



Wagman

May 29, 2015

Bombay Stock Exchange Ltd
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J Towers, Dalal Street
Mumbai 400 001

fax: 2723121/3719

Code No. 530367

Dear Sir,

The company proposes to issue NCDs/Debentures on private placement basis for an amount not exceeding Rs.50 crores on terms and conditions as may be mutually settled between the company and the investors. The Board of Directors has approved the above proposal at its meeting held on 18th May, 2015 and have recommended the Special Resolution for approval by shareholders to meet the requirements of section 42 of the Companies Act, 2013.

The Notice/ postal ballot has been dispatched to all the shareholders on 28th and 29th May 2015.

We are enclosing 6 sets of Notice and Ballot paper for your record.

Yours truly,
For NRB BEARINGS LTD.

S C Rangani
S C RANGANI
COMPANY SECRETARY

✓ cc: Corporate Service Dept
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No.C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 0051 Fax: 6598237/38



NRB BEARINGS LIMITED

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

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 resolution appended is proposed to be passed as special resolutions 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 Tuesday, 30th day of June 2015.

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 Friday, 3rd day of July 2015 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.

The Members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

ISSUE OF UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT TO MUTUAL FUNDS/ BANKS

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement, in one or more tranches, such that the total amount does not exceed Rs. 50 Crores during a period of one year from the date of passing of this Resolution";

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard."

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: May 18, 2015

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 Special Resolution 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, May 22, 2015.

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 and on the website of CDSL, i.e., 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 Clause 35B of the Listing Agreements, 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@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.
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 of the Company. The results of the Postal Ballot will be declared on Friday, July 03, 2015. The said results along with the Scrutinizer's Report will be displayed 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.
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 Special Resolution 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 Tuesday, June 30, 2015 (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@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 voting period begins on Monday, June 01, 2015 @ 9.00 A.M. and ends on Tuesday, June 30, 2015@ 5 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 of May 22, 2015, 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.
- (iii) Click on Shareholders.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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 (Postal Ballot Serial 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) 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 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 or to the scrutinizer on ucshukla@rediffmail.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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Issue of unsecured Non Convertible Bonds/Debentures not exceeding Rs.50 crores on private placement basis**

For its working capital requirements the company has held discussions with mutual funds for subscription to an issue of unsecured Non Convertible Bonds/Debentures not exceeding Rs.50 crores on private placement basis on terms and conditions as may be mutually settled between the company and the investors closer to the actual issue.

As per provisions of section 42 of the companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the company by a special resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year within the overall borrowing limits of the company. Further, the Board of Directors of the company has authorised the Managing director and the CFO to determine the terms of the issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/ debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue private to a class of bond/debenture holders, listing, security, redemption, issuing any declaration/ undertaking etc required to be included in the private placement offer letter and any other regulatory requirement for the time being in force. The Board of Directors of the company in its Meeting held on 18th May, 2015 has approved the above proposal.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders 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 special 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
e-mail: sc.rangani@nrb.co.in

By order of the Board

For NRB Bearings Limited

(S. C. Rangani)

Executive Director & Company Secretary

Place: Mumbai

Date: May 18, 2015



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@nrbbearings.in

CIN: L29130MH1965PLC013251

POSTAL BALLOT FORM

Serial No:

1. Name and Registered Address of the Sole / :
First 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 Special Resolution to be passed through Postal Ballot in respect of business stated in the Notice dated 18th May, 2015 by sending my/ our assent / dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box given below:

Description of Resolution	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
Special Resolution under Sections 42 and 71 of the Companies Act, 2013 for issue of Unsecured Redeemable Non-Convertible Debentures (NCD's) on private placement basis, upto an amount of Rs. 50 Crores (Rupees Fifty Crores only)			

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. 4 in the notice attached herewith.

(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.

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3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot 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, May 22, 2015. The Notice of Postal Ballot has also been placed on the Website of the Company viz. www.nrbbearings.com and on CDSL website viz. 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 Notice of Postal Ballot.
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 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 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, May 22, 2015.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Tuesday, June 30, 2015. 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 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 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.