

August 19, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code:530367	Symbol: NRBBEARING

Dear Sir/Madam,

Subject: Notice of the 60th Annual General Meeting (AGM) of the Members of the Company

Please find enclosed herewith the Notice of the 60th AGM of NRB Bearings Limited scheduled to be held on Thursday, September 11, 2025 at 03:00 P.M. (I.S.T) through Video Conference/Other Audio-Visual Means. The said Notice forms part of the Annual Report and Annual Accounts of the Company for the Financial Year 2024-25.

The Notice of the AGM is also available on the website of the Company at www.nrbbearings.com. The Notice of the AGM is being sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/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.

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.

Kindly take the above information on record.

Thanking you,
For NRB BEARINGS LIMITED

Kishor Talreja
AVP – Company Secretary & Compliance Officer
Membership no. F7064

Encl: as above

NOTICE FOR ANNUAL GENERAL MEETING

The Members,

NRB BEARINGS LIMITED

NOTICE is hereby given that the 60th Annual General Meeting of the Members of NRB Bearings Limited will be held on Thursday, September 11, 2025 at 3.00 p.m. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2025 and to confirm the payment of interim dividend for the Financial Year 2024-25.
3. To appoint a director in place of Mr. Satish Rangani (DIN 00209069) who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

4. To ratify remuneration of the Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as "the Act"), the remuneration of Rs. 1,30,000/- (Rupees One Lakh thirty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s R. Nanabhoy and Co., Cost Accountants (Firm Registration No. 7464) duly approved by the Board of Directors upon recommendation of the Audit Committee as Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending on March 31, 2026, be and is hereby ratified and confirmed."

5. To appoint M/s. Upendra Shukla & Associates, as Secretarial Auditor.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100), as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/ Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

6. To approve re-appointment of Ms. Harshbeena Zaveri (DIN 00003948) as Managing Director of the Company for a period of 5 (five) years with effect from October 1, 2025

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules framed under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR”**) and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to the approval of Central Government and all other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Harshbeena Zaveri (DIN 00003948) as Managing Director of the Company for a period of 5 (five) years with effect from October 1, 2025 on the terms and conditions contained in the agreement dated August 07, 2025 entered into between the Company and Ms. Harshbeena Zaveri (which agreement is also hereby approved and ratified) which includes, inter-alia, the terms and conditions set out below, with liberty to the Board of Directors (**“Board”**, which expression shall include any Committee of the Directors) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

A. Ms. Harshbeena Zaveri, as the Managing Director shall carry out duties as may be entrusted to her by the Board of Directors subject to the supervision and control of the Board of Directors.

B. Basic Salary and Allowances together:

Up to Rs. 6,69,24,120/- per annum payable as per the rules of the Company for FY 2025-26. Thereafter, annual increments (on the basic salary and allowances for the previous financial year) effective 1st April each year will be decided by the Nomination and Remuneration Committee and Board, taking into account the Company’s performance and rules of the Company, not exceeding 11% per annum.

C. Perquisites:

In addition to the basic salary the perquisites noted below will also be payable, if applicable;

Housing:

- Rent free unfurnished accommodation to be provided upon request of Managing Director, either owned or rented by the Company, charged subject to a ceiling of 60% of the monthly basic salary.
- In case no accommodation is provided by the Company house rent allowance subject to a ceiling of 60% of the monthly basic salary will be paid

The Company will provide gas, electricity, water and furnishings for the Managing Director’s accommodation which shall be valued as per the Income Tax rules 1962.

Leave travel assistance: For self and family every year in accordance with Company policy.

Club Fees: Reimbursement of membership fees for clubs.

Reimbursement of Medical Expenses: Reimbursement of all medical expenses for self, spouse and dependent children/parents.

Medical/Accident Insurance: As per rules of the Company

Personal Accident Insurance: As per rules of the Company

Provision of car with driver and telephone(s) at residence will not be considered as perquisites

D. Contribution to Provident 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.

E. Any other perquisites as per applicable Company rules and/or which may become applicable in the future and/or any other perquisites as the Nomination and Remuneration Committee and Board may decide from time to time.

Annual increments under each of the head of remuneration effective 1st April each year and inter-changeability amongst the heads of remuneration, will be decided by the Nomination and Remuneration Committee and Board, taking into account the Company’s performance and rules of the Company.

F. Commission:

Such remuneration by way of commission at the rate of 1.5% of the net profits for each financial year not exceeding of Rs. 1,75,00,000/- per annum for each financial year.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for payment of remuneration approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for any financial year during the tenure of her office (i) notwithstanding inadequacy of profits or loss in the relevant financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 of the Act and/or other applicable provisions under the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as the minimum remuneration for such financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Ms. Harshbeena Zaveri as Managing Director of the Company within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Board of Directors to give effect to this resolution.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Regulation 17(6)(e) of the SEBI LODR, Ms. Harshbeena Zaveri shall be entitled to receive the aforesaid remuneration notwithstanding that the annual remuneration payable to Ms. Harshbeena Zaveri may exceed Rs.5,00,00,000/- (Rupees Five Crores only) or 2.5 per cent of the net profits of the Company, whichever is higher, in any financial year during her tenure.

RESOLVED FURTHER THAT pursuant to Section 196 and other applicable provisions, if any, of the Act, approval of the Members be and is hereby accorded to the continuation of Ms. Harshbeena Zaveri (DIN 00003948) as the Managing Director of the Company, after attaining the age of 70 years.

RESOLVED FURTHER THAT Ms. Harshbeena Zaveri shall not be liable to retire by rotation and the approval of the Members to the appointment of Ms. Harshbeena Zaveri in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI LODR for her continuation as a director not liable to retire by rotation for 5 (five) years upto September 30, 2030.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company, the Chief Financial Officer of the Company and the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including filing of necessary forms and application(s) with Central Government or any other government or regulatory authority and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to obtain any further consent or approval of the Members of the Company, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. To increase the Authorized Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association

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

"RESOLVED THAT pursuant to Sections 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), rules made thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the company be and is hereby accorded for increasing the authorised share capital of the Company from Rs 20,00,00,000 (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2 (Rupees Two only) each to Rs. 40,00,00,000 (Rupees Forty crore only) divided into 20,00,00,000 (Twenty crore) Equity Shares of Rs. 2 (Rupees Two only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable provisions, if any, of the Act read with the relevant rules framed thereunder, including any amendments, modifications, variations or re-enactments thereof from time to time and subject to such approvals as may be necessary, the existing Clause V of the Memorandum of Association of the Company relating to the Authorized Share Capital be substituted with the following clause:

The Authorised Share Capital of the Company is Rs.40,00,00,000 (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crores only) Equity Shares of Rs.2/- (Rupees Two only) each with the rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the company with power to increase or reduce or repay the capital or any portion thereof at any time and from time to time in accordance with the Articles of the Company and the legislative provisions for the time being in that behalf. The shares in the Capital of the Company for the time being whether original or increased may be divided, consolidated and sub-divided into several classes by any issue of any class, of any value, with such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and with the right to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

8. To approve appointment of Mr. Tashwinder Singh (DIN: 06572282) as a Non-Executive and Non-Independent Director of the Company with effect from August 09, 2025

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

"RESOLVED THAT pursuant to the provisions of section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company and based on the approval & recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Tashwinder Singh (DIN 06572282) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Act, in the capacity of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for a period of 3 years, with effect from August 09, 2025 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation for a period of 3 years, with effect from August 09, 2025."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its committees) be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

By order of the Board of Directors
For NRB Bearings Limited

Kishor Talreja
Company Secretary & Compliance Officer
Membership No. F7064

Place: Mumbai
Date : August 09, 2025

NRB Bearings Limited

Registered office: Dhannur, 15, Sir P. M. Road, Fort, Mumbai 400001

CIN: L29130MH1965PLC013251

Tel: 022-22664160, Email: investorcare@nrb.co.in, Website: www.nrbbearings.com

Notes

1. In compliance with the provisions of the Companies Act, 2013 (“**Act**”) read with rules/circulars thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with circulars thereunder, the Annual General Meeting (“**Meeting**”) of the Company is being held through Video Conferencing (“**VC**”) facility, without the physical presence of the shareholders at a common venue. The registered office of the Company shall be deemed to be the place of the Meeting for the purpose of recording of the minutes of the proceedings of the Meeting.
2. In compliance with provisions of the Act read with rules/circulars thereunder and the provisions of SEBI Listing Regulations read with circulars issued thereunder, the Company is providing to the shareholders the facility to exercise their right to vote at the Meeting by electronic means, i.e. remote e-voting and e-voting during the Meeting (**together referred to as “e-voting”**).
3. The attendance of the shareholders attending the Meeting through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. **Since this Meeting is being held through VC pursuant to the circulars issued by the Ministry of Corporate Affairs (“MCA”), physical attendance of shareholders has been dispensed with. Accordingly, the facility for the appointment of proxies by the shareholders will not be available for the Meeting. Further, the Route Map of Meeting, Proxy Form and Attendance Slip are not annexed hereto. However, Body Corporates / Institutional shareholders are entitled to appoint authorised representatives to attend the Meeting through VC and cast their votes by electronic means.**
5. In compliance with the MCA circulars and SEBI circulars, the Notice of the Meeting along with the Annual Report for FY 2024-25 is being sent, through electronic mode, to those equity shareholders (as on **Friday, August 08, 2025**) whose e-mail addresses are registered with the Registrar and Transfer Agent / Depositories. For shareholders who have not registered their email addresses with the Company / RTA / Depository Participant, a letter containing the weblink, exact navigation path and other details to access the full Annual Report is being sent. The Shareholders whose email is not registered with the RTA, may register the same by Clicking on link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html. The shareholders may note that the Notice and Annual Report for FY 2024-25 will also be made available on the Company’s website www.nrbbearings.com, 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. The Notice of the Meeting will also be made available on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com, being the agency appointed by the Company for providing VC facility and e-voting facility for the Meeting. Any shareholder desirous of receiving the hard copy of the same may send a request to the Company at 60thagm@nrb.co.in.
6. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the relevant resolution of this Notice is annexed herewith and the same should be taken as part of this Notice.
7. The relevant details with respect to the Director retiring by rotation / seeking appointment / re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) are given in the **Annexure A, B & C** to the Notice.
8. The Board of Directors in their meeting held on October 04, 2024 had declared Interim Dividend of Rs. 2.50 per equity share (face value of Rs. 2 each) i.e. 125% of paid up share capital for FY 2024-25 which was paid during that Financial Year. The Board of Directors in their meeting held on May 14, 2025 had recommended Final Dividend of Rs. 4.30 per equity share (face value of Rs. 2 each) i.e. 215% on the paid up equity share capital for the FY 2024-25 for declaration by the members.
 1. The Register of Members of the Company and Transfer Books thereof will be closed from Friday, September 05, 2025 to Thursday, September 11, 2025 (both days inclusive).
 2. The dividend after declaration, will be paid to those Members whose names appear in the Register of Members of the Company on Thursday, September 04, 2025 (Record Date) and to the Members holding shares in demat form whose names appear in the Register of Members beneficiary position with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Thursday, September 04, 2025. (Record Date)

3. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on the Final Dividend for the financial year ended March 31, 2025 has been sent separately to the Members.
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents will be made available for inspection electronically by the shareholders. Shareholders seeking to inspect such documents can send an email to 60thagm@nrb.co.in.
10. M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100) shall act as Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.
11. The Scrutiniser, after the conclusion of e-voting at the Meeting, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company at www.nrbbearings.com and on the website of CDSL at www.evotingindia.com. The result along with the consolidated Scrutiniser's Report will simultaneously be communicated to the Stock Exchanges and displayed at the Registered Office of the Company.
12. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 11, 2025.
13. The details of unpaid/unclaimed dividends are uploaded on the website of the Company at www.nrbbearings.com. The shareholders are requested to note that the dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, along with the underlying shares, will be transferred to the Investor Education and Protection Fund (IEPF). The shareholders whose shares/dividend amounts are lying in IEPF can claim the same from the IEPF Authority by making an application in Form IEPF-5 online on the website <https://www.iepf.gov.in> and by complying with the requisite procedure. To know in detail about the procedure for claiming such dividend/shares, please contact the Company's RTA at rnt.helpdesk@in.mpms.mufig.com or write a letter to RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Unit: NRB Bearings Limited at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
14. In terms of SEBI Listing Regulations, transfer of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, has also mandated that listed companies shall, while processing investor service requests pertaining to issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of share certificate, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition, etc. issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get inherent benefits of dematerialization, shareholders holding shares in physical form are advised to avail of the facility of dematerialization
15. The shareholders holding shares in physical mode are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Unit: NRB bearings Limited at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. The relevant forms prescribed by SEBI for furnishing the above details are available on the Company's website at www.nrbbearings.com as well as on RTA's website at <https://in.mpms.mufig.com/>. For any clarifications / queries with respect to the submission of abovementioned forms, the shareholders may contact the RTA at (022) 4918 6000 or by email on rnt.helpdesk@linkintime.co.in.
16. The shareholders holding shares in dematerialized mode, are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).
17. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97 dated July 02, 2025, a special window has been opened for re-lodgement of transfer requests for physical shares that were originally lodged prior to April 01, 2019 and were rejected/returned/not attended to due to deficiencies. This window will remain open from July 07, 2025 to January 06, 2026. During this period, eligible shareholders may re-lodge such shares for transfer. Please note that such transfers will be processed only in dematerialized mode only. Shareholders are encouraged to take advantage of this opportunity and reach out to the Company's RTA for further assistance.

18. SEBI vide its Circular dated 31st July, 2023 issued guidelines for shareholders to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Shareholders are requested to first take up their grievance, if any, with RTA of the Company at their email address at rnt.helpdesk@in.mpms.mufg.com. Alternatively, the investor may also lodge their grievance/complaint/dispute with the Company at investorcare@nrb.co.in. If the grievance is not redressed satisfactorily, the shareholder may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the shareholder is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. It may be noted that the dispute resolution through the ODR Portal can be initiated only if such grievance / complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian law. The shareholder can directly initiate dispute resolution through the ODR Portal without having to go through SCORES portal, if the grievance/complaint/dispute lodged with the RTA/Company was not satisfactorily resolved.

19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, September 04, 2025 (cut-off date) shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date should follow the same procedure of e-Voting as mentioned below.

20. **Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:**

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 Monday, September 08, 2025 at 9:00 a.m. (IST) and ends on Wednesday, September 10, 2025 at 5:00 p.m. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 04, 2025 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 above said SEBI Circular, login method for e-voting and joining virtual meetings for Individual Members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Members holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>Individual Members holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.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.nsd.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.
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Members holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Members holding securities in Demat mode with NSDL</p>	<p>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</p>

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

(i) Login method for e-voting and joining virtual meetings for physical Members and Members other than individual holding in Demat form.

- 1) The Members should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Members" 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. Members 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 Members and other than individual Members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> • Members 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <**NRB Bearings Limited**> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

- (xi) 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.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

- (xii) **Additional Facility for Non – Individual Members and Custodians –For remote voting only.**

- Non-Individual Members (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.
- 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 Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 60thagm@nrb.co.in they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS 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 of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members 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. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Members 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 by sending their request in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at 60thagm@nrb.co.in . The Members who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at 60thagm@nrb.co.in. These queries will be replied to by the company suitably by email.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Members, 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 Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

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

1. For Physical Members- please provide necessary details like Folio No., Name of Member, 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 Members- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Members– 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 022-23058738 and 022-23058542/43.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4:

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such records are prepared and maintained by the Company. The cost records maintained by the Company in respect of its activities are required to be audited pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s R. Nanabhoy & Co., Cost Accountants as Cost Auditors to conduct the Audit of the cost records of the Company for the financial year 2025-26. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

Considering the scope of audit, time and resources to be deployed by the Cost Auditor, the proposed remuneration is fair and reasonable and would not in any way impair the independence and judgment of the Cost Auditor.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid matter.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Shareholders.

Item No. 5:

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on April 25, 2025 have appointed M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company.

While recommending M/s. Upendra Shukla & Associates for appointment, the Audit Committee and the Board considered the past audit experience of the firm particularly in auditing large companies, valued various factors, including their capability to handle a diverse and complex business environment, existing experience in the various business segments, the clientele they serve, and technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s. Upendra Shukla & Associates, are as under:

Profile:

M/s. Upendra Shukla & Associates, (Firm Registration Number: S2024MH963100), a Secretarial Audit Firm, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Securities law including Corporate Governance, CSR, Capital markets, RBI, etc. Mr. Upendra Shukla, PCS, is having about 35 years' experience in this field. The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

Terms of appointment:

M/s. Upendra Shukla & Associates, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years for conducting secretarial audit from FY 2025-26 to FY 2029-30.

The proposed fees payable to M/s. Upendra Shukla & Associates, is Rs.1,10,000 plus GST for the FY 2025-26. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

The Board of Directors recommends passing of the said resolution, as set out in item 5 of this Notice.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 6:

The tenure of Ms. Harshbeena Zaveri, (DIN 00003948) as Vice Chairman and Managing Director, is set to conclude on September 30, 2025. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ("Board") at its meeting held on August 07, 2025, approved the appointment of Ms. Zaveri as Managing Director designated as Vice Chairman & Managing Director for a period of 5 (five) years with effect from October 1, 2025 subject to approval by the members of the company.

Ms. Harshbeena Zaveri, (DIN: 00003948), age 65 years (Date of Birth: 01/03/1960), is a distinguished graduate of Wellesley College, having earned honors as a Scholar (Magna cum Laude) with honors. As on March 31, 2025, Ms. Zaveri holds 1,31,81,323 equity shares (13.60% of the equity share capital) in the Company. Trilochan Singh Sahney Trust 1, promoter shareholder holds 3,38,09,300 (34.88%) equity shares of the Company, wherein Ms. Harshbeena Zaveri is a trustee and beneficiary.

Ms. Zaveri, serves as the Chairman and Non-executive Director of SNL Bearings Limited and as Director on the board of NRB Holdings Limited, both subsidiaries of NRB Bearings Limited (NRB).

Ms. Zaveri has been in the position of Managing Director since 1 October, 2010 and played a pivotal role in the Company's growth, technological advancement and global expansion. Under her leadership NRB set up premier R&D and Innovation centers for next generation friction solutions, enabling- NRB's selection by Forbes as one of the Asia's Best 200 companies under US \$ 1 Billion. Her complete attention on culture building and branding led NRB to be recognized as "Most Preferred Workplace" (Manufacturing) for the 3rd consecutive year and BEST BRAND AWARD at ET Now conclave 2024. Her relentless focus on exports has resulted in NRB received the Star Performer - Award for Export Excellence in 2025 from Engineering Export Promotion Council of India (EEPC).

Ms. Zaveri has consistently been ranked Fortune India's "50 Most Powerful Women" list for over a decade and has been part of other prestigious publications such as Forbes, India Today, and Business India. She has been honored by Economic Times as one of the 'Most Promising Asian Business Leader' and received the Economic Times 'Game Changers of India Award from the Deputy Mayor of London.

Ms. Zaveri was part of the high-level delegation accompanying former President of India, Pranab Mukherjee's mission to Sweden for participating in bilateral discussions. She is on the Governing Council of Indo- French, the Indo- German and American Chamber of Commerce. She is an Executive Committee member of the Automotive Components Manufacturers Association (ACMA), CII Western Region Council and Maharashtra State council.

Mrs. Zaveri is deeply committed to youth empowerment through education and has been invited to speak by prominent Universities, including the Indian Institute of Technology, Mumbai and IIT, Kharagpur, and the Johnson School of Business, Cornell University and IMD.

Ms. Zaveri, is not related to any other director of the Company. She is not debarred or disqualified from being appointed or continuing as Director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

Note: Since Ms. Zaveri has a non-residential status, her appointment as Vice-Chairman and Managing Director of the Company is subject to the approval of the Central Government, in terms of Schedule V, Part I to the Act.

Information pursuant to Section II of Part II of Schedule V of the Act:

I. General Information:

- Nature of Industry: Automotive Components.
- Date of commencement of commercial production: June 30, 1965
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Revenue from operations	1,07,752	1,02,272
Net Profit After Tax (without exceptional)	9,023	7,809
Net Profit after Tax (with exceptional)	5,868	25,047
Profit as per Section 198 of Companies Act, 2013	7,985	13,951

- Foreign investments or collaborations, if any:

Foreign Subsidiary: NRB Holdings Limited at UAE

Foreign Step-down subsidiary Companies: NRB Bearings (Thailand) Limited at Thailand, NRB Bearings Europe GmbH at Germany and NRB Bearings USA Inc at USA

II. Information about the appointee:

- Background details: Please refer to paragraph given above
- Past remuneration: For FY 2024-25 Salary and Perquisites Rs. 7,17,84,620/-
- Recognition or Awards:

Ms. Zaveri has been the recipient of many prestigious national and international business awards and was honored by Economic Times as - "Most inspiring leaders of India", "Most Promising Asian Business Leader" and recognized with the "Game Changers of India" Award from the Deputy Mayor of London

Other details of the recognition accorded to her are recorded in the preceding paras.

Under the visionary leadership of Ms. Harshbeena Zaveri, NRB Bearings Limited has consistently garnered prestigious accolades, reaffirming its commitment to quality, innovation, sustainability, and excellence in workplace practices.

2025

- **Star Performer – Other Industrial" Award for Export Excellence 2021-22 by EEPC India** - Awarded at the 40th Export Award Western Region by EEPC India
- **Maruti Suzuki – Best Tier-2 Supplier Control Practices – QA Business Vertical (April 2025):** Recognized for robust quality systems and exemplary compliance standards.

2024

- **ET NOW Best Brands Conclave – Best Brand Award by ET Edge (2024):** Celebrated for strong brand equity and innovation-driven growth.
- **Bajaj Auto – Platinum Quality Award (2024 Vendor Convention):** Acknowledged for outstanding quality and supplier performance.
- **Team Marksmen – Most Preferred Workplace in Manufacturing (2024):** Recognized for a progressive and employee-centric work culture.
- **IOD UAE Global Convention – Recognition for Sustainable Growth and Innovation (2024):** Awarded for leadership in responsible business practices.
- **Ashok Leyland – Platinum Award for Zero PPM (FY24):** Honored for flawless quality performance and manufacturing excellence.
- **Maruti Suzuki Gujarat – Zero Defect Quality Performance Award (2023–24):** Recognized for achieving zero-defect delivery standards.
- **RSB Transmissions – Key Partner Award for Excellence in Partnership (2024):** Celebrated for strong collaborative engagement.

2023

- **EEPC (Engineering Export Promotion Council of India) – National Export Award (2022–23):** Awarded at the 55th EEPC India National Awards for outstanding performance in engineering goods and service exports and redefining excellence in mobility and manufacturing. The Company was recognized for its contributions to the engineering sector and its role in driving mobility and redefining excellence in manufacturing.
- **Bajaj Auto – Platinum Quality Award (2023):** Reaffirmed quality leadership in the auto component space.
- **Daimler Truck – Supplier Award – Reliable Partner (2023):** Recognized for dependable partnership and delivery excellence.
- **John Deere – Partner Performance Award (2023):** Honoured for high standards in performance and collaboration.
- **ZF – Appreciation for Design & Development of CRB (2023):** Acknowledged for engineering innovation and product development.
- **Mitsubishi Heavy Industries – Best Performance Award (2023):** Celebrated for exceptional performance and reliability.
- **Hyundai – Quality Supplier Certification (2023):** Certified for consistent quality and compliance.
- **Mazda Powertrain Thailand – Continuous Quality Supplier (5 Years) (2023):** Recognized for sustained excellence in quality delivery.

2022

- **Bharat Forge – Quality Performance Contribution Award (2022):** Honored for significant contributions to quality improvements.
- **RSB Group – Key Partner Award (2022):** Acknowledged for outstanding strategic partnership.
- Job Profile and suitability: Please refer to paragraph given above
- Remuneration Proposed: As given in item no 6 of the Notice
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration (duly recommended by the Nomination and Remuneration Committee and approved by the Board) is in line with the trends in the industry and is befitting Ms. Harshbeena Zaveri's responsibility, experience and competence.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Except Ms. Harshbeena Zaveri, none of the other Directors, key management personnel and their relatives are interested or concerned with the resolution. Ms. Harshbeena Zaveri holds 1,31,81,323 equity shares (13.60%) as on March 31, 2025 in the Company.

III. Other Information:

- Reasons of loss or inadequate profits: Not Applicable
- Steps taken or proposed to be taken for improvement: NRB has a consistent record of over 3 decades, as a profitable and dividend paying company.
- Expected increase in productivity and profits in measurable terms: The Company remains positive on the outlook for the near future with its performance- post Covid pandemic - on Revenue growth and Profits as below:

Year	Revenue		Profit before tax(excluding exceptional items)	
	Amount in Crores	%age growth	Amount in Crores	%age growth
2022-23	1,02,310	11.96%	12,433	28.24%
2023-24	1,02,272	(0.04)%	10,784	(13.26)%
2024-25	1,07,752	5.36%	13,172	22.14%

IV. Disclosures:

- The disclosures on the remuneration package of each managerial personnel and details of all elements of remuneration package, service contracts and stock option details, as applicable, forms a part of the Corporate Governance Report in the Annual Report for FY 2024-25 and shall form a part of the Corporate Governance Report in the Annual Report going forward.

Ms. Zaveri, being a part of the promoter group, approval is sought for the payment of annual remuneration exceeding Rs, 5,00,00,000/- (Rupees Five crores only) or 2.5% of the net profits calculated as per Section 198 of the Act whichever is higher for every financial year for a period of 5 (five) years with effect from October 1, 2025.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment and remuneration payable. Accordingly, the following key factors were considered by the NRC / Board while recommending the re-appointment and remuneration of Ms. Zaveri:

- The Company's revenue from operations despite the Covid-19 situation, has increased to Rs. 1,198.6 crore (Domestic – 75% and Export – 25%) for the financial year 2024-25 as compared to Rs. 776.0 crore (Domestic – 79% and Export – 21%) for the financial year 2019-20, **an increase of 54.5%**.
- Profit before Tax (before exceptional items) has increased to Rs. 131.7 crore for the financial year 2024-25 as compared to Rs. 46.8 crore for the financial year 2019-20, **an increase of 181%**.
- Return on equity ratio of the company has improved from 7.01% for FY 2019-20 increased to 9.08% for FY 2024-25, **an improvement of 207 bps**.
- Return on capital employed of the company has improved from 8.58% for FY 2019-20 increased to 15.48% for FY 2024-25, **an improvement of 690 bps**.
- Debt Equity Ratio of the company has improved from 0.72 for the financial year 2019-20 to 0.20 for financial year 2024-25 i.e., **improvement of 260%**

Under her leadership Company has maintained an exemplary CRISIL rating of **AA-(Stable)**

The Nomination & Remuneration Committee and the Board reviewed the contributions of Ms. Harshbeena Zaveri in her role as Vice Chairman & Managing Director over a period of time. They considered several other parameters such as her leadership capabilities, her extensive industry experience in providing strategic and operational direction, and her deep familiarity with Company's current challenges and opportunities Her initiatives in the area of Environment, Social and Governance ("ESG"), chalking and drawing roadmap for attaining carbon neutrality by year 2040, etc have been noted. In addition to overseeing the domestic operations, Ms. Zaveri also spearheads international operations of the Company across Europe, US and new geographies. Ms. Zaveri has guided the Company's growth both organically and inorganically, seizing opportunities in India and across the globe.

Quantum and reasonableness of the compensation is commensurate with the size, spread of operations, scale of the Company and recognizes her contribution in driving exports & high profitability in comparison to peers within the auto components and bearing industry. The overall remuneration of Ms. Zaveri recognizes her performance and the additional responsibilities entrusted on her during this period. Her achievements of exemplary financial ratios & CRISIL rating places NRB on top of the companies that have revenue of similar band as that of NRB.

Her Personal involvement in driving digitization, sustainability & environment, Health & Safety and making NRB an attractive preferred place for young people make NRB an employer & supplier of choice.

Ms. Zaveri will turn 70 years on March 01, 2030. In view of her exceptional credentials and extensive experience, the Board of Directors are of the opinion that Mrs. Zaveri's continued leadership is indispensable and it would be in the best interest of all the stakeholders of the Company that she does continue as Managing Director for the full term of her appointment of 5 (five) years. Hence, her appointment may also be deemed to be within the provisions of Section 196(3) of the Act.

The relevant documents relating to the appointment of Ms. Harshbeena Zaveri, as Vice Chairman & Managing Director will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents may send an e-mail to 60thagm@nrb.co.in.

Ms. Harshbeena Zaveri may be deemed to be interested in the proposed resolution to the extent of her shareholding in the Company and the remuneration she will be entitled to as the Managing Director.

Save and except above, none of the other Directors, key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution, as set out in item 6 of this Notice for approval of the members of the Company as a Special Resolution.

Item No. 7:

In order to enable the Company to issue further shares, as and when required, it is proposed to increase the authorized share capital of the Company from Rs 20,00,00,000 (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2 (Rupees Two only) each to Rs.40,00,00,000 (Rupees Forty crore only) divided into 20,00,00,000 (Twenty crore) Equity Shares of Rs. 2 (Rupees Two only) each by way of creation of an additional 10,00,00,000 (Ten Crore) Equity Shares of Rupees 2/- (Rupees Two only) each, ranking pari passu in all respect with existing equity shares of the company. As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in Annual general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.nrbbearings.com for Members' Inspection.

The Board recommends the Ordinary resolution as set out at item no. 7 of this notice for the approval of members.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company

Item No. 8:

Mr. Tashwinder Singh (DIN: 06572282) was associated with the Company as an Independent Director for 10 years upto August 10, 2024, during an important growth and transitional period and has deep knowledge of the Company and its product and strategy.

The Nomination and Remuneration Committee, after considering his skills, knowledge, expertise, experience, has unanimously recommended to the Board appointment of Mr. Tashwinder Singh (DIN: 06572282) as an Additional director in the capacity of Non-Executive Non-Independent Director (liable to retire by rotation) for a period of 3 years, with effect from August 09, 2025, subject to approval of members at the ensuing Annual General Meeting.

Profile:

Summary:

Natural team-builder and leader with proven abilities across all levels of organizational management. Talented in developing partnerships, overseeing personnel and developing tactical plans to meet strategic goals. Proven change-manager with significant background in Banking, General Management and Private Capital Investing (Alternatives).

Skills:

Business Management, Strategic Business Planning, Leadership skills, Execution skills, Mentoring and Talent Management, Problem Solving skills and Relationship skills.

Strong connections in the business community in India with significant capacity to originate and execute transactions in the Alternative Investments space.

Date of Birth: 11 March 1970

Work Experience: 30 Years

1. Niyogin Fintech Limited (BSE Listed Company)

Designation: CEO and MD

Tenor: Oct 2020 till date

Key Responsibilities includes building strategy, managing execution and delivering results. The Company has an NBFC licence and has two subsidiaries – Moneyfront (Focused on wealth) and IserveU Technologies (Focused on 'Banking as a Service'). Managed a team of over 500 people spanning the three-business mentioned above. The business is now listed, has turned profitable and has attracted investments from Investors like Think Capital, MK Ventures, Carminag among other.

2. KKR (Kohlberg Kravis Roberts)

Designation: **Managing Director**

Tenor: June 2012 till June 2019

Key responsibilities include Origination/Deal diligence/Underwriting/Investment Management/Portfolio Management for Alternative Investments. Managed team of 5 Originators/Deal leads/3 Underwriters and 2 portfolio managers. The role was industry agnostic, and deals were done in Industrials, Auto components, Speciality Chemicals, Healthcare, Education, Real Estate among others.

Previous Board Representations

1. NRB Bearings (Auto Components) Chairman and Non-Executive Director
2. SBAPL (Industrial Plastics)- Nominee Director
3. Resonance Eduventures (Education) - Nominee Director
4. KKR Capital Markets India Pvt. Ltd. (Financial Services)-Nominee Director
5. KKR India Finance Pvt. Ltd. (Financial Services) - Nominee Director

3. Citigroup

Tenor: April 1994-May 2012

a) Managing Director-Citi Private Bank

Tenor: April 2010 till May 2012

- Global Market Manager and Business Head for india
- Develop and Implement Business Strategy for the Private Banking Business in India.
- Member of the following committees for Citi India
- Management Committee of Citibank India
- Business Heads Committee resp. for Business Practice
- ALCO Member

b) Managing Director-Commercial Banking Group

Tenor: Nov.2004 till March 2010

- Business Head Pan India, Responsible for a Revenue. target of USD 145 Million for 2009 (up from 110 MM in 2008)
- Provide senior level support to manage 250 Mid-Market and over 1500 SME clients.
- Spearhead Business Strategy to show a sustained growth of minimum 35-40% year on year.
- Identify segment needs and execute new initiatives [Middle Market Strategy, Small Ticket Strategy, Risk Defeasance with Export Agencies, Commodity Financing etc.) to increase market share and revenues.
- Manage a team of over 150 sales officers across 23 locations in India.

c) Sales Head-North India (Commercial Lending)

Tenor, Oct. 2003 till Nov. 2004

- Managed the North India franchise of the SME business, which encompassed 4 cities, 150 clients and revenues of USD 12MM growing at the rate of 40% p.a.

d) Head eBusiness Operations (Center of Excellence)-Management Committee of Citigroup Global Services Ltd (Formerly, eServe Ltd.)-ITES Industry.

Tenor: Feb 2000 till March 2002

- Member of the Management Committee, which formulated policies and procedures for the Company (Business Model HR/ Compensation/ Premises/Promotions etc.)
- Was a part of the company since inception and helped in spearheading growth in the International business from a Full Time Employee (FTE) base of 20 to 2000 and overall FTE base from 250 to 5000.
- Spearheaded the 'derisking' of business strategy by acquiring clients in over 20 countries. Total cost saves achieved globally for Citigroup was in excess of USD 20 Million p.a.
- Achieved an annual saving of 10% in FTE terms year on year for the business while improving quality of output substantially.

e) Market Manager (US/Europe): Business Development Manager, CGSL.

Tenor: March 2002 till Oct. 2003

- Managed the transition of over 400 high-end jobs from the US/Ireland into India and created the first 'Center of Excellence for Citigroup in India.

f) Service Head, CitiService: Service Management

Tenor: Sept 1998 till Feb 2000

g) Cash Management: Product Management

Tenor: Feb. 1997 till Sept 1998

h) International Trade Services: Operations Management

Tenor: April 1994 to Feb. 1997

4. Voltas Ltd.

Tenor: April 1991 to July 1992

Electrical Business Group:

As a management trainee, worked in the Electrical Projects cell at Voltas. The Group focused on turnkey projects in Power Generation and Distribution.

Educational Qualifications:

Degree Division	Institute	Year
MBA 1 st	Faculty of Mgmt. Studies (Delhi Univ.)	1992-94
BE (Electrical) 1 st	Delhi College of Engg. (Delhi Univ.)	1987-91

The Company has received all the statutory disclosure/ declarations from Mr. Singh. The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") are given in the Annexure C to the Notice.

Mr. Singh is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of section 164 and other applicable provisions of the Act. and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Tashwinder Singh (being the appointee), are interested in or concerned financially or otherwise in Resolution No. 8.

The Board recommends the Ordinary resolution as set out at item no. 8 of this notice for the approval of members.

By order of the Board of Directors
For NRB Bearings Limited

Kishor Talreja
Company Secretary & Compliance Officer
Membership No. F7064

Place: Mumbai
Date : August 09, 2025

ANNEXURE - A

Information as required by SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015, and Secretarial Standards on General Meeting are given below:

Name of Director	Mr. Satish Rangani
DIN	00209069
Date of Birth	November 13, 1948
Nationality	Indian
Date of appointment on Board	July 24, 2013
Brief Resume and Expertise in specific functional areas	Refer to paragraph below
Shareholding in Company as on March 31, 2025	9,000 equity shares
List of Directorships held in other public companies	SNL Bearings Limited NRB bearings Thailand Limited
Qualification	Qualified Company Secretary and a member ICSI. Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies Bachelors of Commerce from the University Mumbai
Terms and Conditions of appointment / reappointment	Re-appointed in terms of Section 152(6) of the Companies Act, 2013
Names of listed entities from which the person has resigned in the past three years	None
Number of Board meetings attended during the Fy 2024-25	Six (6) Board meetings attended during the FY 2024-25
Details of remuneration last drawn in 2024-25	Sitting fees and Commission as recommended by NRC and approved by the Board
Memberships/ Chairmanships of Audit and Stakeholders Relationship Committees across public companies	SNL Bearings Limited Stakeholders Relationship Committee, Member Corporate Social Responsibility Committee, Member
Disclosure of relationships with Directors, managers and other key managerial personnels inter se	None

Mr. Satish Rangani is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He has completed Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies in 1971, after completion of the Bachelors of Commerce degree from the University of Mumbai.

He has been associated with the Company since 1993 and has extensive experience and expertise in the areas of finance, strategy, legal and compliance. His expertise also includes execution of projects across a wide range of industries.

ANNEXURE - B

Name of Director	Ms. Harshbeena Zaveri
DIN	00003948
Date of Birth	March 1, 1960
Nationality	Indian
Date of appointment on Board	April 1994
Brief Resume and Expertise in specific functional areas	Refer to paragraph below
Shareholding in Company as on March 31, 2025	Ms. Zaveri holds 1,31,81,323 equity shares (13.60% of the equity share capital) in the Company. Trilochan Singh Sahney Trust 1, promoter shareholder holds 3,38,09,300 (34.88%) equity shares of the Company, wherein Ms. Harshbeena Zaveri is a trustee and beneficiary.
List of Directorships held in other public companies	SNL Bearings Limited NRB Holdings Limited (UAE)
Qualification	She graduated with freshman distinction and as a Wellesley Scholar (magna cum laude) with honors' from Wellesley College.
Terms and Conditions of appointment / reappointment	As per details provided in the Resolution and Explanatory statement
Names of listed entities from which the person has resigned in the past three years	National Peroxide Limited
Number of Board meetings attended during the FY 2024-25	Six (6) Board meetings attended during the FY 2024-25
Details of remuneration last drawn in 2024-25	Refer Corporate Governance Report for the year 2024-2025
Memberships/ Chairmanships of Audit and Stakeholders Relationship Committees across public companies	NRB Bearings Limited- Stakeholders Relationship Committee, Member Audit Committee, Member SNL Bearings Limited- Stakeholders Relationship Committee, Member Audit Committee, Member
Disclosure of relationships with Directors, managers and other key managerial personnels inter se	None

Profile:

Ms. Harshbeena Zaveri has been in the position of Managing Director since 1 October, 2010 and played a pivotal role in the Company's growth, technological advancement and global expansion. Under her leadership NRB set up a premier R&D and Innovation centres for next generation friction solutions, enabling- NRB's selection by Forbes as one of the Asia's Best 200 companies under US \$ 1 Billion. Her complete attention on culture building and branding led NRB to be recognized as "Most Preferred Workplace" (Manufacturing) for the 3rd consecutive year and BEST BRAND AWARD at ET Now conclave 2024. Her relentless focus on exports has resulted in NRB receiving the "Star Performer – Other Industrial" Award for Export Excellence 2021-22 by EEPC India.

Ms. Zaveri has consistently been ranked Fortune India's "50 Most Powerful Women" list for over a decade and has been part of other prestigious publications such as Forbes, India Today, and Business India. She has been honored by Economic Times as one of the 'Most Promising Asian Business Leader' and received the Economic Times 'Game Changers of India Award from the Deputy Major of London.

Ms. Zaveri was part of the high-level delegation accompanying former President of India, Pranab Mukherjee's mission to Sweden for participating in bilateral discussions. She is on the Governing Council of Indo- French, the Indo- German and American Chamber of Commerce. She is an Executive Committee member of the Automotive Components Manufacturers Association (ACMA), CII Western Region Council and Maharashtra State council.

Mrs. Zaveri is deeply committed to youth empowerment through education and has been invited to speak by prominent Universities, including the Indian Institute of Technology, Mumbai and IIT, Kharagpur, and the Johnson School of Business, Cornell University and IMD.

ANNEXURE - C

Name of Director	Mr. Tashwinder Harjap Singh
DIN	06572282
Date of Birth	March 11, 1970
Nationality	Indian
Date of appointment on Board	August 09, 2025
Brief Resume and Expertise in specific functional areas	Mr. Tashwinder Singh comes with more than 30 years of leadership experience in both strategic and operational roles with significant background in General Management, Banking, Wealth Management and Private Capital Investing. He was also associated with the Company as an Independent Director for 10 years upto August 10, 2024, during an important growth and transitional period and has deep knowledge of the Company and its product and strategy.
Shareholding in Company as on March 31, 2025	NIL
List of Directorships held in other public companies	Niyogin Fiserv Limited, Niyogin Fintech Limited, Standard Industries Limited.
Qualification	BE Electrical, MBA (Delhi University)
Terms and Conditions of appointment / reappointment	As per details provided in the Resolution and Explanatory statement
Names of listed entities from which the person has resigned in the past three years	Mr. Tashwinder Singh ceased to be Director of NRB Bearings Ltd. w.e.f. 10th August, 2024 upon completion of his two terms of 5 consecutive years as Independent Director of the Company;
Number of Board meetings attended during the Fy 2024-25	NA
Details of remuneration last drawn in 2024-25	NIL
Memberships/ Chairmanships of Audit and Stakeholders Relationship Committees across public companies	Member of the Audit Committee of Standard Industries Limited
Disclosure of relationships with Directors, managers and other key managerial personnels inter se	None