

Dear Shareholder,

**Sub.: Confirmation of your address and E-mail ID and service of documents in Electronic format.**

In our constant endeavor to create awareness among our shareholders regarding updation of correspondence records. We hereby write to inform our esteemed shareholders that they are requested to kindly update and intimate us their recent change in address, e-mail id and telephone nos.(if any).

With pursuant to Section 110 of Companies Act 2013 read with Rule 18(3) (1) of The Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014 and to support the "Green Initiative in Corporate Governance" by The Ministry of Corporate Affairs (MCA) issued via. two circulars nos.17/2011 and 18/2011 dated April 21, 2011 and dated April 29, 2011 respectively, shareholders are requested to intimate their email id`s to their Depository Participants (DP) in order to update the record`s with CDSL. Also shareholders holding shares in physical form can email the addresses by sending an e-mail on investorcare@nibl.in mentioning your Name and Folio No.

Shareholders still wanting to receive the physical copies, shall be send once request received.

For **NRB Industrial Bearings Limited,**

Sd/-

Ratika Gandhi,  
Company Secretary

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**Shareholders Declaration**

To,  
**Company Secretary,**  
NRB Industrial Bearings Limited,  
Mumbai.

**FOLIO No.**  
**DP ID No.**

I hereby give my consent and to receive all documents, Notices, including Annual Reports and Other Future communications from Company on the email Id.\_\_\_\_\_.

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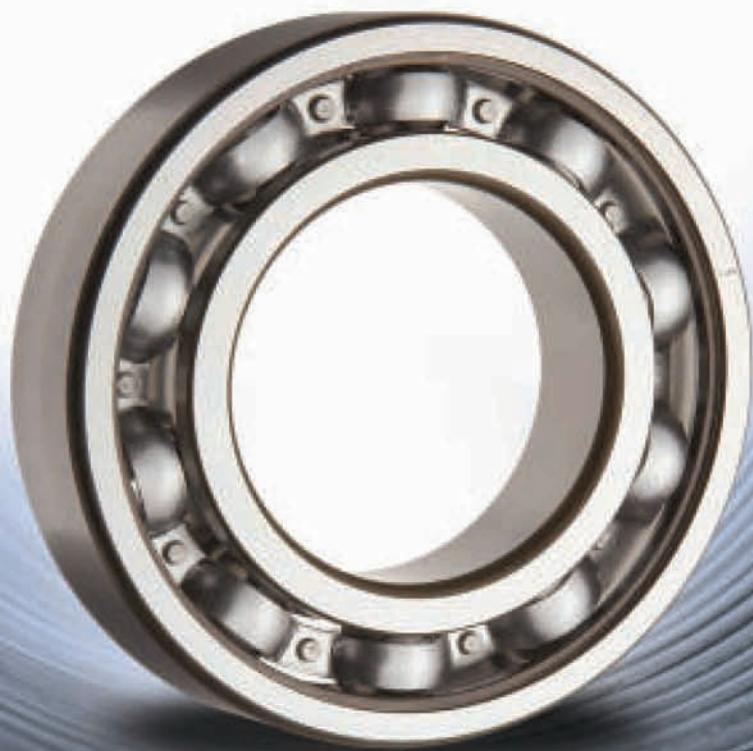
**NAME OF SHAREHOLDER & SIGNATURE**

**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-400001. INDIA  
TEL.: 9122-4541 7510 FAX : 9122-2270 4207 | WEBSITE : <http://www.nrbindustrialbearings.com>  
CIN : L29253MH2011PLC213963

**NRB**  
**INDUSTRIAL**

**6<sup>th</sup> Annual Report 2016-17**



**MOVING THE WHEELS OF INDUSTRY**

# NIBL Vision



To be the leader in **Friction Management** in every market we serve, to the betterment of our **customers**, **employees** and our **shareholders**.

# NIBL Mission



To create constant value for our customers and supply chain partners that will maximize shareholder value and long-term earnings growth.



## **6<sup>th</sup> ANNUAL REPORT**

### **2016-2017**

<b>Board Of Directors</b>	: Mr. Trilochan Singh Sahney - Non-Executive Chairman Mr. Devesh Singh Sahney - Managing Director Mrs. Harshbeena Sahney Zaveri - Director Mr. Gaurav Motwane - Independent Director Mr. Manish Choksi - Independent Director Mr. Ashish Chugani - Independent Director
<b>Key Managerial Personnel</b>	: Mr. Devesh Singh Sahney - Managing Director Mr. Ratnakar G. Mehendale - Chief Financial Officer Mrs. Ratika Gandhi - Company Secretary
<b>Bankers</b>	: Standard Chartered Bank Bank of Maharashtra
<b>Statutory Auditors</b>	: M/s. Deloitte Haskins & Sells
<b>Internal Auditors</b>	: M/s. Sharp & Tannan (Goa), Chartered Accountants
<b>Solicitors</b>	: M/s. Khaitan & Co.
<b>Registered Office</b>	: 2nd floor, Dhannur building, 15, Sir P.M. Road, Fort, Mumbai – 400 001, Maharashtra, India
<b>Factory Premises</b>	: B-18, Five Star, M.I.D.C Area, D-Zone, Shendra, Aurangabad – 431154 Maharashtra, India
<b>Registrar &amp; Transfer Agents</b>	: 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 Tel.: 022-28207203/05, 28257641
<b>Website Address</b>	: <a href="http://www.nrbindustrialbearings.com">www.nrbindustrialbearings.com</a>
<b>CIN</b>	: <b>L29253MH2011PLC213963</b>

## CONTENTS

Particulars	Page Nos.
Letter to Shareholders .....	03
AGM Notice .....	04
Director's Report .....	15
Management Discussion & Analysis Report .....	40
Corporate Governance Report .....	43
Auditors Report .....	53
Balance Sheet Statement .....	58
Statement of Profit & Loss.....	59
Cash flow Statement.....	60
Notes to Financial Statements .....	62
Auditors Report (Consolidated) .....	85
Balance Sheet Statement (Consolidated) .....	88
Statement of Profit & Loss (Consolidated).....	89
Cash flow Statement (Consolidated).....	90
Notes to Financial Statements (Consolidated).....	92

## LETTER TO THE SHAREHOLDERS

Dear Shareholder,

The year 2016 was indeed eventful. There were several events which had impacted the global as well as the Indian economy. Events like Brexit created uncertainty in the global economy & world markets. Similarly the economic measures taken by government of India created some anxiety in the Indian economy. Though, I believe this decision will help in creating a more transparent & lean economy in the long term. The year also saw decisive actions by the government towards implementing GST, which will make industries, businesses more competitive & will help boost the GDP further.

The recently announced Union budget has further propelled the belief that India continues to be a beacon of hope in an uncertain global economy that is currently being fueled by fears of populism. The government maintained a continuous push on reforming the core infrastructure in India during the last two budgets. Union Budget 2017 carries forward the momentum of enhancing the core infrastructure, basic inputs, and connectivity across the rural and urban India. The budget also proved to be a boon for agriculture and infrastructure sector, providing much needed stimuli economic growth.

In 2016-17, NRB Industrial had explored new avenue of business in OEM, Distribution, Agency and Exports businesses, which is very encouraging in the backdrop of a tough economy. Your company have participated in key exhibitions; IMTS Chicago, IMTEX Bangalore, Pune Machine Tool Show, all of which have been successful platforms to generate awareness of our products.

Our product offerings have helped equipment manufacturers optimize their assets and increase productivity while lowering their costs and enabling to add value on each phase of production.

I wish to re-affirm my commitment towards the company, which will continue and thank all my shareholders for their absolute trust and faith in the company

We thank you for your support and look forward to the same in 2017-18.

Best Regards,

Devesh Singh Sahney  
Managing Director

**AGM NOTICE**

To,

The Members

NRB Industrial Bearings Limited

Notice is hereby given that the Sixth Annual General Meeting of the members of NRB Industrial Bearings Limited will be held on Thursday, the 3rd August, 2017 at 11.00 a.m. at M. C. Ghia Hall, K. Dubash Marg, Mumbai – 400 001 to transact following business:

**ORDINARY BUSINESS:****1. To receive, consider and adopt:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mrs. Harshbeena Sahney Zaveri (DIN No: 00003948) who retires by rotation at this Annual General meeting and being eligible, has offered herself for re-appointment.

**3. Ratification of appointment of Statutory Auditors:**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) the ratification of appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, having ICAI Firm Registration Number 117365W, as Auditors of the Company approved by an Ordinary Resolution passed at the 4th Annual General Meeting of the Company, to hold the office from conclusion of the 4th Annual General Meeting until the conclusion of the 7th Annual General Meeting, be and is hereby ratified for the balance term and accordingly, they continue to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Seventh Annual General Meeting on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to Good and Service tax (GST) and reimbursement of out of pocket expenses as may be incurred by them in connection with the Audit of accounts of the Company.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

**Approval for remuneration of Mr. Devesh Singh Sahney, Managing Director for a further period from 1.10.2016 to 30.09.2017**

**“RESOLVED THAT** in partial modification to the terms and conditions of remuneration payable to Mr. Devesh Singh Sahney (DIN: 00003956), Managing Director of the Company and pursuant to the provisions of Sections 197 and any other applicable provisions (if any) of the Companies Act, 2013 for the time being in force read with Schedule V of the Act and the Companies (Appointment and Remuneration) Rules, 2014 and subject to approval of the Central Government, if required, the consent of the Members of the Company be and is hereby accorded for payment of following managerial remuneration to Mr. Devesh Singh Sahney (DIN:00003956) as Managing Director of the Company with effect from 1st October, 2016 till the residual period of his appointment viz. 30th September, 2017:

**a. Basic Remuneration:** ₹ 3,80,000/- p.m. in the grade of ₹ 2,00,000/- p.m. - ₹ 5,00,000/- p.m.

**b. Cash allowance:**

Education allowance – ₹ 20,000/- p.m.

Other allowances – ₹ 18,000/- p.m.

**c. Perquisites:**

In addition to the Basic Salary the perquisites noted below will also be payable:

- i) Housing: Free unfurnished company owned accommodation;
- ii) The expenditure incurred by the Company on providing electricity 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 ₹ 75,000/- p.a.;
- iv) Reimbursement of Medical Expenses: Self and Family at actuals;
- v) Medical/Accident Insurance: As per rules of the Company;
- vi) Club fees: Reimbursement of membership fees for upto 2 clubs;
- vii) Provision of Car with driver and telephone at Residence will not be considered as perquisites;
- viii) Contribution to Provident Fund, Superannuation 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; and

- ix) Commission – Such remuneration by way of Commission at the rate of 1% for each financial year, in addition to the above salary and perquisites calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceiling stipulated under Section 197 of the Companies Act 2013 and limited to half year's Basic Salary will be payable to Managing Director for the relevant year;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required from time to time including making application to the Central Government seeking approval to remuneration payable to the Managing Director 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, given such notice, as may be necessary in this regard."

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

**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.**

**"RESOLVED THAT** pursuant to the provisions 196, 197, 198 and other applicable provisions, if any, of Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to Act (including any statutory modifications and re-enactment thereof for the time being in force) and subject to approval of the Central Government, if required, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Devesh Singh Sahney (DIN : 00003956) as Managing Director of the Company, for a further period of five years with effect from **1st October, 2017 to 30th September, 2022**, on

the terms & conditions as set out below:

- a) **Basic Remuneration:** ₹3,80,000/-p.m. in the scale of ₹ 2,00,000/-p.m. - ₹ 7,00,000/- p.m. Annual increments effective 1st October each year as decided by the Board of Directors based on recommendation of the Nomination and Remuneration Committee
- b) **Cash allowance:**  
Education allowance – ₹ 20,000/- p.m.  
Other allowances – ₹ 18,000/- p.m.
- c) **Perquisites**  
In addition to the Basic Salary the perquisites noted below will also be payable:
  - i) Housing: Free unfurnished company owned accommodation;
  - ii) The expenditure incurred by the Company on providing electricity 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 ₹ 75,000/-p.a;
  - iv) Reimbursement of Medical Expenses: Self and Family at actuals;
  - v) Medical/Accident Insurance: As per rules of the Company;
  - vi) Club fees: Reimbursement of membership fees for upto 2 clubs;
  - vii) Provision of Car with driver and telephone at Residence will not be considered as perquisites;
  - viii) Contribution to Provident Fund, Super annuation 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; and
- ix) Commission – Such remuneration by way of Commission at the rate of 1% for each financial year, in addition to the above salary and perquisites calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceiling stipulated under Section 197 of the Companies Act 2013 and limited to half year's Basic Salary will be payable to Managing Director for the relevant year;

**"RESOLVED FURTHER THAT** with pursuant to Part II of Schedule V of the Act, and any other applicable provisions for the time being in force and the rules made there under (including any statutory modification(s)



or re-enactment thereof for the time being in force) the terms and conditions of remuneration payable to Mr. Devesh Singh Sahney (DIN: 00003956), Managing Director of the Company, the consent of the Members be and is hereby accorded for payment of above set out Managerial Remuneration to Mr. Devesh Singh Sahney (DIN:00003956), Managing Director of the Company for a period of three years effective from October 01, 2017 to September 30,2020:

**RESOLVED FURTHER THAT**, if the 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, given such notice, as may be necessary in this regard including entering into employment agreement with the Managing Director."

6. To consider and, if thought fit, to pass the following resolution as Special Resolution:

**Approval for Issue and offer of Redeemable, Cumulative, Non-Convertible Preference shares on Private Placement:**

**"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 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, enabling provisions of Memorandum and Articles of Association of the Company, shareholder hereby give their consent to issue Preference Shares to Mr. Trilochan Singh Sahney, Promoter of the Company and such other person(s), who may either be shareholder of the Company or not on such terms and conditions and in such manner as the Board may think fit."

**"RESOLVED FURTHER THAT** 2,00,00,000 Cumulative, Redeemable, Non-convertible Preference Shares of Rs.10/- each shall be issued and allotted subject to the following conditions:

- a) The Preference Shares shall be redeemed at the end of five years from the date of allotment;
- b) The Preference Shares shall be redeemed at par;
- c) The Preference Shares shall carry a preferential right over the Equity Shares with respect to payment of dividend and repayment of capital in case of winding-up;
- d) 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;

- e) The shareholders of such Preference Shares will not be entitled to participate in surplus fund;
- f) The payment of dividend on Preference Shares shall be on cumulative basis;
- g) The shareholders of such Preference Shares shall have no option of conversion into Equity Shares;
- h) In case the dividend on such Preference Shares remains unpaid for any period, the shareholders of such Preference Shares shall not have a right to vote on any resolution placed before the Company, except on the resolutions seeking alteration in rights of preference shareholders as regards to dividend and/or redemption; and
- i) The Preference Shares shall not be listed on any stock exchange."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may at its discretion deem necessary, desirable or expedient to effect the issue and allotment of 2,00,00,000 Cumulative, Redeemable, Non-convertible Preference Shares of Rs.10/- each and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of Preference Shares and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred by the above resolution to any director or to any committee of the Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

**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."

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. **A PROXY APPOINTED BY A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. **Members holding the shares in physical form can submit their PAN details to the Company.** Members who wish to receive email of Documents (Notices of General Meeting/Postal Ballot, Annual Reports, Shareholders communications/ documents, etc.) and have not registered their email address for receiving the same shall give their Positive consent to receive such documents in electronic mode

**Members are requested to inform and update their Depository Participants (DP) their updated email addresses in order to receive all the updates and correspondences from the Company.**

5. Members may also note that the Notice of Sixth Annual General Meeting and Annual Report 2016-17 will also be available on the Company's website [www.nrbindustrialbearings.com](http://www.nrbindustrialbearings.com) for download.
- i. The Register of members and Share Transfer Books of the Company shall remain closed from **28th July, 2017 - 3rd August, 2017** (both days inclusive) for Annual General Meeting purposes.
- ii. Members are requested to send all communications relating to Equity Shares, change of address etc. to the Registrar and share transfer agents at the following address:

**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  
 Tel.: 022-2820 7203-05, 022-2836 6620  
 Fax – 022-28369704, 022-28207207

**If the shares are held in electronic form, then change of address and change in Bank Accounts etc. should be communicated to the respective depository participants.**

- iii. Voting through electronic means:

**The instructions for shareholders voting electronically are as under:**

- (i) **The voting period begins on 31st July, 2017 from 9.00 a.m. and ends on 2nd August, 2017, till 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 27th July, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](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:

	<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 sr no affixed on Annual Report 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>