



## 50th Annual Report



TO BE THE RECOGNIZED LEADER IN THE  
DESIGN AND PRODUCTION OF CUSTOMIZED  
FRICTION SOLUTIONS, WITH A PRESENCE IN  
EVERY VEHICLE IN THE WORLD.

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NRB BEARINGS LTD.  
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**CERTIFICATIONS:**

ISO 9001:2008  
ISO/TS 16949:2009  
ISO 14001:2004

OHSAS 18001:2007  
REACH COMPLIANT  
ELV COMPLIANT

**CIN : L29130MH1965PLC013251**

<b>Directors</b>	: Trilochan Singh Sahney - Executive Chairman Harshbeena S Zaveri - Managing Director & President Tashwinder Singh Uday Khanna S B (Ravi) Pandit Aslesha A Gowariker Devesh S Sahney Satish C Rangani - Executive Director & Company Secretary
<b>Bankers</b>	: BNP Paribas Citibank N.A. DBS Bank
<b>Auditors</b>	: Deloitte Haskins & Sells
<b>Solicitors</b>	: Wadia Ghandy & Co. AZB Partners & Co.
<b>Registered Office</b>	: Dhannur, 15 Sir. P M Road, Fort Mumbai 400 001
<b>Works</b>	: Pokhran Road No.2, Majiwade Thane 400 606  E-40, M.I.D.C. Industrial Area, Chikalthana Aurangabad 431 010  C-6, Additional M.I.D.C. Industrial Area Jalna 431 203  E-72, (I) & (II) M.I.D.C., Waluj Aurangabad 431 133  A-5, Uppal Industrial Estate Hyderabad 500 039  Plot No.33, Sector –II, SIDCUL IIE Pantnagar Udhamsingh Nagar, Uttarakhand 263153
<b>Registrar &amp; Share Transfer Agent</b>	: Universal Capital Securities Pvt.td. (Formerly known as M/s.Mondkar Computers Pvt.Ltd.) 21, Shakil Niwas, Mahakali Caves Road Andheri (East), Mumbai 400 093 Tel: 2836 66 20, 28207203-05 Fax: 2836 9704, 28207207

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## AGM NOTICE

The Members,  
NRB BEARINGS LIMITED

NOTICE IS HEREBY GIVEN that the 50th Annual General Meeting of the members of the Company will be held at M C Ghia Hall, K Dubash Marg, Mumbai 400 001 on Friday 24th July, 2015 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and the auditors thereon.
2. To declare a dividend for the year ended 31st March, 2015.
3. To appoint a Director in place of Ms. H S Zaveri (DIN 00003948) who retires by rotation and is eligible for re-appointment.
4. To consider and if thought fit, to pass with or without modifications, the following resolution:

"RESOLVED THAT the appointment of M/s.Deloitte Haskins & Sells, Chartered Accountants, (Registration no. ICAI 117365W) as Auditors of the Company be and is hereby ratified to hold office until the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2017, subject to annual ratification by the shareholders, on such remuneration plus out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors and the Auditors."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

#### **Appointment of Ms.A A Gowariker as an Independent Director**

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules 2014 and Clause 49 of the Listing Agreement, Ms. A A Gowariker, DIN 03634905 who was appointed as an additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing her candidature for the office of Director be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 consecutive years with effect from 5th September, 2014.

6. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution.

#### **Re-appointment of Mr.Satish Rangani as Whole-Time Director**

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules 2014 approval of the Company be and is hereby accorded to the re-appointment of Mr. Satish Rangani DIN 00209069, and who holds office upto 24th July, 2015 for a further period of 18 months as a Whole-Time Director, designated Executive Director & Company Secretary, of the Company, on the terms and conditions including remuneration as set out below, with liberty to the Board of Directors, including the Nomination and Remuneration Committee of the board, to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Mr.Satish Rangani subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013."

Mr. S C Rangani, Executive Director & Company Secretary shall carry out duties as may be entrusted to him subject to the supervision and control of the Managing Director & President.

#### **Basic**

Rs.5,93,250 p.m

#### **Perquisites**

In addition to the basic salary the perquisites of reimbursement of medical expenses, medical insurance premium and leave travel assistance not exceeding Rs.2,00,000 p.a. will also be payable.

Contribution to Provident Fund and provision of car with driver and telephone at residence will not be considered as perquisites nor included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-Tax Act.

7. To consider and if thought fit, to pass, the following Resolution as a Special Resolution.

**Re-appointment of Ms.H S Zaveri, Managing Director & President, for a further period of five years from 1.10.2015 to 30.9.2020**

**"RESOLVED THAT** in accordance with the provisions of sections 196, 197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules 2014, consent of the Company be and is hereby accorded to the appointment of Ms.H S Zaveri Din 00003948, as Managing Director & President with effect from 1st October, 2015 for a period of five years upon the terms and conditions and stipulations contained in the draft Agreement to be entered into between the Company and Ms.H S Zaveri, a copy whereof is placed before the meeting and for the purpose of identification initialled by the Chairman hereof. The terms and conditions are as under:

- A. Ms. H S Zaveri, Managing Director & President shall carry out duties as may be entrusted to her subject to the supervision and control of the Board of Directors.

**B. Basic**

Rs.5,75,000 p.m the grade of Rs.5,00,000 - Rs.15,00,000

Annual increments effective 1st April each year will be decided by the Board and will be merit based and take into account the Company's performance.

**Cash allowances**

Other allowance Rs. 9,60,000 p.m. payable as per the rules of the Company

**Perquisites**

In addition to the basic salary the perquisites noted below will also be payable.

**(i) Housing**

1. Free unfurnished accommodation in case the accommodation is owned by the Company.
2. In case the accommodation is hired by the Company the expenditure by the Company on hiring such unfurnished accommodation for the Managing Director will be subject to a ceiling of 60% of the salary over and above 10% payable by the Managing Director.
3. In case no accommodation is provided by the Company house rent allowance subject to a ceiling of 60% of the monthly basic salary.

- (ii)** The expenditure incurred by the Company on providing gas, electricity, water and furnishings for the accommodation shall be valued as per the Income tax rules 1962.

**(iii) Leave travel assistance**

Once in a year, incurred in accordance with the rules specified by the Company, subject to a ceiling of Rs.1,72,000 p.a.

**(iv) Club Fees**

Reimbursement of membership fees for clubs.

**(v) Reimbursement of Medical Expenses**

Reimbursement of medical expenses for self, spouse and dependent children.

**(vi) Medical/Accident Insurance**

As per rules of the Company.

**(vii) Personal Accident Insurance**

Premium not exceeding Rs.6,500/- p.a.

- (viii)** Provision of car with driver and telephone at residence will not be considered as perquisites.

- (ix)** Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-Tax Act. Gratuity payable will not exceed half a month's salary for each completed year of service.

### C. Commission-

Such remuneration by way of Commission at the rate of Rs.75,00,000 p.a. for each financial year, in addition to the above salary and perquisites in a particular financial year, subject to the overall ceiling stipulated in sections 198 of the Act. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

### D. Minimum Remuneration

"RESOLVED FURTHER THAT, in the event that during the currency of the tenure of Ms.H S Zaveri as the 'Managing Director & President ", the Company has no profits or its profits are inadequate, the consent of Company be and is hereby accorded, subject to the approval of the Central Government in this regard, to continue to pay the remuneration as mentioned herein and as determined by the Board of Directors to Ms.H S Zaveri without any requirement of Ms.H S Zaveri refunding to the Company, in accordance with the provisions of Section 197 of the Act, such part of the remuneration as agreed herein, which may be in excess of the remuneration payable to her in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT if necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and Section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to execute and sign such forms, writings, give such notice, as may be necessary in this regard."

By Order of the Board

**S C Rangani**

May 18,2015

Executive Director & Company Secretary

### Notes

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting.

- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

3. The Register of Members of the Company and Transfer Books thereof will be closed from 19th July,2015 to 24th July, 2015 (both days inclusive).

4. E-voting facility to all members has been provided through the e-voting platform of CDSL and the Company has appointed Mr. Upendra Shukla, practicing Company Secretary, as Scrutiniser for the e-voting process. Instructions and manner of the process have been detailed in the para 8 below. The Scrutiniser will make a report to the Chairman of the Company, of the votes cast in favour and against and the results on the resolutions alongwith the scrutiniser's report will be available on the website of the Company within two working days of the same being passed.

5. The dividend after declaration, will be paid to those shareholders whose names appear in the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before 18th July, 2015.

In respect of shares held in electronic form, to those "Deemed Members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on 18th July, 2015.

Members and all others concerned are requested to lodge transfer deeds, change of address communication, mandates (if any) with the Company's Share Transfer Agents Universal Capital Securities Pvt. Ltd. (Formerly known as M/s. Mondkar Computers Pvt. Ltd.) 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 093 before 18th July, 2015.

6. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend. SEBI has also mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to the DPs with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
7. The Company has transferred on due dates, the unpaid/unclaimed dividends (interim and final) for the financial year ended 31st March, 2007 to the IEPF. Pursuant to the provisions IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012 the Company has uploaded such details as on 11th August, 2014 (date of last AGM) on the website of the Company.

#### **8. PROCESS FOR MEMBERS OPTING FOR E-VOTING**

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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 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 8 digits of the Sequence number which is mentioned in address label affixed on Annual Report as sr no. in the PAN field.
- 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.
- Please enter the DOB or Dividend 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.

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.

Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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 <Company Name> 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - 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.
  - 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.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on July 21, 2015 at (9.00 am IST) and ends on July 23, 2015 (at 5.00 pm) 2015. 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 July 18, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) A member can opt for only one mode of voting i.e.either through e-voting or in physical form. If a member casts his vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No:5****Appointment of Ms. Aslesha A Gowariker as an Independent Director**

Ms. Aslesha A Gowariker was appointed as Additional Independent Director on the Board of the Company since September 2014 based on the recommendation of the Nomination and Remuneration Committee. She is a law graduate from Mumbai University and has been working with M/s. Desai & Diwanji, Solicitors for over 16 years and is currently Partner and part of Mergers & Acquisitions and Project Finance groups of the firm. She has substantial experience in advising foreign investors, investment banks and Indian promoters on transactions across various industry sectors, such as, healthcare/pharma, hotels and hospitality, auto, real estate, media and entertainment, oil/telecom/power/gas/roads and ports within infrastructure about legislation related to the concerned sectors and advising on regulations pertaining to Ministry of Finance, FIPB, RBI and SEBI. The board has decided to appoint her for a further term of five years as Non Executive Independent Director in terms of provisions of section 152 of the Companies Act, 2013.

The Board considers that her association as Director will be beneficial and in the interest of the Company. The Directors recommend passing of the resolution set out at item no.5 of the accompanying notice. Except Ms. Aslesha A Gowariker none of the other Directors, key management personnel and their relatives are interested or concerned with the resolution.

Copy of the appointment letter shall be available for inspection on all working days between 11.00 a.m. and 3.00 p.m.

**Item No: 6****Re-appointment of Mr. Satish Rangani as Whole-Time Director**

Mr. Satish Rangani has been Executive Director since October 2012. His current term of two years expires on 24th July, 2015 and is proposed to be extended for a further period of 18 months on terms and conditions as recommended by the Nomination and Remuneration Committee. Mr. Rangani is a commerce graduate and has a Masters degree in Business Management from Mumbai University and is also an associate member of the Institute of Company Secretaries of India. He has 42 years experience in the aggregate as a key member of the management teams with responsibilities for finance & accounts, commercial, IT, secretarial and legal of which the last 22 years has been with the Company, initially as CFO and Company Secretary and currently as Executive Director & Company Secretary.

The Company has received notice under section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Mr. Satish Rangani for the office of Director. The Board considers that his association as Director will be beneficial and in the interest of the Company.

The Directors recommend passing of the resolution set out at item no.6 of the accompanying notice. Except Mr. Satish Rangani none of the other Directors, key management personnel and their relatives are interested or concerned with the resolution.

**Item No: 7 –Re-appointment of Ms. H S Zaveri as Managing Director & President**

Ms. H S Zaveri has been Managing Director & President since October 2010. Her current term of five years expires on 30th September, 2015 and is proposed to be extended for a further period of five years on terms and conditions as recommended by the Nomination and Remuneration Committee.

Ms. Zaveri graduated with distinction and honors from Wellesley College, an institution renowned for developing women leaders. She continues to be deeply involved with her Alma Mater as member of the Wellesley Business Leadership Council.

She was awarded The Leading Woman in Manufacturing Sector Award by Women In Leadership Forum (WIL) in 2009, and the Best CEO Award by the Quality Circle Forum of India for her contribution to the Quality movement in India. Fortune Magazine has ranked her amongst the 15 most powerful businesswomen in India since 2011.

As President and CEO of NRB Bearings Limited, she has spearheaded NRB's foray into Design Engineering and R & D which enabled NRB to become a supplier to the world's foremost automotive companies. Currently exports constitute 25 percent of NRB's sales turnover with exports to Global leaders such as Volvo, Mercedes and Audi.

Actively engaged with various business associations, she is Past President of Ball & Roller Bearing Manufacturers Association (BRBMA), Past Deputy Chairman of Western Region and Executive Committee Member of the Automotive Component Manufacturing Association (ACMA). She serves as an elected member on the CII Western Region and Maharashtra State Councils, the Executive Committee of ACMA, and the West India Council of the Indo American Chamber of Commerce (IACC).

The Company has received notice under section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Ms. H S Zaveri for the office of Director. The Board considers that her association as Director will be beneficial and in the interest of the Company.