



ABC BEARINGS LIMITED

Regd. Office: 402-B, Poonam Chambers, Dr. Annie Besant Road, Worli, Mumbai – 400018.
Email ID: regdoff@abcbearings.com, Tel No: 022-24964500, 24964501, Website: www.abcbearings.com
CIN: L29130MH1961PLC012028

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendment or re-enactment thereof, for the time being in force) and pursuant to other applicable laws and regulations, it is proposed to transact the special business as set out hereunder by the members of the Company by passing of Special Resolution by way of Postal Ballot. The proposed Special Resolution and Explanatory Statement setting out the material facts concerning the item of special business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and postage prepaid envelope.

The Board of Directors of the Company has appointed Mr.D.M.Dalal (ACS No: 4147 and CP No: 8728), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5 p.m. on Monday, 16th April, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member and the Postal Ballot Form(s) shall be considered invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this notice of postal ballot (this "Postal Ballot Notice") include votes received electronically.

The Scrutinizer will submit his report to the Chairman or Managing Director or any other person authorised by him after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on Thursday, 19th April, 2018. The results of the Postal Ballot will also be displayed at the Company's website at www.abcbearings.com besides communicating to Stock Exchanges viz., BSE Limited and the CDSL Website.

SPECIAL BUSINESS

Appointment of Mr.T.M.Patel as Executive Director with effect from 1st April,2018 for three years and remuneration payable to him

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196,197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 188 of the Articles of Association of the Company, approval of members of the Company be and is hereby accorded to the reappointment of Mr.T.M.Patel (DIN 00016788) as Executive Director of the Company for a period of three years with effect from 1st April, 2018, on the terms and conditions, including remuneration as set out in the Draft Agreement to be entered into between the Company and Mr.T.M.Patel, be and is hereby approved."

"RESOLVED FURTHER THAT subject to the provisions of Section 198 and other applicable provisions, if any, of the Companies Act, 2013, in the event of inadequacy or absence of profits, Mr.T.M.Patel, be paid the remuneration as set out in the Draft Agreement to be entered into between the Company and Mr. T.M. Patel, as the Minimum Remuneration subject to the limits laid down in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps, including the power to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr.T.M.Patel, subject to such approval as may be necessary, proper and expedient and to do any act, deeds, matters and things to give effect to this resolution."

By Order of the Board of Directors

Registered Office:
402-B, Poonam Chambers,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018.
Date: 8th March, 2018

S.B. Desai
Company Secretary

Notes

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out all material facts and the reasons for the proposed resolution is annexed.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 9th March, 2018, (cut-off date). This Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 9th March, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. The resolution, if assented to by the requisite majority of the Members by means of Postal Ballot, shall be deemed to have been duly passed at a General Meeting of the Members convened in that behalf.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to desaisb@abcbearings.com/kotharirs@abcbearings.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 9th March, 2018. The postal ballot period commences on Saturday, 17th March, 2018 at 9:00 a.m. and ends on Monday, 16th April, 2018 at 5:30 p.m.
8. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are annexed to this Notice.
9. A Member cannot exercise vote by proxy.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5 p.m.) Monday, 16th April, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5 p.m. on Monday, 16th April, 2018, it will be considered that no reply from the Member has been received and such Postal Ballot Form(s) shall be considered invalid.
11. The Scrutinizer will submit his report to the Chairman or Managing Director or any other person authorised by him or after the completion of scrutiny of the Postal Ballots and e-voting. Results of the voting by Postal Ballot (including voting through electronic means) shall be announced on Thursday, 19th April, 2018 and will also be displayed on the Company website www.abcbearings.com and communicated to the stock exchanges where securities of the Company are listed, depository, registrar and share transfer agent on the said date.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Monday, 16th April, 2018 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Company’s Registered Office of the company from 10 a.m. to 1 p.m. on all working days from the date of dispatch of this Notice till the last date of voting.

Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Act, read with the relevant Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Saturday, 17th March, 2018 at 9:00 a.m. and ends on Monday, 16th April, 2018 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i. e., Friday, 9th March, 2018, 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.
- iii. Click on Shareholders / Members.
- 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 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 | <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"> ▪ 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 in the PAN field. (For sequence number refer serial no. printed on the name and address sticker) ▪ 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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 login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT
(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

The members at the 54th Annual General Meeting held on 11th August, 2015 approved the appointment and payment of remuneration to Mr.T.M.Patel, Executive Director from 01.04.2015 to 31.03.2018. The Directors have at their meeting held on 15th January, 2018 re-appointed Mr.T.M.Patel as Executive Director for a further period of 3 years with effect from 1st April, 2018 subject to the approval of members, on the terms and conditions including the remuneration as set out in the Draft Agreement, which are as under;

A. Salary:

Rs.11,00,000/- per month.

B. Perquisites & Allowances:

The Executive Director shall be entitled to the following perquisites and benefits:

- i. Accommodation (furnished/unfurnished) or House Rent Allowance in lieu thereof;
- ii. Maintenance and upkeep, all monthly outgoings, cost of repairs, furnishings, payment of actual expenses for gas, electricity, water;
- iii. Reimbursement of actual expenditure on medical treatment for self and dependent family members;
- iv. Leave travel for self and dependent family members;
- v. Subscription to club fees and other expenses incurred at the club;
- vi. Medical/accident insurance;
- vii. Car with driver maintained and fuelled by the Company for the use of Mr.T.M.Patel and his family;
- viii. Other perquisites subject to overall ceiling of remuneration stipulated in Section 197 of the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

C. Retirement Benefits:

Provident Fund and Gratuity on the fixed monthly salary in accordance with the Company's Rules.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of the tenure of Mr.T.M.Patel, the Company has no profits or its profits are inadequate, the Company will pay to Mr.T.M.Patel, remuneration by way of salary, benefits, perquisites and allowances as specified above subject to the limits laid down in Schedule V to the Companies Act, 2013.

E. Retirement by Rotation:

Mr. T.M. Patel shall be subject to retirement by rotation.

F. Sitting Fees:

The Executive Director shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

The particulars set out above may be treated as an abstract of the Agreement, proposed to be entered into between the Company and Mr.T.M.Patel under the provisions of Section 190 of the Companies Act, 2013.

As per the provisions of Section 197 read with Schedule V to the Companies Act, 2013, Special Resolution is proposed for payment of remuneration to Mr.T.M.Patel.

None of the Directors of the Company is in any way deemed to be concerned or interested in the aforesaid resolution except Mr.T.M.Patel himself, Mr.S.M.Patel and Mr.P M.Patel being brothers, Mr.S.S.Patel being his nephew and as such related to each other.

The Board of Directors recommends the resolution for approval of the members.

The Draft Agreement, referred to above, to be entered into with Mr.T.M.Patel is available for inspection by the members of the Company at the registered office of the Company between 10.00 a.m. to 1.00 p.m. on all working days, except Saturdays till the last day of voting.

By Order of the Board of Directors

Registered Office:

402-B, Poonam Chambers,
Dr. Annie Besant Road,
Worli, Mumbai – 400 018.
Date: 8th March, 2018

S.B. Desai
Company Secretary



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CIN: L29130MH1961PLC012028

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Sl. No.

| Sr. No. | Particulars | Details of Member(s) |
|---------|--|----------------------|
| 1 | Name and Registered Address of the Sole/First named Member | |
| 2 | Name(s) of the Joint Member(s), if any | |
| 3 | Registered Folio No. /DP. ID No. and Client ID. No. (*Applicable to investors holding shares in dematerialized form) | |
| 4 | Number of Equity Share(s) held | |

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated, Thursday, 8th March, 2018, by conveying my/our assent or dissent to the said Resolution, by placing the tick (✓) mark at the appropriate box below:

| Item No. | Brief Particulars of the Resolutions | No. of Equity Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------|---|----------------------|-------------------------------------|--|
| 1. | Appointment of Mr.T.M.Patel as Executive Director with effect from 1 st April, 2018 for three years and remuneration payable to him. | | | |

Place:

Date:

(Signature of the Sole/First/Joint Member)

Notes: The e-voting facility will be available during the following voting period

| Commencement of e-voting | End of e-voting |
|---|---|
| Saturday, 17 th March, 2018 at 9:00 a.m. | Monday, 16 th April, 2018 at 5:30 p.m. |

Notes:

- Please read the instructions printed below carefully before filling this Form and for e voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 16th April, 2018 up to 5:00 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his/her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. If the form other than the one issued by the company is used.
7. The envelope containing duly completed Postal Ballot Forms should reach the Scrutinizer on or before 16.04.2018. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Company at desaisb@abcbearings.com / kotharirs@abcbearings.com, with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the registered office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
14. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date i.e. 9th March, 2018.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final.
16. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.