



## NRB BEARINGS LIMITED

**Regd. Off. :** Dhannur, 15, Sir, P. M. Road, Fort, Mumbai - 400 001 .

**Tel:** 022 22664160 **Fax:** 022 22660412

**Website:** www.nrbbearings.com **Email:** sc.rangani@nrb.co.in

**CIN:** L29130MH1965PLC013251

### NOTICE

Dear Member(s),

#### Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as an ordinary resolution and a special resolution by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same, in original, duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 5th day of October 2016.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Monday, 10th day of October 2016 at 4.00 p.m. (IST) at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.nrbbearings.com.

#### RESOLUTIONS:

**1. Ratification of Cost Auditors' Remuneration for the Financial Years ended March 31, 2016 and March 31, 2017.**

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, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the members hereby approve/ratify the remuneration of :

- a) Rs. 80,000/-p.a. (Rupees Eighty Thousand only) excluding service tax and out of pocket expenses at actuals, for the financial year ended March 31, 2016;
- b) Rs. 85,000/- p.a. (Rupees Eighty Five Thousand only) excluding service tax and out of pocket expenses at actuals, for the financial year ending March 31, 2017;

to M/s. Nanabhoy and Co, Cost Accountants, (Firm Registration No: 7464), appointed as the Cost Auditors to conduct the audit of cost records maintained by the Company for the above financial years".

**2. To consider and approve payment of Commission to the Non-Executive Directors.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof) and Article 116 (3) (b) of the Articles of Association of the Company, consent of the Company be and is hereby accorded for payment of a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof be paid to the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Nomination and Remuneration Committee/Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from the financial years 2015-16 to 2019-20."

**Registered Office:**

15, Dhannur,  
Sir P. M. Road, Fort,  
Mumbai 400 001  
Website: www.nrbbearings.com  
e-mail: sc.rangani@nrb.co.in  
Place: Mumbai  
Date: August 12, 2016

**By order of the Board**  
For NRB Bearings Limited

(S. C. Rangani)  
Executive Director & Company Secretary

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Ordinary and the Special Resolutions and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, August 26, 2016 being the cut-off date.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.nrbbearings.com](http://www.nrbbearings.com) and on the website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com)
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to [sc.rangani@nrb.co.in](mailto:sc.rangani@nrb.co.in). The Company will forward the same along with self-addressed pre-paid postage permit Business Reply Envelope upon receipt of a request from the Member.
8. Mr. Upendra C. Shukla, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman/Director of the Company. The results of the Postal Ballot will be declared on Monday, October 10, 2016. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., [www.nrbbearings.com](http://www.nrbbearings.com) and intimated to the StockExchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
11. The date of the declaration of the results of the postal ballot shall be the date on which the said Ordinary and Special Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

**12. Instructions for voting:**
**A. Voting through physical Ballot Form**

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer viz. Mr. Upendra C. Shukla, Practicing Company Secretary, not later than Wednesday, October 5, 2016 (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (“POA”) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to [sc.rangani@nrb.co.in](mailto:sc.rangani@nrb.co.in) mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. A (i) above.
- (vii) Unsigned, incomplete, tick marked at both “for” and “against”, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition or with irrelevant remarks.

**B. Voting through electronic means:**
**In case a Member receives an e-mail of Postal Ballot Notice from CDSL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)):**

- (i) The voting period begins on Tuesday, September 6, 2016 @ 9.00 A.M. IST and ends on Wednesday, October 5, 2016 @ 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 of August 26, 2016, may cast their vote electronically. The e-voting module shall be disabled by Scrutinizing for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders” tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "NRB BEARINGS LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. iPhone and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## ANNEXURE TO THE NOTICE

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

#### Item No.1

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in a general meeting. The Board of Directors of the Company at its meeting held on May 18, 2015 and on May 24, 2016 has considered and approved the appointment of M/s. Nanabhoy & Co, Cost Accountants (Firm Registration No: 7464) as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) and for the financial year 2016-17 at a remuneration of Rs.85,000/- (Rupees Eighty Five Thousand only) plus applicable service tax and out of pocket expenses that may be incurred. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval/ ratification of the Members.

#### Item No.2

The members of the Company at the forty sixth AGM held on July 27, 2011, approved the payment of commission to Non-Executive Directors (NEDs) of the Company upto 0.125% per annum of the net profits of the Company subject to a cap of Rs.10 lacs, for a period of five years commencing from April 1, 2010 and ending with March 31, 2015 in addition to the sitting fees.

The compensation payable to the NEDs of companies should be adequate to attract independent professionals to take up these positions. Hence, in terms of Section 197 of the Companies Act, 2013, it is proposed to continue with the payment of commission to the NEDs of the Company for each of the five consecutive financial years commencing from 2015-16 to 2019-20, not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. The quantum of the commission payable to each of the NEDs may vary from year to year and shall be decided by the Nomination and Remuneration Committee and the Board of Directors. All the Directors, except Ms. H S Zaveri, Vice-Chairman & MD and Mr. S C Rangani, Executive Director and Company Secretary or their respective relatives, are concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval of the Members.

#### Registered Office:

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#### By order of the Board

For NRB Bearings Limited

(S. C. Rangani)  
Executive Director & Company Secretary

Place: Mumbai

Date: August 12, 2016