NRB INDUSTRIAL

NIBL/BSE/NSE/11/2017-18

03rd July, 2017

National Stock Exchange Ltd.
Listing Department,
Exchange Plaza, 5th Floor,
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai-400051
Fax No.:022-26598237/38

BSE Limited
Listing Department
Sir P.J. Tower, Dalal Street,
Mumbai-400001
Fax No. 022-22723121/3719/2037

Ref. : BSE Scrip Code: 535458; NSE Symbol: NIBL
Sub. : Update On Board Meeting

Dear Sir / Madam,

In Continuation please find herewith Board Meeting updates held on 29th May, 2017.

1) Issue of Preference Shares for Rs. 20 Crores to Mr. Trilochan Singh Sahney with following terms and condition as stated below, Subject to shareholder approval in upcoming Annual General Meeting 2016-17 as on 3rd August, 2017.

Name of the Proposed allottee	Mr. Trilochan Singh Sahney
% of Subscription by Proposed allottee	100%
Issue Size	Rs. 20,00,00,000/- (Rupees Twenty Crores Only)
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	Shares will be issued to Mr. Trilochan Singh Sahney, Promoter, on Private Placement basis. Such shares will not be listed on any stock exchange.
Price at which such shares are proposed to be issued	For cash at par i.e. at Rs. 10/- per share

NRB INDUSTRIAL BEARINGS LTD. MUMBAI

N R B I N D U S T R I A L B E A R I N G S L T D .
REGD. OFFICE : DHANNUR, 2ND FLOOR, 15, SIR P.M. ROAD, FORT, MUMBAI - 400 001. INDIA\
TEL :022-45417500 [redacted] FAX : 9122 - 2270 4207
WEBSITE : http//www.nrbindustrialbearings.com
CIN : L29253MH2011PLC213963

Basis on which such shares are proposed to be issued	As per the valuation certificate issued by MOK & Associates, Chartered Accountants, and the same will be redeemed at Rs.10/- per share only.
Relevant date with reference to which the price is arrived at.	May 29, 2017
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	Other than Mr. T.S. Sahney, Promoter, none of the member of the promoter group, director or KMP will be subscribing the entire offer
Proposed time within which the allotment shall be completed	Within 12 months of passing of members resolution.
Expected Dilution in Equity Share Capital upon conversion of preference shares.	As the proposed issue of Preference Shares is non-convertible and redeemable, there will not be any dilution in Equity Share Capital of the Company.
Change in Control, if any.	No Change in Control.



Terms of Issue & Rate of Dividend	a) The Preference Shares will have a preferential right over the Equity Shares with respect to payment of dividend and repayment of capital in case of winding-up. b) The shareholders of such Preference Shares shall be entitled to a fixed rate of 6% dividend as and when recommended by the Board and declared by the shareholders of the Company. c) The shareholders of such preference shares will not be entitled to participate in surplus fund; d) The payment of dividend on the Preference Shares shall be on cumulative basis. e) The shareholders of such preference shares shall not have option of conversion into Equity Shares; f) In case of dividend on such shares remains unpaid for any period, the shareholders of such shares shall not have right to vote on any resolution placed before the Company, except on the resolutions seeking alteration in rights of preference shareholders as regard to dividend and /or redemption. 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. Payment of dividend will be at discretion of Board.
Terms of Redemption	The Preference Shares shall be redeemed at the end of the five years from the date of allotment. The Redemption shall be at ₹ 10/- per share Preference shares of ₹ 20,00,00,000/- (Rupees Twenty crores only) at the end of 5th Year.
Manner and mode of redemption	The Preference shares shall be redeemed out of profits of the Company or out of proceeds of the fresh issue of shares. The terms of aforesaid redemption shall be at discretion of the Board.
Expected dilution in Equity share Capital	As the proposed issue of Preference Shares is non-convertible and redeemable, there will not be any dilution in Equity Share Capital of the Company.

NRB INDUSTRIAL BEARINGS LTD. MUMBAI

Current and post issue Preference Share-holding pattern of the Company.	As mentioned below:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares Held	% of Shareholding
A	Promoter' Holding				
1	Indian:				
	Individual	2,00,00,000	100%	4,00,00,000	100%
	Bodies Corporate	0	0	0	0
	Sub-Total	2,00,00,000	100%	4,00,00,000	100%
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	2,00,00,000	100%	4,00,00,000	100%
B	Non-Promoters'				
1.	Institutional Investor	0	0	0	0
2.	Non-Institutional:				
	Private Corporate	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
	GRAND TOTAL	2,00,00,000	100%	4,00,00,000	100%

Company's Equity Shareholding pattern as on March 31, 2017 is as follows:

Category	No. of Shares Held	Percentage
Promoters & Promoters Group		
Individuals	75,91,335	31.33
Trust	94,38,910	38.95
Public & Others		
Banks/Mutual Fund/UTI	9293	0.04
Bodies corporate	16,10,983	6.65
Individual & Others	55,80,129	23.05
Total	**2,42,30,650**	**100**

Entire pre- and post issue of preference share capital will be held by Mr. Trilochan Singh Sahney.

NRB INDUSTRIAL BEARINGS LTD. MUMBAI

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the shares of the Company can be issued to any person other than exiting members of the Company with prior approval of the members by way of special resolution. Also, under Section 55 of the Act prior approval of the members of the Company is required by way of special resolution. Accordingly, the Board of Directors has decided to seek approval of the members of the Company.

The valuation report as issued by M/s. MOK & Associates, Chartered Accountants, and Memorandum & Articles of Association and other relevant documents are available for inspection at the Registered Office of the Company during the normal working hours except on Saturday, Sunday and public holidays.

2) **Re-appointment of Mr. Devesh Singh Sahney, Managing Director of the company:**
   Re-appointment of Mr. Devesh Singh Sahney, Managing Director for a further period of five years from 1.10.2017 to 30.9.2022 and approval of managerial remuneration for the period of three year from 1.10.2017 to 30.09.2020, Subject to Shareholder approval in upcoming Annual General Meeting for the Financial Year 2016-17 as on 3rd August, 2017.

Kindly take the above on record.

Thanking you,

Yours truly,

For NRB Industrial Bearings Limited



Ratika Gandhi,

Company Secretary