

NRB
INDUSTRIAL

10th
Annual Report
2020-21

MOVING THE WHEELS OF INDUSTRY



Vision

We Aim for the Top

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

Mission

Innovation in the Field of Engineering

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



Our Values

- Flexibility and Adaptability
- Everyone is the MD of their Own Task
- No Compromise on Quality
- Loyalty & Transparency amongst all Stakeholders
- Customer First in All Actions
- Fun at Work
- Growth with Profits
- Keep it Simple

10th ANNUAL REPORT

Financial Year 2020-21

Board Of Directors	: Mr. Devesh Singh Sahney - Chairman and Managing Director Mrs. Aarti Devesh Sahney - Non Executive Director Mr. Nikhilesh Panchal - Independent Director Mr. Ashish Chhugani - Independent Director (Appointed w.e.f. June 16, 2020) Mr. Manish Choksi - Independent Director (Ceased to be Independent Director w.e.f. July 6, 2020) Mr. Gaurav Motwane - Independent Director (Resigned w.e.f. June 16, 2020) Mr. Samrat Zaveri - Additional Director (Appointed w.e.f. November 7, 2020)
Key Managerial Personnels	: Mr. Devesh Singh Sahney - Chairman and Managing Director Mrs. Gulestan Kolah - Chief Financial Officer Mrs. Ratika Gandhi - Company Secretary and Compliance Officer (Resigned w.e.f. February 11, 2021) Mrs. Sushama Kadam - Company Secretary and Compliance Officer (Appointed w.e.f. February 12, 2021)
Bankers	: Bank of Maharashtra
Statutory Auditor	: Deloitte Haskins & Sells LLP
Internal Auditor	: J. K. Delvadavala & Company
Secretarial Auditor	: AJS and Associates
Registered Office	: 2nd floor, Dhannur building, 15, Sir P.M. Road, Fort, Mumbai - 400 001, Maharashtra, India Tel. : 022-61207500
Factory Premises	: B-18, Five Star, M.I.D.C Area, D-Zone, Shendra, Aurangabad - 431 154 Maharashtra, India
Registrar and Transfer Agents	: Universal Capital Securities Pvt. Ltd. C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083. Tel.: +91 22 28207203-05, 49186178-79 Email: info@unisec.in
CIN	: L29253MH2011PLC213963
GST No.	: 27AADCN5657L1ZY
Website	: www.nrbindustrialbearings.com
Email Address	: investorcare@nibl.in

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LETTER TO THE SHAREHOLDERS

Dear Shareholders,

The past year has brought extraordinary challenges to both the Global Economy and NRB Industrial Bearings. The global economy grappled due to the outbreak of Covid-19 Pandemic.

It has been the challenging year in terms of economic performance in India since 1950-51, with an estimated annual contraction of 8% in GDP, 2020-21. This degrowth can be attributed to the effects of the economic slowdown caused by the coronavirus pandemic and the cascading effect of lockdown restrictions domestically and globally.

The economy started recovering with the easing of restrictions post hard lockdown in the second quarter, which narrowed the contraction of GDP to 7.5 per cent. By end of December 2020 India's GDP re-entered the growth territory which was large improvement from a 24% GDP contraction in the first quarter to a 0.4% growth in the third quarter of the year.

The agriculture sector which is one of NIBL's target markets was the one of the minimally effected sector by the pandemic and is expected to grow at 3%.

The IMF has projected an impressive 12.5 per cent growth rate for India in 2021, while S&P Global Ratings has said the Indian economy is projected to grow at 11 per cent in the current fiscal. But 2021-22, unfortunately, isn't beginning well, with restrictions imminent on account of the ongoing second wave of infections, economic recovery seems to be sluggish. The devastating impact of the second and the deadlier Covid-19 wave is almost on the verge to hit the world economy once again. Growth prospects still remain highly uncertain with new virus mutations and the accumulating human toll raise concerns, even as growing vaccine coverage lifts sentiment. Until the virus spreads are contained, and a substantial proportion of the population has been vaccinated, it may take longer to return to sustained growth path. We hope the adequate availability and higher pace of vaccination turns out to be a key to a return to normalcy.

To tackle the evolving market dynamics, challenges and uncertainties, your company has been working on an agile strategy and is consistently working towards process efficiency and rapid action to address the new demand environment. Thanks to our disciplined management process, we continue to deliver strong and consistent performance even in the most challenging of conditions. Your company has registered 44% growth in FY 2020-21.

Your company is focused on customer growth metrics and has successfully added new OEMs and Distributors which contributed in the overall revenue. The current status of your company's new order book in the pipeline from both domestic and exports customers is vibrant and healthy. Your company's focus is to build a strong global brand, committed to our vision, mission and core values.

As you are aware our vision is to be the leader in Friction Management in every market we serve, for the betterment of our customers, employees and shareholders. And our mission is to continuously create consistent value for our customers and supply chain partners that will maximize shareholder value and long-term earnings growth. If you look deeper, you will find that our success and accomplishments are founded on our commitment to our shareholders.

During these critical times arising out of the second wave of Covid-19, our customers' business continuity is one of our key priorities. Our ability to adapt and rise to the call of our customers reflects a core dedication towards them. Your company wants to minimize service disruptions impacts to their business by delivering the highest levels of performance, availability and quality. Also your company strongly stands in solidarity with the nation and are continuing all efforts to support the affected.

Note : *The economic data numbers are taken from the articles published online by zeenews and hindustantimes.*

Your company has been closely monitoring the status of this second pandemic outbreak and its potential adverse impact on all of us. Our team is geared up to put up the robust contingency plan into action for business continuity. Our commitment to a better future – leading through all market conditions, ensuring business continuity and driving long-term sustainability – is something we are passionate about for NRB Industrial Bearings and our customers.

One of the pillars of success is our internal team. They are the ones who serve our customers and communities, build the technology, make the strategic decisions, manage the risks, determine our investments and drive innovation. Their safety and well-being is our top priority. Your company has implemented a number of preventative and precautionary actions to ensure employee safety and continued service of our customers.

Our hearts go out to all who have been impacted by the virus, with those who are sick, to whom we extend our heartfelt wishes for a full recovery. With great gratitude, we truly salute the selfless healthcare workers around the world who are on the front lines working tirelessly to care for people in need. We wish the world comes out from this disaster soon.

We are grateful to our clients for their trust, to our employees for their persistent efforts and to our stockholders for believing in our strategy and its potential for creation of value. We will do our utmost to realize that potential in 2021 - 22 and beyond.

I am certainly eager for the day when we can all see each other again, face-to-face. Until that time, please be safe and stay well.

Warm Regards,
Devesh Singh Sahney
NRB Industrial Bearings Limited
Chairman and Managing Director
(DIN : 00003956)

AGM NOTICE

To,
The Members,
NRB Industrial Bearings Limited,

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF NRB INDUSTRIAL BEARINGS LIMITED WILL BE HELD ON SATURDAY, AUGUST 21, 2021, AT 2.00 P.M. THROUGH VIDEO CONFERENCING BY WEBCAST FACILITY PROVIDED TO MEMBERS TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021, together with the Report of the Auditors thereon.
2. To appoint a Director in the place of Mrs. Aarti Devesh Sahney (DIN: 08579914), who retires by rotation and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS:

3. TO APPOINT MR. SAMRAT ZAVERI (DIN: 00374104) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Samrat Zaveri (DIN: 00374104), who was appointed as an independent director of the Company on November 07, 2020 holds office up to conclusion of this Annual General Meeting and have submitted a declaration that he meet the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the term of 5 (five) consecutive years w.e.f November 07, 2020.

RESOLVED FURTHER THAT Mr. Devesh Singh Sahney (DIN: 00003956) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution, including but not limited to filing the necessary forms with the Registrar of Companies."

4. TO APPROVE THE REMUNERATION OF MR. DEVESH SINGH SAHNEY (DIN : 00003956) CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM OCTOBER 01, 2021 TO SEPTEMBER 30, 2022:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Act (including any statutory modifications and re-enactment thereof for the time being in force), in supersession of the Board of Directors Resolution passed in its meeting dated November 7, 2020 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee and the consent of the Board of Directors at its meetings held on June 12, 2021, the consent of the members of the Company be and is hereby accorded for the payment of following remuneration to Mr. Devesh Singh Sahney (DIN: 00003956) as Managing Director of the Company, with effect from October 01, 2021 to September 30, 2022, as set out below:

- a) Basic Remuneration: Rs. 8,40,000/- p.m. at the discretion of the Board of Directors to increase the basic remuneration from time to time.

b) Cash allowance:

- i. House Rent Allowance - 50% - Rs. 4,20,000/- p.m.
- ii. Education allowances – Rs. 20,000/- p.m.
- iii. Other allowances – Rs. 18,000/- p.m.

c) Perquisites:

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

- i) Expenditure incurred by the Company on providing electricity shall be valued as per the Income Tax Rules, 1962;
 - ii) Leave Travel Assistance : Once in a year, incurred in accordance with the rules specified by the Company, subject to a ceiling of Rs. 75,000/- p.a.;
 - iii) Reimbursement of Medical : Self and Family at actuals;
 - iv) Medical/Accident Insurance: As per rules of the Company;
 - v) Club fees: Reimbursement of membership fees for up to 2 clubs;
 - vi) Provision of Car(s) with driver and telephone at Residence will be considered as perquisites;
 - vii) 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
- d) 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.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, shall be entitled to vary or increase the remuneration specified above during the period from October 01, 2021 to September 30, 2022 and to accept such modifications, amendments, limitations and/or conditions, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed Rs. 300.00 lakh per annum.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms with the Office of the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder."

5. TO APPROVE COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee and the consent of the Board of Directors at its meetings held on June 12, 2021, consent of the Company be and is hereby accorded for payment of commission to the Non-Executive Directors, including Independent Directors, of the Company (i.e., Directors other than the Managing Director) as may be decided by the Board from time to time with effect from financial year 2021-22, provided that the total commission payable to all Non- Executive Directors, including the Independent Directors during a financial year shall not exceed 0.25% of the net profits of the Company for that financial year as computed in the manner prescribed under Section 198 of the Act plus applicable taxes.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

RESOLVED FURTHER THAT Mr. Devesh Singh Sahney, Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms with the Office of the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.”

By Order of the Board
For NRB Industrial Bearings Limited

Sushama Kadam
Company Secretary & Compliance Officer
(ACS: 29462)

Registered Office:

NRB Industrial Bearings Limited,
15, Dhannur, Sir P. M. Road,
Fort, Mumbai, Maharashtra-400001

Place: Mumbai

Date : June 12, 2021

Notes :

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 to 5 above and the relevant details of the Directors seeking appointment and re – appointment under Item No(s). 2 and 3 above as required by Regulation 26(4) and 36(3) of the SEBI Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

3) Proxies:

The Annual general meeting for the FY 2020-21 will be held under VC/OAVM, where the physical attendances of members in such case has been dispensed with, there is no requirement of appointment of proxies. Accordingly the facility of appointment of proxies by members will not be available for such meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However in pursuance of section 112 and section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act on the e-mail id investorcare@nibl.in and sanjog579@gmail.com.

4) Book Closure:

The Register of Members and Share Transfer Books of the Company will remain **closed from Sunday, August 15, 2021 to Saturday, August 21, 2021 (both days inclusive).**

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which from April 1, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated March 27, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of March 31, 2019 and returned due to deficiency in documents submitted, may be relodged for transfer.

- 5) **The company has provided to the shareholders the facility of attending the meeting through video conferencing and e-voting pursuant to the important Circulars issued by the Ministry of Corporate Affairs ('MCA') clarifying the procedures/directives laid down to conduct Annual General meeting under Covid-19 circumstances for the FY 2020-21 :**

Sr. No	Circular No
1	General Circular No. 14/2020 dated April 8, 2020
2	General Circular No 17/2020 dated April 13, 2020
3	General Circular No. 20/2020 dated May 5, 2020
4	General Circular No. 02/2021 dated January 13, 2021

- 6) **Annual Report physical copies:**

- a) **Pursuant to General Circular No. 02/2021 dated January 13, 2021 and the General Circular No. 20/2020 dated May 5, 2020, Para A(III) considering the current COVID-19 outbreak situation in the country and the difficulties involved in dispatching of Physical copies of Financial statements for the FY 2020-21 (including the Board Report, Auditors Report or other documents required to be attached therewith) such statement shall be sent only by email to the members and all other persons such entitled.**
- (b) Notice by way of an advertisement is published in Financial Express all India circular (English language newspaper) and Mumbai Lakshadeep (Marathi language newspaper; principle vernacular language of the district where the company is registered) intimating the issue of Notice and copies of Financial Statements via. Email on their registered email ids.
- (c) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 13, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories upto the cut-off date ie. Friday, July 23, 2021. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.nrbindustrialbearings.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
- 7) **The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly register their e-mail IDs with the Registrar & Share Transfer Agent by sending an e-mail at info@unisec.in. The Annual Report of the Company and other documents proposed to be sent through e-mail would also be hosted on the Company's website www.nrbindustrialbearings.com.**
- 8) **Members willing to attend the Annual general meeting (AGM) are requested to email their details (Members who hold shares in dematerialized form are requested to email their Client ID and DP ID numbers for identification) for attending the Annual general meeting minimum 48 hours prior to the AGM. The Company shall make sure the necessary connectivity test prior to the AGM.**
- 9) The details Pursuant to the Regulation 36(3) of the SEBI Listing Regulations read with Clause 1.2.5 of the Secretarial Standards-2 regarding the appointment, reappointment and approval of remuneration of Directors are annexed to this notice.
- 10) **Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, August 13, 2021 through email on investorcare@nibl.in. The same will be replied by the Company suitably.**