

NIBL/BSE/NSE/2025-26

Date: 20<sup>th</sup> August, 2025

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

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

**Subject: Proceedings of 14<sup>th</sup> Annual General Meeting of the Shareholders of the Company**

Dear Sir/ Madam,

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the summary of the proceedings of the 14th Annual General Meeting of the Company held on Wednesday August 20, 2025 at 02:00 P.M. through Video Conferencing and other audio-visual means.

Kindly, take the above on your record.

Thanking you,

Yours Sincerely,  
For **NRB Industrial Bearings Limited**

**Vandana Yadav**  
**Company Secretary & Compliance Officer**  
*Encl.: as above*

**BRIEF PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF  
NRB INDUSTRIAL BEARINGS LIMITED.**

**1. Date, time and Venue of the Meeting:**

The 14<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, August 20, 2025 through video conferencing. The meeting commenced at 2:00 pm and concluded at 02:37 pm.

**2. Brief details of items deliberated at AGM and results thereof:**

Mr. Devesh Singh Sahney, Chairman and Managing Director welcomed all the Directors, Invitees and the Shareholders of the Company to the 14th AGM of the Company. He informed that the meeting was held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI from time to time.

As the requisite quorum was present the Chairman called the meeting to order. Then he introduced all the Directors, Key Managerial Personnel, Auditors and Attendees in the meeting. The Chairman also stated that in an unlikely event of any technical problem whereby he loses connectivity at any point during the meeting, it is proposed to appoint Mr. Anurag Toshniwal and in his absence, Mr. Samrat Zaveri, and in his absence, Ms. Sejal Mehta, as an Alternate Chairman for the meeting for which all the Directors consented.

He further informed that requisite quorum were present at the AGM through the Video Conferencing or Other Audio-Visual Means facility provided through Webcast Facility of CDSL.

The Chairman also informed the Members that since the meeting was being held through Video Conferencing or Other Audio-Visual Means there was no proxy facility available for this Meeting, as it was dispensed by the MCA and SEBI. The statutory registers which were required to be kept open were available for inspection electronically.

Then the Chairman requested Company Secretary of the Company to provide the General instructions to the Shareholders/ Members regarding the participation in the meeting. The Company Secretary briefed the members about the General Instructions for participation in the meeting. She informed that the Company had engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of remote e-voting to all the members as on August 13, 2025 were eligible for e-voting. The Remote e-voting was open from 9:00 A.M. IST on Sunday, August 17, 2025, to 5:00 P.M. IST on Tuesday, August 19, 2025. Remote e-voting was closed on August 19, 2025, at 5:00 P.M.

She further informed that Board of Directors has appointed Mr. J. J. Gandhi of M/s J. J. Gandhi & Co., Practicing Company Secretary, as the scrutinizer for this meeting. The combined results of remote e-voting and e-voting conducted during the meeting will be announced based on the scrutinizer's report.

**NRB INDUSTRIAL BEARINGS LTD.**

REGD. OFFICE: 3rd Floor, Metro House, M.G Road, Dhobi Talao, Churchgate, Mumbai, Maharashtra, India, 400020

TEL.: 9122- 4541 7500 FAX: 9122 - 22704207

WEBSITE: <http://www.nrbindustrialbearings.com>

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After receipt of the voting result along with the Scrutinizer's Report, the same will be uploaded on the website of the Company and of CDSL and will also be intimated to the Stock Exchange.

Then the Chairman briefed the members about the performance of the Company in FY 2024-25. He informed that the Company has taken care of all the necessary efforts to enable members to attend this meeting through Video conference and cast their votes in the AGM, 2025.

The Chairman informed that the Notice of the meeting and the Annual Report of the Company for FY 2024-25 was already sent to the members and therefore was taken as read. He further mentioned that there was no qualification, observation or adverse comment in the Statutory Auditors Report or the Secretarial Auditors Report, hence, it was not required to be read at the meeting.

With the permission of the members, the Notice convening the AGM and the Annual Report of the Company for the financial year ended March 31, 2025, were taken as read.

Then the Shareholders/ Members who had pre-registered as Speakers were given the opportunity to speak or ask their questions. The Chairman and Chief Financial Officer addressed the questions of all the Shareholders/ Members one by one.

With the permission of the members, the following items of business, as per the Notice convening the 14<sup>th</sup> AGM of the Company dated May 27, 2025 were transacted and were put to vote through remote e-voting and e-voting at the AGM:

### **Ordinary Business:**

#### **Item No. 1 (Ordinary Resolution):**

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

The Chairman vacated the Chair and requested Mr. Anurag Toshniwal to preside over the meeting for the purpose of deliberating upon and transacting the business pertaining to the aforementioned agenda items.

Accordingly, Mr. Anurag Toshniwal assumed the Chair and proceeded to take up the remaining agenda items of the Annual General Meeting

**Item No. 2 (Ordinary Resolution):**

To appoint a Director in the place of Mrs. Aarti Sahney (DIN: 08579914), who retires by rotation and being eligible, has offered herself for re-appointment.

**Special Business:****Item No. 3 (Special Resolution):**

Re-Appointment of Mr. Samrat Zaveri (DIN : 00374104) as an Independent Director for a second term of five consecutive years

**Item No. 4 (Ordinary Resolution)**

To approve and amend material related party transactions with NRB-IBC Bearings Private Limited pursuant to Section 188 of the Companies Act, 2013

**Item No. 5 (Ordinary Resolution)**

To approve and amend material related party transactions with NIBL-Korta Engineering Private Limited pursuant to Section 188 of the Companies Act, 2013

**Item No. 6 (Ordinary Resolution)**

To Consider and approve a related party transaction pursuant to Section 188 of the Companies Act, 2013.

Upon conclusion of discussions on the specified agenda items, Mr. Anurag Toshniwal vacated the Chair. The Chairman, Mr. D.S. Sahney, thereupon resumed the Chair and proceeded with the remaining business of the Annual General Meeting.

The Chairman then informed that the facility of E-voting on the CDSL platform shall continue to be available next 15 minutes, therefore members who have not casted the votes are requested to cast their votes 15 minutes from closure this meeting.

The members were further informed that the resolutions set out in notice shall be deemed to be passed subject to receipt of requisite number of votes.

The Chairman thanked all the Members, Board of Directors, Employees and Auditors for valuable presence, support and co-operation.

**3. Manner of approval:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members to cast votes electronically on all the resolutions set out in the Notice.

Further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

You are requested to take the same on your record and oblige.

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