

NIBL/BSE/NSE/2025-26

Date: 24th February, 2026

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

Dear Sir/ Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 05th February, 2026 together with the Explanatory Statement, which is being sent to the members of the Company by email for seeking their approval through postal ballot by way of remote e-voting only for the item set out therein.

The Postal Ballot Notice is being dispatched by email to all the Members whose names appears in the Register of Members/ List of Beneficial Owners as on **Friday, 20th February, 2026 (“Cut-off date”)** to their registered email addresses in accordance with to MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) read with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, Secretarial Standard 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).

In terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode only, and accordingly, physical copies of the Postal Ballot Notice, Postal Ballot Forms, and pre-paid business reply envelopes have not been dispatched to the members.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its members. The e-voting will commence from **Wednesday, 25th February, 2026, IST at 09.00 a.m.** and end on **Thursday, 26th March, 2026, IST at 5.00 p.m.**

The above information is also available on the website of the Company at www.nrbindustrialbearings.com.

Kindly take the above on record.

Thanking you,
Yours truly,
For NRB Industrial Bearings Limited

Vandana Yadav
Company Secretary & Compliance Officer
Encl A/a.



NRB INDUSTRIAL BEARINGS LIMITED

CIN: L29253MH2011PLC213963

Regd. Office: 3rd Floor, Metro House, M. G. Road, Dhobi Talao,

Mumbai, Maharashtra, 400020

TEL.: 9122 – 4541 7500

Email: investorcare@nibl.in Web site: www.nrbindustrialbearings.com

POSTAL BALLOT NOTICE

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

To,
Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of NRB Industrial Bearings Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (“the Rules”) read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act and the Rules, Secretarial Standard 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). The Statement pursuant to Section 102 (and other applicable provisions of the Act) read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”) on “e-Voting facility provided by Listed Companies” and pursuant to the provisions of Section 108, 110 of the Act read with the Rules, as amended from time to time, the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting. Further, additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. J. J. Gandhi, Proprietor of J. J. Gandhi & Co., Practising Company Secretaries, Vadodara (Membership No. F3519), as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner. Mr. J. J. Gandhi has conveyed his consent and willingness to act as Scrutinizer and has confirmed his availability for the said purpose. The decision of the Scrutinizer on the validity of the Postal Ballot shall be final.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. IST on Wednesday, February 25th, 2026
Conclusion of e-voting period	5:00 p.m. IST on Thursday, March 26th, 2026
Cut-off date for eligibility to vote	Friday, February 20th, 2026

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, March 26th, 2026, and will be disallowed thereafter. Members are requested to cast their votes through remote e-Voting process not later than 05:00 pm (IST) on Thursday, March 26th, 2026, failing which it will be strictly considered that no votes have been received from the concerned Members.

The Scrutinizer will submit his report, after the completion of the scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-Voting, and will also be displayed on the website of the Company at www.nrbindustrialbearings.com and the results will be communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be displayed on www.bseindia.com and www.nseindia.com respectively. Further the results will be communicated to CDSL and will be displayed on www.evotingindia.com.

SPECIAL BUSINESS:

PROPOSED RESOLUTION:

1. TO CONSIDER EXTENSION OF REDEMPTION PERIOD OF 2% CUMULATIVE, REDEEMABLE, NON-CONVERTIBLE PREFERENCE SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 48 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and the applicable regulations of the Securities and Exchange Board of India (SEBI), if any, the consent of the Members of the Company be and is hereby accorded for extension of the tenure of the existing 2% Cumulative, Redeemable, Non-Convertible Preference Shares of face value ₹10/- each, aggregating to ₹20,00,00,000/- (Rupees Twenty Crore only), allotted in four (4) tranches of 50,00,000 preference shares each, by a further period of three (3) years from their respective existing redemption dates, as detailed hereunder:

Sr. No.	Particulars	Existing Redemption Date	Extension Period	Revised Redemption Date
1	2% – 50,00,000 Preference Shares of ₹10 each	29.03.2026	3 years	28.03.2029
2	2% – 50,00,000 Preference Shares of ₹10 each	30.03.2026	3 years	29.03.2029
3	2% – 50,00,000 Preference Shares of ₹10 each	04.04.2026	3 years	03.04.2029
4	2% – 50,00,000 Preference Shares of ₹10 each	05.04.2026	3 years	04.04.2029

RESOLVED FURTHER THAT save and except for the extension of the redemption period as approved herein, all other terms and conditions of the aforesaid Preference Shares shall remain unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be necessary or expedient to give effect to this resolution.”

Registered Office:

3rd Floor, Metro House, M. G. Road, Dhobi Talao,
Mumbai, Maharashtra, 400020

Website : www.nrbindustrialbearings.com

E-mail: investorcare@nibl.in

Place: Mumbai

Date: 05.02.2026

For NRB Industrial Bearings Limited

Sd/-

Devesh Singh Sahney

Managing Director

DIN: 00003956

NOTES:

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the relevant Rules and SS-2 on General Meetings issued by the Institute of Company Secretaries of India setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, February 20, 2026 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid 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.nrbindustrialbearings.com and also on the websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who haven not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.nrbindustrialbearings.com) duly filled and signed along with requisite supporting documents to by contacting the Company through email on investorcare@nibl.in and to MUFG Intime India Pvt. Ltd., (Formerly known as Link Intime India Pvt. Ltd.), Registrar and Transfer Agents (‘RTA’) through email on Investor.helpdesk@in.mpms.mufg.com.
5. 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/ List of Beneficial Owners 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.

6. The Company has engaged the services of **Central Depository Services (India) Limited (CDSL)** as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
7. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on cut-off date i.e., **Friday, February 20th, 2026 being the 'cut-off date'** fixed for this purpose.
8. The e-voting period will commence from **Wednesday, 25th February, 2026, IST at 09.00 a.m. and end on Thursday, 26th March, 2026, IST at 5.00 p.m.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The Board of Directors of the Company has appointed Mr. J.J. Gandhi, Proprietor of J. J. Gandhi & Co., Practising Company Secretaries, as scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favor or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-Voting.
11. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on <https://www.bseindia.com/> and National Stock exchange of India Limited i.e. <https://www.nseindia.com/> Additionally, the results will also be uploaded on the Company's website at <http://www.nrbindustrialbearings.com>
12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting/ Postal Ballot i.e., Thursday, 26th March, 2026.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to investorcare@nibl.in mentioning his/ her/ its folio number / DP ID and Client ID.
14. **The Instructions for Shareholders for e-Voting are as under:**

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 and Listing Obligations and Disclosure Requirement, the Company is pleased to offer e-voting facility as an option to all the shareholders of the Company and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) instead of dispatching Form. The instructions to shareholders for e-voting 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) on Wednesday, February 25, 2026 and ends on 05:00 p.m. on Thursday March 26, 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 Friday, February 20th, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & 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

	<p>system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.</p>
<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 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.</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 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> <p>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</p>

	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	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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) <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.

- (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- **260217011** for the relevant **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.

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 through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Registered Office:

3rd Floor, Metro House, M. G. Road, Dhobi Talao,

Mumbai, Maharashtra, 400020

Website : www.nrbindustrialbearings.com

E-mail: investorcare@nibl.in

Place: Mumbai

Date: 05.02.2026

For NRB Industrial Bearings Limited

Sd/-

Devesh Singh Sahney

Managing Director

DIN : 00003956

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM 1:

The Company had issued 2% Cumulative, Redeemable, Non-Convertible Preference Shares of face value ₹10/- each, aggregating to ₹20,00,00,000/- (Rupees Twenty Crore only), pursuant to Board resolutions passed on 30 March 2016, 31 March 2016, 5 April 2016 and 6 April 2016. The issuance of the said Preference Shares was duly approved by the Members of the Company at their meeting held on 7 July 2015.

The aforesaid Preference Shares are presently redeemable during the year 2026.

In view of the Company's present and anticipated financial requirements and with a view to maintaining an appropriate and optimal capital structure, it is proposed to extend the tenure of the aforesaid Preference Shares by a further period of three (3) years, on the same terms and conditions as originally approved, save and except for the proposed extension of the redemption period.

The proposed extension of tenure shall not result in the redemption period of the Preference Shares exceeding the maximum period prescribed under Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014.

The preference shareholder(s) have conveyed their consent for the extension of the tenure of the Preference Shares by a further period of three (3) years.

Pursuant to the provisions of Section 48 of the Companies Act, 2013, read with the Articles of Association of the Company, any variation in the terms of issue of Preference Shares, including extension of the tenure thereof, requires the approval of the Members of the Company by way of a Special Resolution.

The Board of Directors, after due consideration, is of the opinion that the proposed variation in the terms of issue of the Preference Shares is in the best interests of the Company and accordingly recommends the resolution set out at Item No. 1 of the Notice for approval of the Members by way of a Special Resolution.

Interest of Directors and Key Managerial Personnel:

Except Mr. Devesh Singh Sahney, Promoter and Managing Director, Mrs. Aarti Sahney, Promoter and Director, and Ms. Mallika Sahney, Promoter (to the extent of their respective shareholding in the Company), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Registered Office:

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Mumbai, Maharashtra, 400020

Website : www.nrbindustrialbearings.com

E-mail: investorcare@nibl.in

Place: Mumbai

Date: 05.02.2026

For NRB Industrial Bearings Limited

Sd/-

Devesh Singh Sahney

Managing Director

DIN : 00003956