

Harshbeena Sahney Zaveri

Date: February 6, 2025

To, BSE Limited Corporate Relationship Department 1 st Floor, P.J. Towers, Dalal Street Mumbai 400 001 Scrip Code: 530367	To, National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex Bandra (E) Mumbai - 400 051. Scrip Code: NRBBEARING
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Dear Sir/Madam,

Sub: Disclosure under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations")

I, Harshbeena Sahney Zaveri ("**HSZ**"), am making this disclosure pursuant to Regulation 10(5) of the SAST Regulations in respect of the proposed realignment of shares of NRB Bearings Limited ("**NRB**") and the proposed realignment of beneficial interest in the Trilochan Singh Sahney Trust 1 (TSS Trust 1), which holds shares of NRB, between the promoters and members of promoter group of NRB who have been classified as promoters and the promoter group of NRB for a period of more than three years in terms of Regulation 10(1)(a)(ii) of the SAST Regulations, as contemplated under the Memorandum Recording Family Settlement ("**Memorandum**") dated January 20, 2025 entered into amongst Ms. Hanwantbir Kaur Sahney ("**HBK**") (my mother), Mr. Aziz Yousuf Zaveri ("**Aziz**") (my husband), Mr. Sahir Zaveri ("**Sahir**") (my son) and Ms. Karina Zaveri Whelan ("**Karina**") (my daughter) and "**DSS Family**", comprising of Mr. Devesh Singh Sahney ("**DSS**") (my brother), Ms. Aarti Devesh Sahney ("**Aarti**") (wife of DSS), Ms. Mallika Devesh Sahney ("**Mallika**") (daughter of DSS) and Supplemental Deed of Trust For TSS Trust 1 dated January 20, 2025 entered into between HBK, HSZ, DSS, Mallika, Mr. Satish Rangani, Sahir and Karina ("**Supplemental Trust Deed**").

This is for your information and records.

Thanking You,

Yours faithfully,



Harshbeena Sahney Zaveri

4, Shangri La, 27 A, Carmichael Road, Mumbai 400 026

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Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	NRB Bearings Limited (“ NRB ”)
2.	Name of the acquirer(s)	Ms. Harshbeena Sahney Zaveri
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Promoter
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to Annexure A
	b. Proposed date of acquisition	The realignment of the shareholding shall be effected as disclosed in Annexure A with effect from the ‘Settlement Date’ defined under the Memorandum. The Settlement Date shall occur within the agreed timeline prescribed under the Memorandum subject <i>inter alia</i> to fulfillment of certain conditions precedent prescribed under the Memorandum. The parties have proposed 13th February 2025 as the Settlement Date and have kept 14th February 2025 as the reserve date. In the event the Settlement Date does not occur on 13th February 2025 or 14th February 2025 for any reason, the acquirer shall notify the stock exchange of any change.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Refer Annexure A

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	d.	Total shares to be acquired as % of share capital of TC	Refer Annexure A
	e.	Price at which shares are proposed to be acquired	Not applicable. The realignment of shareholding is carried out as part of the family settlement as specified under the Memorandum.
	f.	Rationale, if any, for the proposed transfer	The proposed transaction is pursuant to family settlement as specified under the Memorandum.
5.		Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (" SAST Regulations ").
6.		If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	The shares are frequently traded in terms of Regulation 2(1)(j) of the SAST Regulations. Volume Weighted Average Market Price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of TC are recorded during such period is Rs. 278.44/- per share.
7.		If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.		Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable. The realignment of shareholding is carried out as part of the family settlement as specified under the Memorandum.
9.		Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).	We confirm that Acquirer has complied (during 3 years prior to the date of proposed acquisition) and will comply with applicable disclosure requirements in Chapter V of the SAST Regulations, 2011. The disclosures filed by the transferors

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		and the transferees, in individual capacity, in compliance with applicable disclosure requirements in Chapter V of the SAST Regulations made during the previous 3 years prior to the date of proposed acquisition are enclosed as Annexure B .			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		We confirm that all the conditions specified under Regulation 10(1)(a) of SAST Regulations with respect to exemptions have been duly complied with.		
11.	Shareholding details		Before the proposed transaction		After the proposed transaction
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights
	a	Acquirer(s) and PACs (other than sellers) (*)	Refer Annexure A		
	b	Seller (s)			

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



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Place: Mumbai

Date: February 6, 2025

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Annexure A

1. Trilochan Singh Sahney Trust 1 (“**TSS Trust 1**”) owns 3,38,09,300 equity shares equivalent to 34.88% of the equity share capital of NRB Bearings Limited (“**NRB**”). Ms. Hanwantbir Kaur Sahney (“**HBK**”), Ms. Harshbeena Sahney Zaveri (“**HSZ**”) and Mr. Devesh Singh Sahney (“**DSS**”) are the present trustees and beneficiaries of TSS Trust 1. In terms of the provisions of Restated Deed of Trust on 6th November 2012, the voting rights thereof are exercised by HSZ and in her absence by Mr. Sahir Zaveri, son of HSZ.
2. Pursuant to the Supplemental Trust Deed, HBK and DSS shall cease to be the trustees and beneficiaries of TSS Trust 1, and Mallika shall cease to be future trustee and beneficiary of TSS Trust 1. HSZ shall continue as a trustee and beneficiary of the TSS Trust 1. Mr. Satish Rangani shall also continue as Trustee of TSS Trust 1. Voting rights over shares of NRB held by TSS Trust 1 shall continue to be exercised by HSZ. The Supplemental Trust Deed shall take effect from the Settlement Date (defined under the Memorandum) the occurrence of which is subject to *inter alia* satisfaction of conditions precedent as set out under the Memorandum. TSS Trust 1 will continue to hold 3,38,09,300 equity shares of Target Company aggregating 34.88% of the equity share capital of Target Company.
3. Further, in terms of Memorandum, HSZ will acquire below equity shares of NRB from DSS family in compliance with the requirements of SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015 on the Settlement Date.

Sr. No.	Name	Category	No of Shares held	% of Shareholding
1.	Devesh Singh Sahney	Promoter	8,50,089	0.88
2.	Mallika Sahney	Promoter Group	4,920	0.01
3.	Aarti Devesh Sahney	Promoter Group	900	0.001%
		Total	8,55,909	0.89%

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4. The shareholding details of the Target Company for the purpose of Serial No. 11 above is as under:

Name of Shareholder	Before the proposed transaction		After the proposed transaction	
	No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
Harshbeena Sahney Zaveri (Promoter)	1,22,69,064	12.66	1,31,24,973	13.55
Aziz Yousuf Zaveri (Promoter group)	14,97,231	1.54	14,97,231	1.54
Sahir Zaveri (Promoter group)	19,752	0.02	19,752	0.02
Anupa Rajiv Sahney (Promoter group)	7,73,021	0.80	7,73,021	0.80
Jasiv Singh Devender Singh Sahney (Promoter group)	3,03,495	0.31	3,03,495	0.31
Bhupinder Singh Sahney (Promoter group)	28,580	0.03	28,580	0.03
Trilochan SantSingh Sahney 1 (Promoter)	3,38,09,300	34.88	3,38,09,300	34.88
Szww General Trading Private Limited	5	0.00	5	0.00