

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L29130MH1965PLC013251

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN3479P

(ii) (a) Name of the company

NRB BEARINGS LIMITED (FULL

(b) Registered office address

DHANNUR, 15 SIR P. M. ROAD,  
FORT,  
MUMBAI  
Maharashtra  
400001

(c) \*e-mail ID of the company

shruti.joshi@nrb.co.in

(d) \*Telephone number with STD code

02222664160

(e) Website

www.nrbbearings.com

(iii) Date of Incorporation

30/06/1965

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U74200MH1991PTC062536

Pre-fill

Name of the Registrar and Transfer Agent

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West)

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 15/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SNL Bearings Limited	L99999MH1979PLC134191	Subsidiary	73.45
2	NRB Bearings (Thailand) Limite		Subsidiary	100

3	NRB Bearings Europe GmbH		Subsidiary	100
4	NRB Bearings, USA INC		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	96,922,600	96,922,600	96,922,600
Total amount of equity shares (in Rupees)	200,000,000	193,845,200	193,845,200	193,845,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares - One Share One Vote				
Number of equity shares	100,000,000	96,922,600	96,922,600	96,922,600
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	200,000,000	193,845,200	193,845,200	193,845,200

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	96,922,600	193,845,200	193,845,200	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	96,922,600	193,845,200	193,845,200	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0

iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debtentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	09/08/2019		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debtentures, 4 - Stock	
Number of Shares/ Debtentures/ Units Transferred		Amount per Share/ Debtenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
	Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	500	1000000	530,259,537
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,927,449,224
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			857,259,233
Deposit			0
<b>Total</b>			<b>3,314,967,994</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	530,325,000	48,218,331	48,283,794	530,259,537
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

7,519,647,658

**(ii) Net worth of the Company**

4,589,724,587

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,978,100	12.36	0	
	(ii) Non-resident Indian (NRI)	1,450,344	1.5	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Trust	33,809,300	34.88	0	
	<b>Total</b>	47,237,744	48.74	0	0

**Total number of shareholders (promoters)**

10

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,159,959	8.42	0	
	(ii) Non-resident Indian (NRI)	428,121	0.44	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	856,839	0.88	0	
4.	Banks	31,327	0.03	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	18,879,995	19.48	0	
7.	Mutual funds	19,809,005	20.44	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	591,140	0.61	0	
10.	Others Clearing Members, LLP/ Par	928,470	0.96	0	
	<b>Total</b>	49,684,856	51.26	0	0

**Total number of shareholders (other than promoters)**

23,333

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

23,343

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

19

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACACIA BANYAN PAR	CITIBANK N.A. CUSTODY SERVICES			1,181,600	1.22
ACACIA PARTNERS LP	CITIBANK N.A. CUSTODY SERVICES			2,067,800	2.13
ACACIA II PARTNERS, I	CITIBANK N.A. CUSTODY SERVICES			147,700	0.15
ACACIA INSTITUTIONA	CITIBANK N.A. CUSTODY SERVICES			1,920,100	1.98
ACACIA CONSERVATIC	CITIBANK N.A. CUSTODY SERVICES			2,067,800	2.13
ALASKA PERMANENT	DEUTSCHE BANK AG, DB HOUSE, F			4,206	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			4,989	0.01
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE, F			4,285	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE, F			16,804	0.02
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			312,497	0.32
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			22,385	0.02
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			7,569	0.01
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			7,992	0.01
JPMORGAN INDIA SM	HSBC SECURITIES SERVICES, GORE			541,680	0.56
NALANDA INDIA EQU	KOTAK INFINITI, BLDG.NO.21, 6TH			9,682,667	9.99
STANDARD LIFE INVE	DEUTSCHE BANK AG, DB HOUSE, F			565,410	0.59
T.A. WORLD EX U.S. CO	CITIBANK N.A. CUSTODY SERVICES			21,951	0.02
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			282,048	0.29
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			20,512	0.03

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	11	10
Members (other than promoters)	25,253	23,333
Debenture holders	2	2

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	10.71	0.88
<b>B. Non-Promoter</b>	1	4	1	4	0.01	0
(i) Non-Independent	1	0	1	0	0.01	0
(ii) Independent	0	4	0	4	0	0

<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	5	10.72	0.88

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
TASHWINDER HARJAF	06572282	Director	0	
HARSHBEENA SAHNE	00003948	Managing Director	10,384,936	
DEVESH SINGH SAHN	00003956	Director	850,089	
SATISH CHELLARAM F	00209069	Whole-time directo	9,000	
ASHANK DATTA DESA	00017767	Director	0	
RUSTOM JAMSHED DI	02448175	Director	0	
VISHAKHA RAJESH M	07108012	Director	0	
SHRUTI RATNAKAR JC	AGKPJ4240M	Company Secretar	10	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TASHWINDER HARJAF	06572282	Director	10/08/2019	Expiry of existing term of five consec
TASHWINDER HARJAF	06572282	Director	11/09/2019	Reappointment as an Independent di
SATISH CHELLARAM F	00209069	Whole-time directo	23/01/2020	Retired
SATISH CHELLARAM F	00209069	Whole-time directo	24/01/2020	Appointment as Executive, Whole-tim
TANUSHREE BAGROD	ACJPB0433B	CFO	17/02/2020	Cessation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2019	24,849	34	13.1

### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2019	7	7	100
2	09/08/2019	7	7	100
3	25/10/2019	7	6	85.71
4	11/02/2020	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2019	3	3	100
2	Audit Committee	09/08/2019	3	3	100
3	Audit Committee	25/10/2019	3	3	100
4	Audit Committee	11/02/2020	3	3	100
5	Nomination and Remuneration	28/05/2019	3	3	100
6	Nomination and Remuneration	09/08/2019	3	3	100
7	Nomination and Remuneration	25/10/2019	3	3	100
8	Nomination and Remuneration	10/02/2019	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholders F	12/04/2019	3	2	66.67
10	Stakeholders F	28/05/2019	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	15/09/2020
								(Y/N/NA)
1	TASHWINDEP	4	4	100	8	8	100	Yes
2	HARSHBEENA	4	4	100	9	8	88.89	Yes
3	DEVESH SINGH	4	3	75	0	0	0	Yes
4	SATISH CHELLAR	4	4	100	1	1	100	Yes
5	ASHANK DATTA	4	4	100	5	5	100	Yes
6	RUSTOM JAMALI	4	4	100	4	4	100	Yes
7	VISHAKHA RAJ	4	4	100	12	12	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	HARSHBEENA SAI	Managing Director	50,455,175	2,945,909	0	1,620,000	55,021,084
2	SATISH CHELLAR	Whole-time Director	10,117,660	0	0	1,188,000	11,305,660
	Total		60,572,835	2,945,909	0	2,808,000	66,326,744

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	TANUSHREE BAGI	CFO	17,406,942	0	0	585,714	17,992,656

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SHRUTI RATNAKA	Company Secre	5,564,474	0	0	219,836	5,784,310
	Total		22,971,416	0	0	805,550	23,776,966

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	TASHWINDER HAF	Non-executive Ir	0	550,000	0	440,000	990,000
2	DEVESH SINGH SA	Non-executive N	0	130,000	0	120,000	250,000
3	ASHANK DATTA D	Non-executive Ir	0	240,000	0	370,000	610,000
4	RUSTOM JAMSHE	Non-executive Ir	0	240,000	0	350,000	590,000
5	VISHAKHA RAJESI	Non-executive Ir	0	240,000	0	520,000	760,000
	Total		0	1,400,000	0	1,800,000	3,200,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director 

DIN of the director

**To be digitally signed by** 

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT-8 - _NRB_2020.pdf SHT.pdf Annexure I Details of Committee Meetings.
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**