where the company is registered intimating the issue of Notice and copies of Financial Statements via. Email on their registered email id.

c. In compliance with the aforesaid MCA Circulars and Listing Regulations, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories up to July 10, 2026 and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available, to those shareholder(s) who have not so registered their e-mail addresses. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the Financial Year 2025-26, may write to the Company at investorcare@nibl.in, requesting for the same by providing their holding details. Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.nrbindustrialbearings.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the CDSL website at www.evotingindia.com.

9) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Hereinafter, shareholders holding shares in physical form may kindly register their e-mail IDs with the Registrar & Share Transfer Agent by providing a Form ISR-1 duly filled and signed by the Member together with the supporting documents as stated therein by sending an e-mail at : Investor.helpdesk@in.mpms.mufg.com.

10) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent ('RTA').

11) SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for shares held in physical mode. Forms for updation are available at the website of the Company at www.nrbindustrialbearings.com and also on website of RTA at www.in.mpms.mufg.com.

12) The Members may note that through SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 the listed companies are required to issue the securities in dematerialized form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates / folios, Transmission, Transposition etc. Also, in view of the Regulation 40 of the Listing Regulations, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing. Provided that nothing contained above shall prevent the registration of transfer of securities executed before April 01, 2019 and still held in physical form subject to such conditions as may be specified by SEBI.

13) Special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/ I/4298/2026 dated February 6, 2026].

14) Members holding shares in physical form are requested to address all their correspondence including change of address, mandates etc. to the Company and Registrar and Share Transfer Agents viz. MUFG Intime India Pvt. Ltd, C-101, Embassy 247, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083, Email Id: Investor.helpdesk@in.mpms.mufg.com Tel.: +91 8108116767. The Members holding shares in dematerialized form should approach their respective Depository Participants for the same.

15) Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

16) Members holding shares in single name are advised to avail the nomination facility by filing Form SH–13, as prescribed under the Act with the Company. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.

17) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18) All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an e-mail to the Company at investorcare@nibl.in.

19) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023) and SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, as amended, modified, clarified, consolidated or superseded from time to time, SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market, Investors may, after exhausting the grievance redressal mechanism available with the Company and/or its Registrar and Share Transfer Agent ("RTA") and through the SEBI Complaints Redress System ("SCORES"), initiate dispute resolution through the ODR Portal in accordance with the framework prescribed by SEBI from time to time. The ODR mechanism facilitates online conciliation and online arbitration for resolution of disputes in the securities market. The ODR Portal may be accessed at https://smartodr.in/login and is also available through the Company's website at www.nrbindustrialbearings.com. Investors are advised to refer to the aforesaid SEBI Circulars and Master Circulars, as amended from time to time, for the latest provisions governing investor grievance redressal and dispute resolution mechanisms.

20) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instruction for Members attending Meeting through VC/OAVM.

21) 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 Meeting.

The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Members will be able to view the proceedings on CDSL e-Voting website at www.evotingindia.com.

22) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

23) The Board has appointed Mr. J. J. Gandhi (FCS 3519, COP No. 2515, P R NO. 7600/2026) a proprietor of M/s. J. J. Gandhi & Co., Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the remote e-voting process in a fair and transparent manner.

24) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting before the AGM) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.

25) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.nrbindustrialbearings.com/investors and on the CDSL website at www.evotingindia.com/ immediately. The Company shall simultaneously communicate the results to Stock Exchanges, where the shares of the Company are listed.

26 A) Remote E-Voting:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE 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 voting period begins on 09:00 a.m. (I.S.T), Tuesday, August 11, 2026 and ends on 05:00 p.m. (I.S.T) Thursday, August 13, 2026, 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 August 07, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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:

Types of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 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 & voting during the meeting. 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 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 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 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 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

Login Type	Help Desk Details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
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 : 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 www.evotingindia.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 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:

	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) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘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.

(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 EVSN - 260709009 for NRB Industrial Bearings Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "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 www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 at jjgandhics@gmail.com and to the Company at the email address viz investorcare@nibl.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 - 260709009 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 AGM.
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. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, DP ID and Client ID / folio number, email id, PAN, mobile

number at investorcare@nibl.in from 09:00 A.M. (I.S.T.) Saturday, August 08, 2026 till 05:00 P.M. (I.S.T.) on Monday, August 10, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM 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 AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911.

By Order of the Board
For NRB Industrial Bearings Limited

Sd/-
Devesh Singh Sahney
Chairman & Managing Director
(DIN: 00003956)

Registered Office:
NRB Industrial Bearings Limited,
3rd Floor, Metro House, M. G. Road, Dhobi Talao,
Churchgate, Mumbai, Maharashtra, 400020.

Place: Mumbai
Date : May 28, 2026.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 3

The provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, require that no company shall enter into any contract or arrangement with a related party, including for availing or rendering of services, whether directly or through an agent, without prior approval of the Board by way of a resolution, where the transaction value exceeds the prescribed thresholds. Further, if the transaction value exceeds the limits specified under Rule 15(3), prior approval of the shareholders by way of an ordinary resolution is also mandatory.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions, whether or not undertaken in the ordinary course of business or on an arm's length basis, require prior approval of the shareholders of the Company by way of an Ordinary Resolution.

In terms of Regulation 23(1) read with Schedule XII of the SEBI Listing Regulations for companies having consolidated turnover of upto Rs. 20,000 crores, a related party transaction is considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the Listed Entity.

The Company, from time to time, lends or borrows funds and extends guarantees to its group entities, including NRB-IBC Bearings Private Limited, an associate company, to meet their working capital or operational requirements. In this context, the Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 28, 2026, reviewed and approved the proposed transactions, having duly considered all relevant factors, in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations.

It is proposed that the Company may enter into contracts and/or arrangements and/or transactions with NRB-IBC Bearings Private Limited, an associate company, a related party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, including but not limited to loans, inter-corporate deposits, guarantees, or any other financial or commercial arrangements.

The aggregate value of such transactions during the financial year 2025–26 is expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, in view of the applicability of Regulation 23(4), the approval of the shareholders is being sought by way of an Ordinary Resolution.

Earlier, the Members of the Company had accorded their approval through an Ordinary Resolution passed at the Annual General Meeting held on August 20, 2025, which was valid until the conclusion of the 15th Annual General Meeting.

Further, as per Regulation 23(4) of the SEBI Listing Regulation, states that shareholder's approval for omnibus material related party transactions obtained at an Annual General Meeting shall remain valid until the date of the next Annual General Meeting or within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time i.e. for a period not exceeding fifteen months, whichever is earlier. Accordingly, in line with the said Regulation and to ensure compliance with applicable laws and good corporate governance practices, approval of the Members is being sought for entering into material related party transactions between the Company and NRB-IBC Bearings Private Limited, an associate company for an aggregate value not exceeding ₹50,00,00,000/- (Rupees Fifty Crore only) from the conclusion of the 15th Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company or a period not exceeding fifteen months, whichever is earlier. These transactions shall continue to be at arm's length and in the ordinary course of business and have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company.

The following disclosures, as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are provided below:

Name of the Related Party	NRB-IBC Bearings Private Limited
Name of the Director(s) or Key Managerial Personnel who are related	Mr. Devesh Singh Sahney, Managing Director, Ms. Mallika Sahney, Director, Mrs. Aarti Sahney, Director
Nature of Relationship	Associate Company
Nature, material terms, monetary value, and particulars of the contract or arrangement	Transactions proposed to be entered into with NRB-IBC Bearings Private Limited during the financial year 2026–27 include, but are not limited to: inter-corporate loans and deposits (including availing or granting of loans), issuance of guarantees, allocation and/or reimbursement of common expenses (whether paid or received), availing or rendering of services, arrangements under leave and license agreements, sale or purchase of semi-finished goods, finished goods, and raw materials, rental arrangements, job work income, service charges, royalty income, and other financial or commercial transactions, for an aggregate value not exceeding ₹50,00,00,000/- (Rupees Fifty Crore only). All such transactions shall be undertaken in the ordinary course of business and on an arm's length basis, and shall be subject to approval by the Audit Committee and the Board of Directors of the Company, wherever applicable.
Any other information relevant or important for the members to make a decision	The transactions are recurring in nature and are necessary for the efficient operation of group companies. They have been reviewed by the Audit Committee and are in line with the Company's Related Party Transaction Policy.
Period	From 15th AGM till 16th AGM of the Company, for a period not exceeding fifteen months, whichever is earlier.

Except the Promoters, Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned herein above, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the resolution at Item no. 3 of the Notice.

The Board of Directors recommends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in item no. 3

Item No.4

The provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, require that no company shall enter into any contract or arrangement with a related party, including for availing or rendering of services, whether directly or through an agent, without prior approval of the Board by way of a resolution, where the transaction value exceeds the prescribed thresholds. Further, if the transaction value exceeds the limits specified under Rule 15(3), prior approval of the shareholders by way of an ordinary resolution is also mandatory.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions, whether or not undertaken in the ordinary course of business or on an arm's length basis, require prior approval of the shareholders of the Company by way of an Ordinary Resolution.

In terms of Regulation 23(1) read with Schedule XII of the SEBI Listing Regulations for companies having consolidated turnover of upto Rs. 20,000 crores a related party transaction is considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the Listed Entity.

The Company, from time to time, lends or borrows funds and extends guarantees to its group entities, including NIBL-Korta Engineering Private Limited, an associate company to meet their working capital or operational requirements. In this context, the Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 28, 2026, reviewed and approved the proposed transactions, having duly considered all relevant factors, in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations.

It is proposed that the Company may enter into contracts and/or arrangements and/or transactions with NIBL-Korta Engineering Private Limited, an associate company, a related party as defined under Section 2(76) of the Act and Regulation

2(1)(zb) of the SEBI Listing Regulations, including but not limited to loans, inter-corporate deposits, guarantees, or any other financial or commercial arrangements.

The aggregate value of such transactions during the financial year 2026–27 is expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, in view of the applicability of Regulation 23(4), the approval of the shareholders is being sought by way of an Ordinary Resolution.

Earlier, the Members of the Company had accorded their approval through an Ordinary Resolution passed at the Annual General Meeting held on August 20, 2025, which was valid until the conclusion of the 15th Annual General Meeting**.**

Further, as per Regulation 23(4) of the SEBI Listing Regulation, states that shareholder's approval for omnibus material related party transactions obtained at an Annual General Meeting within the timelines prescribed under Section 96 of the Companies Act,2013 or rules, notifications, or circulars issued thereunder from time to time i.e. shall remain valid until the date of the next Annual General Meeting or for a period not exceeding fifteen months, whichever is earlier. Accordingly, in line with the said SEBI Regulation and to ensure compliance with applicable laws and good corporate governance practices, approval of the Members is being sought for entering into material related party transactions between the Company and NIBL-Korta Engineering Private Limited, an associate company for an aggregate value not exceeding ₹50,00,00,000/- (Rupees Fifty Crore only) from the conclusion of the 15th Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company or a period not exceeding fifteen months, whichever is earlier. These transactions shall continue to be at arm's length and in the ordinary course of business and have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company.

The following disclosures, as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are provided below:

Name of the Related Party	NIBL-Korta Engineering Private Limited
Name of the Director(s) or Key Managerial Personnel who are related	Mr. Devesh Singh Sahney, Managing Director, Ms. Mallika Sahney, Director, Mrs. Aarti Sahney, Director
Nature of Relationship	Associate Company
Nature, material terms, monetary value, and particulars of the contract or arrangement	Transactions proposed to be entered into with NIBL-Korta Engineering Private Limited during the financial year 2026–27 include, but are not limited to: inter-corporate loans and deposits (including availing or granting of loans), issuance of guarantees, allocation and/or reimbursement of common expenses (whether paid or received), availing or rendering of services, arrangements under leave and license agreements, sale or purchase of semi-finished goods, finished goods, and raw materials, rental arrangements, job work income, service charges, royalty income, and other financial or commercial transactions, for an aggregate value not exceeding ₹50,00,00,000/- (Rupees Fifty Crore only). All such transactions shall be undertaken in the ordinary course of business and on an arm's length basis, and shall be subject to approval by the Audit Committee and the Board of Directors of the Company, wherever applicable.
Any other information relevant or important for the members to make a decision	The transactions are recurring in nature and are necessary for the efficient operation of group companies. They have been reviewed by the Audit Committee and are in line with the Company's Related Party Transaction Policy.
Period	From 15th AGM till 16th AGM of the Company, for a period not exceeding fifteen months, whichever is earlier.

Except the Promoters, Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned herein above, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the resolution at Item no. 4 of the Notice.

The Board of Directors recommends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in item no. 4.

Item No.5

As per the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a remuneration exceeding 2,50,000 per month requires the prior approval of the shareholders by way of an Ordinary Resolution. Further, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) provides that material related party transactions, even if entered into in the ordinary course of business and on an arm's length basis, must also be approved by shareholders through an Ordinary Resolution.

The remuneration payable to Ms. Mallika Sahney, Assistant Vice President – Strategy, exceeds the threshold prescribed under Section 188(1)(f) of the Companies Act, 2013 (“the Act”) and also qualifies as a material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Accordingly, the Company is required to seek fresh approval of the shareholders for the revision of her remuneration.

Previously, the shareholders had approved the payment of remuneration to Ms. Mallika Sahney by way of an Ordinary Resolution passed at the Annual General Meeting held on August 20, 2025. The said approval remained valid until the conclusion of the 15th Annual General Meeting of the Company.

Further, SEBI, as per Regulation 23 of the SEBI Listing Regulation states that omnibus approvals granted for material related party transactions at an Annual General Meeting shall remain valid until the next Annual General Meeting or within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time i.e for a period not exceeding fifteen months, whichever is earlier.

In line with the above, and as the earlier approval shall remain valid until the conclusion of the 15th Annual General Meeting, the Company now seeks to obtain the shareholder approval for the revision in the remuneration of Ms. Mallika Sahney, effective from the conclusion of the 15th Annual General Meeting until the conclusion of the 16th Annual General Meeting or a period not exceeding fifteen months, whichever is earlier, by way of an Ordinary Resolution.

The Company proposes to revise the remuneration of Ms. Mallika Sahney up to 2,00,00,000/- (Rupees Two Crore only) per annum, including salary, allowances, perquisites, and other benefits, in accordance with the policies of the Company. This proposal has been reviewed and approved by the Audit Committee and the Board of Directors at their respective meeting held on May 28, 2026, after having determined that the proposed remuneration is reasonable, in line with industry benchmarks, and commensurate with her role and responsibilities. The said remuneration has been confirmed to be in the ordinary course of business and at arm's length basis.

Ms. Mallika Sahney has been associated with the Company for over 8.5 years and currently serves as the Assistant Vice President – Strategy. She plays a vital role in the strategic and operational planning of the Company and also leads the Information Technology (IT) vertical. Under her leadership, significant improvements have been made in internal systems, cost management, and data efficiency. She holds a Bachelor's degree in Science and Business Administration from Babson College (2017), and a Master's degree in Entrepreneurship and Leadership from F.W. Olin Graduate School (2018). Her professional experience includes stints with reputed international firms in Dubai, Boston, and China. She is also the cofounder of Aara Health, a women's wellness brand, and has been recognized with accolades such as the Aprajitha Award (2021) and commendations from the Women Indian Chamber of Commerce (2022). Considering her academic background, professional achievements, leadership capabilities, and substantial contributions to the Company's strategic initiatives, the Board, on the recommendation of the Nomination and Remuneration Committee, deems it appropriate and in the best interests of the Company to continue her remuneration at the proposed level. Disclosure under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014:

Name of the Related Party	Ms. Mallika Sahney
Name of the Director(s) or Key Managerial Personnel who are related	Mr. Devesh Singh Sahney (Managing Director), Mrs. Aarti Devesh Sahney (Director)
Nature of Relationship	Daughter of Mr. Devesh Singh Sahney and Mrs. Aarti Devesh Sahney
Nature, material terms, monetary value, and particulars of the contract or arrangement	Office or place of profit – Remuneration up to ₹ 2,00,00,000 p.a. Upto the 16th AGM or a period not exceeding fifteen months, whichever is earlier.
Any other information relevant or	Nil
Period	From 15th AGM till 16th AGM of the Company, for a period not exceeding fifteen months, whichever is earlier.

Except the Promoters, Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned herein above, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the resolution at Item no. 5 of the Notice.

The Board of Directors recommends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in item no. 5.

Item No. 6:

The members of the Company, at their 13th Annual General Meeting held on August 07, 2024, approved the revision of the remuneration for Mr. Devesh Singh Sahney (DIN: 00003956), Managing Director, for the period from October 01, 2024, to September 30, 2027.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee at its meeting held on May 28, 2026, approved the revision in the remuneration of the Managing Director of the Company for the period from October 01, 2026, to September 30, 2027, subject to the approval of the members of the Company at the ensuing General Meeting.

The members of the Company, in their approval for the revision of remuneration as stated above, authorized the Board of Directors, to vary or increase the remuneration of the Managing Director during the period from October 01, 2026, to September 30, 2027, as deemed appropriate by the Board, provided that such variation or increase does not exceed Rs. 20 Cr per annum.

The key terms of the remuneration of Mr. Devesh Singh Sahney as Managing Director of the Company are provided in the resolution no. 6

Mr. Devesh Singh Sahney, Managing Director, Mrs. Aarti Devesh Sahney, Director and Ms. Mallika Sahney, Promoter, being related, be deemed to be interested to the extent of remuneration payable to Mr. Devesh Singh Sahney as Managing Director. None of the other Directors, Key Managerial Personnel, Promoters or their relatives be deemed to be interested or concerned, financially or otherwise, in this resolution. In terms of Sections 196, 197 of the Companies Act, 2013 (the Act) read with Schedule V to the Act, the approval of the members of the Company is sought by way of special resolution for the remuneration of Mr. Devesh Singh Sahney in case the Company is having no profit or inadequate profit.

The information as required under Schedule V of the Companies Act, 2013 is annexed hereto.

I. GENERAL INFORMATION

1) Nature of Industry: The Company belongs to engineering industry. It is one of the leading manufacturer of industrial bearings in India.

2) Date of Commencement of Commercial Production: October 01, 2012

3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus: NOT APPLICABLE

4) Financial Performance based on given indicators: Turnover of the Company:

Financial Year	2025-26	2024-25	2023-24
NIBL	Rs. 7,562.01 Lakhs	Rs. 6,374.20 Lakhs	Rs. 7,311.15 Lakhs

5) Foreign investments or collaborations, if any: NIL

II. Background Details: Mr. Devesh Singh Sahney holds a Bachelor in Business Administration and Economics from Richmond University, London, a Master's degree in Business Administration from the Asian Institute of Management, Philippines and has studied Management Development from Harvard Business School, USA. After his graduation from the UK, he started his professional career working in the finance department at Larsen & Toubro (Mumbai), one of the largest technology, engineering, construction and manufacturing company in India. He later joined Credit Lyonnais, a French Bank. In 1993, He joined NRB Bearings Limited and has held various positions of responsibility in the areas of Management Services, Information Technology, Plant Operations and Sourcing. His multitude of experience made him excel as a leader and he was appointed as Vice Chairman and on the Board of Schneeberger India. In addition to his professional experience, He is an active member of the Entrepreneurs Organization's Bombay Chapter since 2004 and the Young Presidents Organization (YPO).

3) Past remuneration:

Period	Salary and Perquisites (in lakhs)
Financial Year 2011-12	68.85
April 01, 2012 to September 30, 2012(6 months)	38.76
October 01, 2012 to March 31, 2014 (18 months)	79.51
April 01, 2014 to March 31,2015	81.17
April 01, 2015 to March 31,2016	72.03
April 01, 2016 to March 31,2017	75.18
April 01, 2017 to March 31,2018	87.16
April 01, 2018 to March 31,2019	91.33
April 01, 2019 to March 31,2020	104.56
April 01, 2020 to March 31,2021	101.45
April 01, 2021 to March 31,2022	148.05
April 01, 2022 to March 31,2023	191.16
April 01, 2023 to March 31,2024	369.84
April 01, 2024 to September 30, 2024	243.83
October 01, 2024 to March 31, 2025	298.45
April 01, 2025 to September 30, 2025	321.80
October 01, 2025 to March 31, 2026	471.98

3) Recognition or awards:

Mr. Devesh Singh Sahney had won a Special Award for Leadership from Asian Institute of Management, Philippines.

4) Job Profile and his Suitability:

Mr. Devesh Singh Sahney is the Executive Chairman and Managing Director of NRB Industrial Bearings Limited and has been with the company since its incorporation. He devotes his time to the management and growth of the company. Having more than 32 years of learning in the engineering industry the company benefits from his vast knowledge across sectors, strategic insight and management and leadership skills. The Company continues to benefit and grow under his leadership, experience and guidance.

5) Remuneration Proposed:

The details of the proposed remuneration are presented in the resolution set out in Item No.6 of the Notice.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Devesh Singh Sahney commensurate with the remuneration paid to similar appointee in other companies

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director:

Mr. Devesh Singh Sahney is one of the Promoters of the Company and is holding 51,81,518 (21.38%) as on March 31, 2026 in the Equity Capital of the Company in his personal capacity. He also holds 9,40,00,000 preference shares of the Company as on March 31, 2026. Mr. Devesh Singh Sahney has also given an unsecured loan to meet Company's funding requirements. He is also an interested director with respect to related party transactions entered with company and associate companies, NRB-IBC Bearings Private Limited and NIBL-Korta Engineering Private Limited. Mr. Devesh Singh Sahney is a related party to Mrs. Aarti Devesh Sahney (spouse), Non-Executive, Non-Independent Director of the Company and Ms. Mallika Sahney (Daughter), Assistant Vice president - Strategy of the Company. Mr. Devesh Singh Sahney has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration as managing director and as mentioned above.

OTHER INFORMATION:

1) Reasons of loss or inadequate profits:

The Company has been consistently striving to increase its market share but it could not achieve targeted operational progress due to certain economic measures by government affecting its business. Our Business and targeted sales volume could not be achieved especially in recent quarters.

Steps taken or proposed to be taken for improvement:

a) The Company has been expanding the product range in variety of bearings and fulfil the requirements of industrial customers.

b) The Company is aligning the internal processes to meet the customer requirements especially in the Industrial OEM segment. The Company will continue to focus on segments such as Agriculture, Jute, Textile, Metal, Cement, Mining and Paper and Pulp to explore new avenues of business.

c) The Company will be undertaking 'Brand Building' steps to improve the recognition of its products and expand its distribution network to supply its products to the last mile.

d) Improving cash flow has been accorded top priority with a drive on collection of dues from customers/vendors and careful control of cash outflows so as to reduce the borrowings.

e) Control of operating expenses and overheads across the organization is being exercised.

f) The Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies.

Expected increase in productivity and profits in measurable terms:

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment.

While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability of the Company.

IV. DISCLOSURES

The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components etc. were given in the Corporate Governance Report and Board's Report attached to the Annual report for the Financial Year 2025-26 for the information of the shareholders.

Except for Mr. Devesh Singh Sahney, Executive Chairman and Managing Director, Ms. Mallika Sahney, Assistant Vice President - Strategy and Mrs. Aarti Sahney, Non-Executive, Non-Independent Director (to the extent of their shareholding in the Company), no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the resolution at Item no. 6 of the Notice.

The Board of Directors recommends the resolution for approval of Shareholders by way of Special Resolution as set out in item no. 6.

By Order of the Board
For NRB Industrial Bearings Limited

Sd/-
Devesh Singh Sahney
Chairman & Managing Director
(DIN: 00003956)

Registered Office:
NRB Industrial Bearings Limited,
3rd Floor, Metro House, M. G. Road,
Dhobi Talao, Churchgate, Mumbai, Maharashtra, 400020

Place: Mumbai
Date : May 28,2026

Annexure: I
Details of the Directors Seeking appointment/ Re-appointment in the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2]

Name of the Director	Mr. Devesh Singh Sahney
Date of Birth	17/11/1968
Nationality	Indian
Occupation	Business
Date of first appointment on the Board	24/02/2011
Qualifications	Bachelor in Business Administration and Economics with a double concentration in Financial Accounting and International Business; from Richmond University, London. Master's in Business Administration with a concentration in General Management from the Asian Institute Management (Philippines). Have done Management Development from Harvard Business School, London.
Experience/ Expertise in specific functional areas	Brief resume with qualifications, experience and nature of expertise of Mr. Devesh Singh Sahney is stated in the Directors' Profile section of the Corporate Governance Report.
Terms and Conditions of Appointment	Appointed as Executive, Non-Independent Director of the Company & shall be liable to retire by rotation.
Remuneration to be paid	Eligible for remuneration and commission (if any), as approved by the Board and members of the Company
Remuneration last drawn	Rs. 7,93,78,895/-
Directorships held in other companies (excluding foreign companies and Section 8 Companies)	• NRB - IBC Bearings Private Limited • NIBL - Korta Engineering Private Limited • Aara Health Private Limited
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee)	Member of Audit Committee of NRB Industrial Bearings Limited
No. of shares held in the Company	51,81,518
Number of Board meetings attended during the year	6
Relationship with other directors, KMPs	Mrs. Aarti Devesh Sahney (wife), Ms. Mallika Sahney (Daughter)