



**NRB BEARINGS LIMITED**  
Dhannur, 15, Sir P.M. Road, Fort, Mumbai- 400001, India.  
T : (91) 22-2266 4570 / 2266 4160  
F : (91) 22-2266 0412 / 2267 9850  
W: www.nrbbearings.com  
CIN: L29130MNH1965PLC013251

November 29, 2017

BSE Ltd  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring

Rotunda Building,P.J Towers,Dalal Street  
**Mumbai 400 001**

**Code No. 530367**

Listing Department-Corporate Services  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,Plot No.C/1

G Block, Bandra Kurla Complex  
**Bandra (E), Mumbai 400 051**

Dear Sirs,

**Sub: Certified True copy of the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013.**

Please find enclosed herewith a certified true copy of the Postal Ballot Notice alongwith Explanatory Statement and Postal Ballot Form.

Pursuant to Section 110 of the Companies Act, 2013, on completion of dispatch of notice by post/ email, we are publishing the Notice of Postal Ballot in Business Standard Mumbai (English & Hindi) and Marathi News Paper – Tarun Bharat on tomorrow i.e. Thursday, 30.11.2017. Please take note of the same.

Thanking you,

Yours truly,  
For NRB BEARINGS LTD ,

  
**S C RANGANI**  
**EXECUTIVE DIRECTOR & COMPANY SECRETARY**

Encl: as above



## 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

### POSTAL BALLOT 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 resolution set out below is proposed to be passed as an ordinary resolution by way of postal ballot. The explanatory statement pertaining to the below mentioned resolution setting out the material facts concerning the said resolution and the reasons thereof is annexed hereto along with a postal ballot form (the "Ballot Form") for your consideration.

The Board of Directors of the Company ("Board") has appointed Mr. Upendra C. Shukla, Practicing Company Secretary, as the scrutiniser ("Scrutiniser") for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Ballot 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 Scrutiniser not later than the close of working hours i.e. 5.00 p.m. on Friday, 29th day of December, 2017.

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 Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Ballot Forms, the Scrutiniser will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman/ any Director or the Company Secretary of the Company on Thursday, 4th day of January, 2018, on or before 5.00 p.m. (IST) at the registered office of the Company. The aforesaid result would also be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutiniser's report on the Company's website viz. www.nrbbearings.com.

#### RESOLUTIONS:

##### Appointment of statutory auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors.

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

"RESOLVED THAT in accordance with the provisions of Section 139(8) of Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Walker Chandiook & Co LLP, Chartered Accountants, having Firm Registration No. 001076N/N500013, be and are hereby appointed as the statutory auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of company's auditor caused due to resignation of the existing statutory auditors and they shall hold the office of statutory auditors, until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on March 31, 2018;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration of M/s. Walker Chandiook & Co LLP, Chartered Accountants, according to the scope of their services as Statutory Auditors and other permissible assignments, if any;

RESOLVED FURTHER THAT the Directors of the Company and Mr. S. C. Rangani, Executive Director and Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

#### 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: November 24, 2017

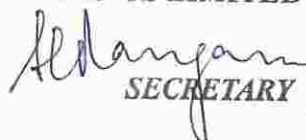
#### By order of the Board

For NRB Bearings Limited

(S. C. Rangani)

Executive Director & Company Secretary

CERTIFIED TRUE COPY  
For NRB BEARINGS LIMITED

  
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 Resolution and the reason 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, November 24, 2017, being the cut-off date. Any person who is not a Member as on this date should treat this notice for information purposes only.
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**") or the Company's registrar and share transfer agent 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 along with a postage-prepaid self addressed Business Reply envelope.
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 and 110 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. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutiniser will submit his report to the Chairman/ Director of the Company. The results of the Postal Ballot will be declared on or before 5.00 p.m. (IST) on Thursday, 4th day of January 2018. The said results along with the Scrutiniser's Report will be displayed on the website of the Company, i.e. [www.nrbbearings.com](http://www.nrbbearings.com) and intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutiniser on the validity of the Ballot Form and any other related matter shall be final.
11. The resolution as set out herein, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder, shall be deemed to have been passed on Friday, December 29, 2017.
12. For any grievances/queries/clarifications relating to voting by Postal Ballot or by electronic means, Shareholders are requested to contact Mr. S. C. Rangani (Executive Director & Company Secretary) by mail id at [sc.rangani@nrb.co.in](mailto:sc.rangani@nrb.co.in).

**13. 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 Scrutiniser viz. Mr. Upendra C. Shukla, Practicing Company Secretary, not later than 5.00 p.m. (IST) on Friday, December 29, 2017. Any Ballot Form received after the aforesaid date and time 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 Scrutiniser 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 Thursday, November 30, 2017 @ 9.00 A.M. IST and ends on Friday, December 29, 2017 @ 5.00 PM. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday November 24, 2017, may cast their vote electronically. The e-voting module shall be disabled by the Scrutiniser 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

**CERTIFIED TRUE COPY  
For NRB BEARINGS LIMITED**

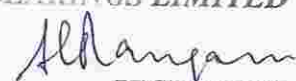
*Sd/Anjan*  
**SECRETARY**

- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p> <p>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.</p>
DOB	<p>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.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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)</p>

- (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 relevant <NRB BEARINGS LTD.> 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 scrutiniser 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).

**CERTIFIED TRUE COPY  
For NRB BEARINGS LIMITED**

  
**SECRETARY**



ANNEXURE TO THE NOTICE

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

Item No. 1:

**Appointment of statutory auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors**

M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm No. 001076N/N500013) were appointed as statutory auditors of the Company at the 52nd Annual General Meeting of the Company held on 11th August, 2017 to hold office until the conclusion of the Annual General Meeting to be held for the Financial Year ending on March 31, 2020.

M/s. Walker Chandiook & Co LLP have submitted their resignation vide letter dated October 17, 2017, citing legal advice received by them that the term of their appointment should have been for a period of 5 years and not for 3 years.

In light of the above and to rectify the term of the appointment, it is proposed to appoint M/s. Walker Chandiook & Co LLP, as the statutory auditors of the Company, to fill in the casual vacancy, who shall hold office till the conclusion of the next Annual General Meeting of the Company.

M/s. Walker Chandiook & Co LLP, has given its consent to be appointed as statutory auditors on terms mutually agreed between them and the Company. The appointment of M/s. Walker Chandiook & Co LLP, as the statutory auditors of the Company was also recommended by the Audit Committee of the Company by passing the circular resolution dated October 23, 2017 and based on the recommendation of the Audit Committee, necessary resolution was passed by the Board by way of circular of resolution on October 27, 2017.

The Board recommends the ordinary resolution as set out in this Notice, for approval by the Members of the Company.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said ordinary resolution, except to the extent of their shareholdings, if any, in the Company.

**Registered Office:**

15, Dhannur,  
Sir P. M. Road, Fort,  
Mumbai 400 001.  
Website: [www.nrbbearings.com](http://www.nrbbearings.com)  
e-mail: [sc.rangani@nrb.co.in](mailto:sc.rangani@nrb.co.in)

Place: Mumbai

Date : November 24, 2017

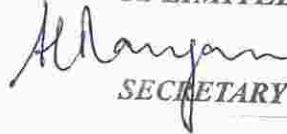
**By order of the Board**

For NRB Bearings Limited

(S. C. Rangani)

Executive Director & Company Secretary

CERTIFIED TRUE COPY  
For NRB BEARINGS LIMITED

  
SECRETARY



## 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

### POSTAL BALLOT FORM

Serial No: \_\_\_\_\_

1. Name and Registered Address  
of the Sole / First name Member

2. Name(s) of Joint-Holder(s), if any

3. Registered Folio No.  
/DP ID No.\* /Client ID No.\*  
(\*Applicable to Members holding  
shares in dematerialized form)

4. No. of Equity Shares held

I / We hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot in respect of business stated in the Notice dated 24th November, 2017 by conveying my/ our assent / dissent to the said Ordinary Resolution by placing the tick (✓) mark at the appropriate box given below:

Sr. No.	Description of Resolution	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	Ordinary Resolution under Sections 139(8) of the Companies Act, 2013 - Appointment of statutory auditors to fill up the casual vacancy caused due to resignation of the existing statutory auditors.			

Place:  
Date:

Signature of Member

**Note:** Please read instructions printed overleaf carefully before exercising your vote and for e-voting also refer the procedure and instructions for e-voting given in the Postal Ballot Notice sent herewith.

CERTIFIED TRUE COPY  
For NRB BEARINGS LIMITED

*Shangan*  
SECRETARY

PTO



**(A) General Instructions:**

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the Members whose names appear in the Register of Members as on close of business hours i.e. 5.00 P.M. on **Friday, November 24, 2017**. The Postal Ballot Notice has also been placed on the website of the Company viz. [www.nrbbearings.com](http://www.nrbbearings.com) and on CDSL website viz. [www.cdslindia.com](http://www.cdslindia.com).
4. The Scrutiniser will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the Postal Ballot Notice.
5. Voting Rights in the Postal Ballot Form / e-voting cannot be exercised by proxy.

**(B) Process and manner for members opting to vote by using Ballot Form:**

6. A member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company and send it to the Scrutiniser in the attached postage self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expenses of the registered member will also be accepted.
7. In case of Joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member.
8. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) in both the columns will render the form invalid.
9. The voting rights of Members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on **Friday, November 24, 2017**.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than **5.00 P.M. (IST) on Friday, December 29, 2017**. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such Member has not been received.
11. In respect of shares held by corporate and institution shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
12. Unsigned or incomplete or incorrectly filled Postal Ballot Forms will be rejected.
13. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The Scrutiniser would destroy any extraneous paper found in such envelope.
14. A Member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutiniser not later than the date and time specified in point 10 above.

R—○—○—○—○—○—R

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For NRB BEARINGS LIMITED**

**SECRETARY**