

N B FOOTWEAR LIMITED

ADDENDUM TO DIRECTORS REPORT ON QUALIFICATION/RESERVATION MADE BY THE AUDITORS FOR THE YEAR ENDED 31ST MARCH 2015

- 1) With reference to the Auditors observation on Company's ability to continue as a going concern in the foreseeable future, the Directors wish to submit that the Company is looking at various options including core team to execute business segments.
- 2) As regards Auditors observation in Para vii (b) in Annexure to Auditors Report, the Directors submit that the disputed dues to Central Excise Act, 1944 and Sales Tax Law have been pending from 1999-2000 and 1995-1996 onwards; that the Company is confident of obtaining favourable outcome in these cases. Hence, these amounts have not been deposited with the concerned authorities.

For and on behalf of the Board

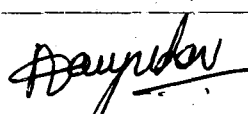
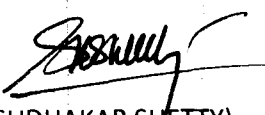
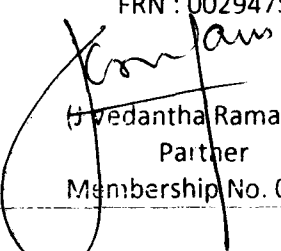


KANNAN A YADAV
MANAGING DIRECTOR & CEO

FORM B

(Clause 31(a) of Listing Agreement)

Format of covering letter of the annual report to be filed with the Stock Exchanges

01.	Name of the Company	NB FOOTWEAR LIMITED
02.	Annual Financial Statements for the year ended	31 st March 2015
03.	Type of Audit Observation	Qualified
04.	Frequency of Audit observation	A) Repetitive in respect of observation A) as stated in S.No.5 below from the financial year ended 31 st March 2004. B) Repetitive in respect of observation B) as stated in S.No.5 below from the financial year ended 31 st March 2004.
05.	Draw attention to relevant notes in the annual financial statement and management response to the Qualification in the Directors Report	Observation A) Regarding accounts of the Company prepared on going concern basis, kindly refer to the Addendum to the Directors Report for the year ended 31/03/2015 B) Regarding disputed dues as on 31/03/2015 under Central Excise Act and Sales Tax Law, kindly refer to the Addendum to the Directors Report for the year ended 31/03/2015.
06.	Additional comments from the Board/Audit Committee Chairman	A) As per the disclosure made in the Annual Report for the year ended 31/03/2015 B) As per the disclosure made in the Annual Report for the year ended 31/03/2015
07.	To be signed by	
	- CEO/Managing Director	 (KANNAN A YADAV)
	- CFO	 (C RAMAKRISHNAN)
	- Audit Committee Chairman	 (SUDHAKAR SHETTY)
	- Auditor of the Company	For J V RAMANUJAM & CO CHARTERED ACCOUNTANTS FRN : 002947S  (J V Ramanyam) Partner Membership No. 022188

N B FOOTWEAR LIMITED



**27th Annual Report
2014 - 2015**

N B FOOTWEAR LIMITED

ANNUAL REPORT 2014 - 2015

Board of Directors	Mr Kannan A Yadav Mr Rajen K Desai Mr S Krishnan Mr Sudhakar Shetty Mr Gregory Periera Mrs Krishnaveni Kannan Yadav	Managing Director & CEO Director Director - Independent Director – Independent Director Director
Auditors	M/s. J V Ramanujam & Co, Chartered Accountants, New No.233, Old No.113, First Floor, R K Mutt Road, Raja Annamalaipuram, Chennai 600 028	
Bankers	Union Bank of India, Broadway Branch, CHENNAI 600 108	
Registered Office	No. 87/84A, Mosque Street, Seduvalai Village, VELLORE 632 104, Email : ramky1952@yahoo.co.in Website: www.nbfootwear.info	
Corporate Office	No.11, Bheemanna Garden Road, Alwarpet, CHENNAI 600 018 TAMIL NADU	

N B FOOTWEAR LIMITED

CIN L19201TN1987PLC014902

NOTICE CONVENING TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company will be held at Khanna Mahal, Hotel Khanna, No. 16, Officers Line, Vellore 632 001 on Wednesday, the 30th September 2015 at 10.00 a.m. to transact the following business :-

ORDINARY BUSINESS

01. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date together with the report of Directors and Auditors thereon.
02. To appoint a Director in place of Mr Kannan A Yadav (DIN: 00249225) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
03. To consider and if thought fit, to approve with or without modification(s) the following resolution as an Ordinary resolution :

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. J.V.Ramanujam & Co, Chartered Accountants (Firm Registration Number 02947S) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on the same remuneration".

04. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :-

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs Krishnaveni Kannan Yadav (DIN: 00249260) who was appointed as an Additional Director at the Board Meeting held on 29/05/2015 and who holds office upto the date of this Annual General Meeting and on respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation".

By order of the Board of Directors

For N B FOOTWEAR LIMITED

(KANNAN A YADAV)

MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 29th May 2015

NOTES :-

01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (Fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as proxy for any other person.
02. The Register of Members and Share Transfer Books of the Company will remain closed from 24/09/2015 to 30/09/2015 (both days inclusive).
03. Members holding shares in electronic form are requested to intimate any change in address to their respective Depository Participants and those holding shares in physical form are to intimate the above said changes to the Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai 600 002.
04. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's Registrar and Transfer Agent.
05. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices etc. from the Company electronically.
06. As a measure of austerity, copies of Annual Report will not be distributed at the AGM. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
07. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued thereunder and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote by electronic means through e-voting platform provided by CDSL. The detailed instructions for evoting are annexed to this Notice.
08. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to M/s. Cameo Corporate Services Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

09. Information required under Clause 49 of the Listing Agreement with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under :-

01	Name of the Director	KANNAN A YADAV
02	Director Identification Number	00249225
03	Date of Birth	24/05/1963
04	Date of Appointment	22/03/1996
05	Brief resume of the Director including nature of expertise in specific functional areas.	A graduate in Commerce and having three decades of experience in administration and trading.
06	Directorships and Committee Memberships held in other Companies (excluding alternate directorships, directorships in private limited companies, foreign companies and Companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Shareholders Relationship Committee have been included).	NIL
07	Number of shares held in the Company	2,20,000
08	Inter-se relationship between Directors	NIL

By order of the Board of Directors
For N B FOOTWEAR LIMITED
(KANNAN A YADAV)
MANAGING DIRECTOR & CEO

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT')**Item No.**

Mrs Krishnaveni Kannan Yadav (DIN 00249260) was appointed as an Additional Director of the Company at the Board Meeting held on 29/05/2015 and holds office upto the date of this Annual General Meeting; that the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director.

A brief profile along with other details of Mrs Krishnaveni Kannan Yadav (DIN 00249260) is as follows :-

01	Name of the Director	KRISHNAVENI KANNAN YADAV
02	Director Identification Number	00249260
03	Date of joining the Board	29/05/2015
04	Profile of the Director	Mrs Krishnaveni Kannan Yadav holds Degree in Bachelor of Science. She has wide experience in Business Administration
05	No. of shares held in the Company	NIL
06	Directorships and Committee Memberships in other Companies	NIL

Except Smt Krishnaveni Kannan Yadav (DIN 00249260) and Mr Kannan A Yadav (DIN 00249225), no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the appointment of Mrs Krishnaveni Kannan Yadav (DIN 00249260) as a Non-Executive Director of the Company.

The Board commends Ordinary Resolution set out at Item No.4 of the Notice for approval.

By order of the Board of Directors
For N B FOOTWEAR LIMITED
(KANNAN A YADAV)
MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 29th May 2015

Electronic voting (e-voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening Twenty Seventh Annual General Meeting of the Company to be held on Wednesday, the 30th September 2015 at 10.00 a.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The Annual Report of the Company for the year ended 31/03/2015 together with the Notice, Proxy Form and Attendance slip is being sent through Speed Post/Registered Post to all the shareholders.

The remote voting period begins on 27th September 2015 at 10.00 a.m. and ends on 29th September 2015 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 of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

EVSN (Electronic Voting Sequence Number) is

Please read the instructions printed below before exercising your vote.

The instructions for Members for voting electronically are as under :-

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders"
- (iii) 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, then enter the Captcha Code as displayed and Click on Login.
- (iv) 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. If you are a first time user follow the steps given below.
- (v) Now fill up the following details in the appropriate boxes :

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 followed by 8 digit serial number (printed on the first line of address label affixed on envelope carrying the Annual Report) in the PAN field.
	For example Your Name : RAJESH KUMAR 8 digits Serial No. : 00003800 Then Type in the PAN field : RA00003800

DOB#	Enter the Date of Birth/ Date of incorporation as recorded in your demat account on in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	Enter the Bank details as recorded in your Demat account or in the Company records for the said demataccount or folio.

#Please enter any one of the details in order to login. In case both the details are no recorded with the Depository or Company, please enter the member ID/Folio Number in the Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares In physical form will then reach directly 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 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for NB FOOTWEAR LIMITED on which you choose to vote.
- (x) 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 the Resolution and Option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once your "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Non Individual shareholders, (i.e other than Individuals, HUF, NRI etc.) and Corporate /Custodians** are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details, they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.