

**NRB INDUSTRIAL BEARINGS LTD.**

CIN No. L29253MH2011PLC213963

Regd. Office : Dhannur, 2nd Floor,15, Sir P. M. Road, Fort, Mumbai-400001

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**POSTAL BALLOT NOTICE****[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed as Special Resolution by way of postal ballot/e-voting. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts pertaining to the resolution concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the Form) for consideration.

The Board of Directors of the Company has appointed Mr. Upendra Shukla, Practicing Company Secretary, Mumbai as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and 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 business reply envelope, so as to reach the Scrutinizer not later than the close of working hours, i.e. not later than 05:00 P.M. on March 10, 2016. The Ballot Form received after the said date will be treated as not received as per Rule 22 (12) of the Companies (Management and Administration) Rules, 2014.

Shareholders 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.

The result of postal ballot/e-voting shall be declared and notified by the Chairman or any other Director authorised by him in his behalf on or before 5.00 p.m. on March 12, 2016 at the Registered Office of the Company at 15, Dhannur, Sir P.M.Road, Fort, Mumbai. The results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where shares of the Company are listed, published in newspapers and displayed along with Scrutinizer's report on the website of Company at www.nrbindustrialbearings.com and CDSL at www.cdslindia.com.

The date of declaration of the result shall be deemed to be the date of passing of the resolution.

**PROPOSED RESOLUTION:****1. Approval for Issue and offer of Redeemable Cumulative Non-Convertible Preference shares on Private Placement****To consider and, if thought fit, to pass the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to clause (b) of sub – section (1) of Section 23, Section 42, Section 55 and clause (c) of sub – section (1) of Section 62 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification or re- enactment thereof for the time being in force) (hereinafter referred to as the “Act”) as amended from time to time, subject to the Articles of Association of the Company, shareholder hereby give their consent to issue Preference Shares to Mr. Trilochan Singh Sahney, in one or more tranches, within one year from the approval of members, for an amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore Only) through private placement by issuance of 2,00,00,000 Cumulative, Redeemable, Non-convertible Preference Shares at face value of Rs. 10/- each AND THAT the preference dividend be paid annually at 6% p.a. post tax expenses and shall be at redeemed at the end of 5 years for Rs. 20 Crore respectively;

**RESOLVED FURTHER THAT** the said Redeemable Cumulative Non Convertible Preference shares shall not be convertible with equity shares and accordingly same shall not be listed with any stock exchange.

**RESOLVED FURTHER THAT** in accordance with provisions of Section 43 of the Act, the Redeemable Cumulative Non Convertible Preference Shares shall be non participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to issue Offer Letter, Application Forms, sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the Ministry of Corporate Affairs, Registrar of Companies and to take necessary steps to give effect to the issue of Cumulative, Redeemable, Non-Convertible Preference Shares through by the Company;

**RESOLVED FURTHER THAT** the Company do take into record the Valuation Report from the M/s. MOK Associates Chartered Accountants for issuing the Cumulative Redeemable Non-Convertible Preference Shares to the Investor.”

**By Order of the Board**Place: Mumbai  
Date: 29.01.2016Sd/-  
D. S. Sahney  
Managing Director  
DIN: 00003956

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

As per sub-rule (3) of Rule 9 and Clause (d) of Sub-rule 2 of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 the disclosure required is as under:

Name of the Proposed allottee	Mr. Trilochan Singh Sahney
% of Subscription by Proposed allottee	100%
Issue Size	Rs. 20 Crore
Number of Preference shares	2 Crore Preference Share.
Nominal Value of each share	Rs. 10/- each
Nature of Preference share	Cumulative, Non-participating and Non-convertible Preference shares.
Objective of the Issue	To repay loans of the Company and for other Working Capital requirements of the Company.
Manner of issue of shares	Private Placement basis
Price at which such shares are proposed to be issued	Rs. 10/- each share
Basis on which such shares are proposed to be issued	As per the valuation done by MOK & Associates, Chartered Accountants.
Relevant date with reference to which the price is arrived at.	January 29, 2016
Class or class of person to whom the allotment is proposed to be made	Promoter Shareholder of the Company.
Intention of promoters, Directors or Key Managerial Personnel to subscribe to the Offer	Promoter Director would subscribe to the Offer.
Proposed time within which the allotment shall be completed	Within one year of passing of members resolution.
No. of persons to whom already allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Nil.
Expected Dilution in Equity Share Capital upon conversion of preference shares.	Nil.
Change in Control, if any.	No Change in Control.
Terms of Issue & Rate of Dividend	Preference Shares shall rank prior in respect to payment of Dividend or redemption amount compared to equity shareholders of the Company without having voting powers and that in the event of winding up right over the equity shareholders in participation of surplus funds, surplus assets and profits of the Company Annual preference dividend of 6% post tax expenses.
Terms of Redemption	Rs. 20 Crore at the end of 5th Year.
Manner and mode of redemption	As stated above.
Current and post issue Preference Share- holding pattern of the Company.	As below:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares Held	% of Shareholding
<b>A</b>	<b>Promoter' Holding</b>				
1.	Indian:				
	Individual	0	0	2,00,00,000	100%
	Bodies Corporate	0	0	0	0
	Sub-Total	0	0	2,00,00,000	100%
2.	Foreign Promoters	0	0	0	0
	Sub-Total (A)	0	0	2,00,00,000	100%

Sr. No.	Category	Pre-Issue		Post Issue	
<b>B</b>	<b>Non-Promoters' Holding:</b>				
1.	Institutional Investor	0	0	0	0
2.	Non-Institutional:				
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	Others (Including NRIs)	0	0	0	0
	Sub-Total (B)	0	0	0	0
	<b>GRAND TOTAL</b>	<b>0</b>	<b>0</b>	<b>2,00,00,000</b>	<b>100%</b>

Company's Equity Shareholding Pattern as on 31st December, 2015 is as follows:

Category	No. of Shares Held	Percentage (%)
<b>Promoters &amp; Promoters Group</b>		
Individuals	76,24,973	31.46
Trust	94,38,910	38.95
<b>Public &amp; Others</b>		
Institutions	19,26,853	7.95
Non-Institutions	52,39,914	21.62
<b>Total</b>	<b>2,42,30,650</b>	<b>100</b>

Mr. Trilochan Singh Sahney, Mr. Devesh Singh Sahney and Ms. Harshbeena Sahney Zaveri, being related to each other, and their respective relatives, may be deemed to be concerned or interested to the extent of the said resolution. None of the other Board of Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise in the said resolution.

**NOTES:**

- The relevant explanatory statement in accordance with Section 102(1) of Act setting out the material facts in respect of the Businesses is enclosed to the notice.
- The documents relating to above businesses are available for inspection from 11.00 a.m. to 1.00 p.m. on all working days, except Saturdays and Sundays, at the Registered Office of the Company till announcement of result.
- Electronic copy of the notice is being sent to all the shareholders whose email IDs are registered with the Company/ Depository Participants(s) unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the notice is being sent in the permitted mode.
- To promote green initiative, shareholders are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Shareholders holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 and Listing Obligations and Disclosure Requirement, the Company is pleased to offer e-voting facility as an option to all the shareholders of the Company and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) instead of dispatching Form. The instructions to shareholders for e-voting are as under:

- The voting period begins on February 10, 2016 at 9.00 a.m. and ends on March 10, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 29, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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> <ul style="list-style-type: none"> <li>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 which is mentioned in address label as serial no. affixed on Postal Ballot in the PAN Field.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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 instruction (iv).</li> </ul>

(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 Industrial 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.

(xix) 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).

**Place: Mumbai**  
**Date: 29.01.2016**

**By Order of the Board**

**Sd/-**  
**D. S. Sahney**  
**Managing Director**  
**DIN: 00003956**