



## NRB BEARINGS LIMITED

**Registered Office:** Dhannur, 15, Sir, P. M. Road, Fort, Mumbai - 400 001.

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

**Website:** www.nrbbearings.com **Email:** investorcare@nrbbearings.co.in

**CIN:** L29130MH1965PLC013251

### POSTAL BALLOT NOTICE

To,

The Members of the Company

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (collectively, "**Act**"), that approval of the Members is sought for the resolutions appended which are proposed to be passed as Special Resolutions by way of postal ballot / e-voting. The explanatory statement pursuant to Sections 102 and 110 of the Act 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 "**Ballot Form**") for consideration.

The Board of Directors of the Company at its meeting held on February 4, 2019, appointed Mr. U. C. Shukla, Practicing Company Secretary (Membership No. 2727; and Certificate of Practice No. 1654) as the Scrutinizer for conducting the Postal Ballot and e-voting procedure in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the physical Ballot Form by post. E-voting is optional and all Members (whether holding shares in the dematerialized form or in physical form) may vote either by completing and dispatching the Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members are requested to carefully read the instructions printed on the Ballot Form, record assent (for) or dissent (against) therein by filling necessary details and affixing their 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 Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Thursday, April 25, 2019 to be eligible for being considered. If any Ballot Form is received after 5:00 p.m. on Thursday, April 25, 2019, it will be considered that no reply from such member has been received and such Ballot Form would not be considered.

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 Scrutinizer will submit his report to the Vice-Chairman & Managing Director/Director. The result of the postal ballot would be announced by the Vice-Chairman & Managing Director/ Director or the Company Secretary of the Company on Saturday, April 27, 2019, at 5.00 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 and displayed along with the Scrutinizer's report on the Company's website viz. www.nrbbearings.com.

#### **Item No. 1: Alteration of the Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) (the "**Act**") and subject to such other approvals, permissions and consents as may be required, the existing set of the Articles of Association of the Company be and is hereby substituted and replaced in its entirety with the new set of Articles of Association and the existing set of the Articles of Association be and is hereby rescinded.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "**Board**" which expression shall include any Committee thereof for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



**Item No.2: Re-appointment of Mr. Satish Rangani (DIN 00209069) as a whole-time Director designated as the Executive Director**

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 all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules issued thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. Satish Rangani (DIN 00209069) as whole-time director designated as Executive Director of the Company, for a period of one (1) year from January 24, 2019 to January 23, 2020 on the terms and conditions contained in the Agreement dated March 6, 2019 (which Agreement is also hereby ratified and approved) entered into between the Company and Mr. Satish Rangani, with liberty to the Board of Directors (the “Board” which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), to alter and vary the terms and conditions of the appointment including remuneration as it may deem fit subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act in case the Company has adequate profits.

**RESOLVED FURTHER THAT** the remuneration approved by the Board upon the recommendation of the Nomination and Remuneration Committee for any financial year be paid as the minimum remuneration in case the Company has no profits or its profits are not adequate during any financial year and the Board be and is hereby authorized to approach the relevant authorities and obtain the necessary approvals as and when necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, matters, deeds and things as it may in its absolute discretion deem expedient in the interest of the Company and to settle any questions that may arise in this regard.”

**Registered Office:**

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

**By order of the Board**

For NRB Bearings Limited

Shruti Joshi  
Company Secretary

Place: Mumbai

Date : February 4, 2019

**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 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/List 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, March 8, 2019 being the cut-off date.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Members.
4. 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 are requested to register their e-mail address so that they can receive communications from the Company electronically, but will receive this Postal Ballot Notice along with the **Ballot Form** through permitted mode. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Postal Ballot Notice and holding shares as on the cut-off date may cast their vote by e-voting.
5. The Postal Ballot Notice and supporting documents 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). The amended and restated articles of association of the Company have been uploaded on the website of the Company i.e. [www.nrbbearings.com](http://www.nrbbearings.com) for inspection by the members of the Company.
6. All documents referred to in the accompanying explanatory statement are open for inspection at the Registered Office/ Head Office of the Company at NRB Bearings Limited, Dhannur, 15, Sir P M Road, Fort, Mumbai 400 001, between 10:00 a.m. and 5:00 p.m. on all working days up to April 25, 2019.
7. 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.
8. A Ballot Form along with self-addressed postage business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through the Ballot Form may write to [investorcare@nrbbearings.co.in](mailto:investorcare@nrbbearings.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. Members shall fill in the requisite details and send the duly completed and signed Ballot Form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before Thursday, April 25, 2019. Any Ballot Form received after the said date and time period shall be treated as if the reply from the Member has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick-marked Ballot Forms will be rejected. There will be only 1 (one) Ballot Form for every registered folio/ client ID irrespective of the number of joint members.

10. In case any Member is desirous of obtaining Ballot Form in printed form, the Member may write to investorcare@nrbbearings.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.
11. The Company has appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. 2727; and Certificate of Practice No. 1654) as the scrutinizer to conduct e-voting process in a fair and transparent manner.
12. The Board of Directors has appointed the Executive Director and the Company Secretary as the persons responsible for the entire postal ballot process.
13. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Vice-Chairman & Managing Director/Director of the Company. The results of the Postal Ballot will be declared on Saturday, April 27, 2019. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The said results along with the Scrutinizer's Report will be displayed at the registered office of the Company and posted on the website of the Company, i.e., www.nrbbearings.com and intimated to the Stock Exchanges where the shares of the Company are listed and depositories.
14. The date of the declaration of the results of the postal ballot shall be the date on which the said 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.

**15. 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 Thursday, April 25, 2019 (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 investorcare@nrbbearings.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 e-voting period commences on Wednesday, March 27, 2019 at 9:00 a.m. IST and ends on Thursday, April 25, 2019 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., March 8, 2019, may cast their vote electronically. The e-voting module shall be disabled by [CDSL] for voting on Thursday, April 25, 2019 at 5.00 p.m. IST. Once a vote on a resolution has been cast by a member, he or she will not be allowed to change it subsequently.
- (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 firsttime 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records Details 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 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).



16. In case of any query or grievance pertaining to e-voting, please visit the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) or contact Mr. Anand Tirodkar, CDSL on telephone: 1800225533 (toll free) or email address [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact:

Name of RTA : Universal Capital Securities Private Limited  
Unit : NRB Bearings Limited  
Address : 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 093.  
Email : [info@uniseq.in](mailto:info@uniseq.in)  
Phone : 022 28366620, 022 28207203 - 05

**Registered Office:**

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

**By order of the Board**

For NRB Bearings Limited

Shruti Joshi  
Company Secretary

Place: Mumbai  
Date : February 4, 2019

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## ANNEXURE TO THE NOTICE

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

#### Item No. 1:

The existing Articles of Association of the Company ("**AoA**") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 ("**Act**"), certain clauses in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions. Hence, it is considered expedient to replace wholly the existing AoA by a new set of articles of association and align the same with the provisions of Table F of the Act to the extent possible. The existing AoA also contains specific references to Nadella, the erstwhile joint venture partners. Further, upon Trilochan Singh Sahney Trust 1, a trust settled by Mr. Trilochan Singh Sahney, being issued shares of the Company in lieu of its share holding in Trilochan Investment Company Private Limited, certain legacy references to Trilochan Investment Company Private Limited and Nadella (both former shareholders in the Company) in the AoA are required to be deleted and replaced with references to TSS Trust 1 to maintain status quo. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AoA of the Company.

The Board of Directors (Board) recommends the passing of the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members. The draft of the proposed new articles of association is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new articles of association and the existing set of AoA of the Company would be available for inspection for the Members at the registered office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till April 25, 2019.

None of the Directors or Key Managerial Personnel of the Company including their relatives except Mrs. Harshbeena Sahney Zaveri and Mr. Devesh Singh Sahney (to the extent of their respective shareholding) are interested in or concerned with the Special Resolution at Item No. 1.

#### Item No. 2:

The term of Mr. Satish Rangani, (DIN 00209069) as a whole-time director, designated as Executive Director expired on January 23, 2019 and he ceased to be a director of the Company upon expiry of the term. The Board of Directors ("**Board**") at its meeting held on January 17, 2019, upon the recommendation of the Nomination and Remuneration Committee appointed Mr. Satish Rangani as an additional director of the Company with effect from January 24, 2019. The Board also approved the appointment of Mr. Rangani as whole-time director designated as Executive Director for a period of 1 (one) year with effect from January 24, 2019.

Section 196(3) of the Companies Act, 2013 ("**Act**") read with Part-I of Schedule V provides that no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of 70 (seventy) years unless it is approved by the Members as a Special Resolution. Mr. Satish Rangani has attained the age of 70 years on the date of his appointment, hence, the resolution for obtaining approval of Members for the appointment of Mr. Rangani as whole-time director designated as Executive Director is proposed as a Special Resolution on the terms and conditions contained in the Agreement dated March 6, 2019, with liberty to the Board to alter and vary the terms and conditions including remuneration, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Act. The Board upon recommendation of the Nomination and Remuneration Committee has approved an overall maximum remuneration up to Rs. 150.00 lakhs for Mr. Rangani for his current term of 1 (one) year with effect from January 24, 2019.

Further details of Mr. Rangani (in pursuance of Clause 1.2.5 of SS-2 - Secretarial Standard on General Meetings) and Schedule V of the Act are as follows:

Mr. Satish Rangani, (DIN: 00209069), age 70 years (Date of Birth: 13/11/1948), 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, after completion of the Bachelors of Commerce degree from the University of Mumbai. He has been associated with the Company since the year 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. Mr. Rangani has been associated with the Company since February 22, 1993, a rich experience of more than 25 (twenty five) years and has been a member of the Board since October 31, 2012.

Mr. Rangani, serves as a non-executive director on the board of SNL Bearings Limited, a subsidiary of the Company and is a member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of SNL Bearings Limited. Mr. Rangani is not related to any other director or key managerial personnel of the Company and holds 9,000 equity shares (0.01%) in the Company. During the current financial year Mr. Rangani has attended all the 5 (five) Board meetings.

Mr. Rangani has submitted the required consent, declaration and disclosure of interest to the Company. Relevant documents are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours till April, 25, 2019. Additionally, copies of the relevant documents are available for inspection at the Registered Office of the Company at NRB Bearings Limited, Dhannur, 15, Sir P. M. Road, Fort, Mumbai 400 001.

Justification for appointment even after attainment of age of seventy (70) years:

Keeping in view the current expansion plans and future growth strategy of the Company the appointment of Mr. Rangani will be beneficial to the Company. In his current role as the Executive Director, Mr. Rangani is responsible for the legal and compliance functions of the Company, which in the current regulatory scenario require an experienced leader to lead the team. Mr. Rangani, with over 30 (thirty) years of experience in the legal and compliance field is an ideal person for the role. Mr. Rangani has also been with the Company for the past 26 years and is well versed with the functioning, business and operations of the Company. Therefore, even though Mr. Rangani has attained the age of 70 years, he is considered a fit and an ideal person for the role for another period of 1 (one) year.

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

I. General Information:

- Nature of Industry: Automotive Components.
- Date or expected 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	2017-18	2016-17
Revenue from operations	84836.09	77431.69
Net Profit after Tax	8191.34	4932.90

- Foreign investments or collaborations, if any: Nil at present

II. Information about the appointee:

- Background details: Please refer to paragraph given above
- Past remuneration: For FY 2017-18 Salary and Perquisites Rs. 135.00 lakhs
- Recognition or Awards: None
- Job Profile and his suitability: Please refer to paragraph given above
- Remuneration Proposed: Upto Rs. 150.00 lakhs per annum including variable pay as approved by the Board on the recommendation of the Nomination and Remuneration Committee
- 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 Mr. Rangani's experience and competence.
- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Except to the extent of employment relationship, no relationship exists between Mr. Rangani and the Company or any managerial personnel of the Company. Mr. Rangani holds 9,000 equity shares (0.01%) in the Company.

III. Other Information:

- Reasons of loss or inadequate profits: Not Applicable
- Steps taken or proposed to be taken for improvement: Not Applicable
- Expected increase in productivity and profits in measurable terms: Not Applicable

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, formed a part of the Corporate Governance Report in the Annual Report for FY 2017-18 and shall form a part of the Corporate Governance Report in the Annual Report going forward.

The Board considers that his association as Executive Director will be beneficial and in the interest of the Company. The Board recommends passing of the resolution set out at Item No. 2 of the accompanying notice as a special resolution. None of the directors and key managerial personnel and their relatives except Mr. Satish Rangani (being appointed), are interested in or concerned with the Special Resolution at Item No. 2.

A copy of the agreement dated March 6, 2019 between Mr. Satish Rangani and the Company would be available for inspection for the Members at the registered office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till April 25, 2019.

**Registered Office:**

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

**By order of the Board**

For NRB Bearings Limited

Shruti Joshi  
Company Secretary

Place: Mumbai

Date : February 4, 2019



## NRB BEARINGS LIMITED

**Registered Office :** Dhannur, 15, Sir, P. M. Road, Fort, Mumbai - 400 001.

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

**Website:** www.nrbbearings.com **Email:** investorcare@nrbbearings.co.in

**CIN:** L29130MH1965PLC013251

### POSTAL BALLOT FORM

**Serial No:**

1. Name and Registered Address :  
of the Sole /First named 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 Resolutions to be passed through Postal Ballot in respect of business stated in the Notice dated February 4, 2019 by sending my/ our assent / dissent to the said Special Resolutions 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	Special Resolution under Section 5, 14 for alteration of articles of association of the Company by substituting and replacing the existing set of Articles of Association with a new set of Articles of Association.			
2	Special Resolution under Sections 196, 197 and 203 read with schedule V for appointment of Mr. Satish Rangani (DIN: 00209069) (who has attained the age of 70 years), as a whole-time Director, designated as Executive Director.			

Place:

Date:

\_\_\_\_\_  
Signature of Member

**Note:** Please read instructions printed overleaf carefully before exercising your vote and also refer the procedure and instructions for e-voting given on page no. 2 in the notice attached herewith.

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 despatched / e-mailed to the members whose names appear in the Register of Members as on close of business hours on **Friday, March 8, 2019**. 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 Scrutinizer 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 Scrutinizer 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 expense 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 shareholder and in his absence, by the next named shareholder.
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, March 8, 2019**.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 P.M. (IST)** on **Thursday, April 25, 2019**. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such shareholder has not been received.
11. In respect of shares held by corporate and institutional 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 scrutinizer would destroy any extraneous paper found in such envelope.
14. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 10 above.