


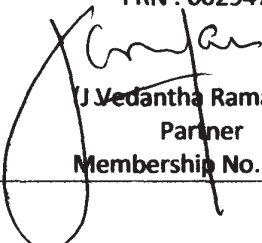
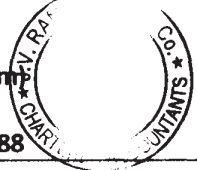


FORM B

(Clause 31(a) of Listing Agreement)

Format of covering letter of the annual report to be filed with the Stock Exchanges

01.	Name of the Company	NB FOOTWEAR LIMITED
02.	Annual Financial Statements for the year ended	31 st March 2014
03.	Type of Audit Observation	Qualified
04.	Frequency of Audit observation	A) Repetitive in respect of observation A) as stated in S.No.5 below from the financial year ended 31 st March 2004. B) Repetitive in respect of observation B) as stated in S.No.5 below from the financial year ended 31 st March 2004.
05.	Draw attention to relevant notes in the annual financial statement and management response to the Qualification in the Directors Report	Observation A) Regarding accounts of the Company prepared on going concern basis, kindly refer to the Addendum to the Directors Report for the year ended 31/03/2014 B) Regarding disputed dues as on 31/03/2014 under Central Excise Act and Sales Tax Law, kindly refer to the Addendum to the Directors Report for the year ended 31/03/2014.
06.	Additional comments from the Board/Audit Committee Chairman	A) As per the disclosure made in the Annual Report for the year ended 31/03/2014 B) As per the disclosure made in the Annual Report for the year ended 31/03/2014
07.	To be signed by	
	- CEO/Managing Director	 (KANNAN A YADAV)
	- CFO	 (C RAMAKRISHNAN)
	- Audit Committee Chairman	 (SUDHAKAR SHETTY)
	- Auditor of the Company	For J V RAMANUJAM & CO CHARTERED ACCOUNTANTS FRN : 002947S  J Vedantha Ramanujam Partner Membership No. 022188 

N B FOOTWEAR LIMITED



**26th Annual Report
2013 - 2014**

**N B FOOTWEAR LIMITED
ANNUAL REPORT 2013 - 2014**

Board of Directors

Mr Kannan A Yadav - Managing Director & CEO
Mr Rajen K Desai - Director
Mr S Krishnan - Director - Independent
Mr Sudhakar Shetty - Director - Independent
Mr Gregory Periera - Director

Auditors

M/s. J V Ramanujam & Co,
Chartered Accountants,
New No.233, Old No.113, First Floor,
R K Mutt Road, Raja Annamalaipuram,
Chennai 600 028

Bankers

Union Bank of India,
Broadway Branch,
CHENNAI 600 108

Registered Office

No. 87/84A, Mosque Street,
Seduvalai Village,
VELLORE 632 104,
Email : ramky1952@yahoo.co.in
Website: www.nbfootwear.info

Corporate Office

No.11, Bheemanna Garden Road,
Alwarpet,
CHENNAI 600 018
TAMIL NADU

N B FOOTWEAR LIMITED

NOTICE CONVENING TWENTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company will be held at Khanna Mahal, Hotel Khanna, No. 16, Officers Line, Vellore 632 101 on Thursday, the 25th September 2014 at 10.00 a.m. to transact the following business :-

ORDINARY BUSINESS

01. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date together with the report of Directors and Auditors thereon.
02. To appoint a Director in place of Mr Rajen K Desai (DIN: 00382740) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
03. To appoint a Director in place of Mr Gregory Pereira (DIN: 00249388) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment;
04. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix up their remuneration. M/s. J V Ramanujam & Co, Chartered Accountants, the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS

05. To appoint Mr S Krishnan (DIN 00583985) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr S Krishnan (DIN: 00583985) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 31st March 2019".

06. To appoint Mr Sudhakar Shetty (DIN 00249448) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr Sudhakar Shetty (DIN: 00249448) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 31st March 2019".

07. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

08. To alter Clause V Capital Clause in the Memorandum of Association of the Company and in this regard 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 13 sub-section (1), read with Section 55, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby altered from the existing Rs. 20,00,00,000/- (Rupees twenty crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores) divided into 1,90,00,000 (One Lakh) Equity Shares of Rs. 10/- each and 1,00,000 (One Lakh) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each, by creation of 1,00,000 (One lakh) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each and that Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly".

09. To allot Redeemable Non Convertible Preference Shares on preferential basis to Promoter Group and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 80 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the provisions of Section 43, read with Section 55, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment(s) thereof), for the time being in force (the "Companies Act") , the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 as amended from time to time ("the SEBI Regulations), if any, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and such approvals as may be required from such authorities from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to create, offer, issue and allot, in one or more tranches, 1,00,000 (One Lakh) Cumulative Non-Convertible Redeemable Preference Shares of the face value of Rs. 100/- (Rupees One Hundred Only) each for cash at par or at a premium (herein after referred to as "Preference Shares") aggregating to a nominal value of Rs1,00,00,000 (Rupees One Crore Only) to M/s. Aditya Investments and Communication Limited, Grandeur Corporation Private Limited and Chameleon Commodities Private Limited belonging to the Promoter Group on such terms and conditions as may be decided by the Board and subject to the following rights :

- The Preference Shares shall carry a fixed cumulative preference dividend to be determined by the Board of Directors at the time of issue of the Preference Shares, on the capital for the time being paid-up thereon and shall be redeemable not later than the date determined by the Board

of Directors at the time of issue or such other date as may be determined by the Board but not later than a period exceeding ten years.

- The said shares shall rank for dividend in priority to the equity shares for the time being of the Company.
- The said shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets.
- The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 87 of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorized to make arrangements with any financial institution/bank or any other body or person to underwrite the whole or any part of the issue of the said Preference Shares subject to the provisions of Section 76 of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard".

By order of the Board of Directors

For N B FOOTWEAR LIMITED

(KANNAN A YADAV)

MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 30th May 2014

NOTES :-

01. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
02. The proxy form duly filled in and signed by the Shareholder must be lodged with the Company at the Registered Office of the Company at any time not less than 48 hours before the meeting.
03. The Register of Members and Share Transfer Books of the Company will remain closed from 16/09/2014 to 25/09/2014 (both days inclusive).
04. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
05. Members are requested to communicate their change of address, if any, quoting their respective folios.
06. Members are also requested to provide their email IDs

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('The Act')

Item No. 5 and 6

Mr S Krishnan (DIN 00583985) and Mr Sudhakar Shetty (DIN 00249448) are independent Directors of the Company and have held the positions as such for more than 5 (Five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr S Krishnan and Mr Sudhakar Shetty as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to 31st March 2019. Mr S Krishnan and Mr Sudhakar Shetty are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of each of Mr S Krishnan and Mr Sudhakar Shetty for the office of Directors of the Company.

The Company has also received declarations from Mr S Krishnan and Mr Sudhakar Shetty that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr S Krishnan and Mr Sudhakar Shetty fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr S Krishnan and Mr Sudhakar Shetty are independent of the management.

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director	S KRISHNAN
Director Identification Number	00583985
Date of joining the Board	17/10/1998
Profile of the Director	A Graduate in Physics from University of Madras. He is also Associate Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. Has over two decades of varied experience in Industry comprising of automobile, leather footwear and pharmaceuticals, liquor, sugar, hotels and FMCG.
No. of shares held in the Company	NIL
Directorships and Committee Memberships in other Companies	Director in Orchid Chemicals & Pharmaceuticals Limited Member in the Audit Committee & Investor Grievance Committee of Orchid Chemicals & Pharmaceuticals Limited

Name of the Director	SUDHAKAR SHETTY
Director Identification Number	00249448
Date of joining the Board	22/03/1996
Profile of the Director	A graduate in Commerce and having two decades of experience in administration and trading
No. of shares held in the Company	NIL
Directorships and Committee Memberships in other Companies	Director in Grandeur Corporation Private Limited and Prerna Healthcare Private Limited

Mr S Krishnan and Mr Sudhakar Shetty are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested; financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 and 6 of the Notice for approval
Item No. 7

It is brought to the notice of the Members of the Company that the existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No.8

The Company proposes to issue preference shares in one or more tranches to M/s. Aditya Investments and Communication Limited, Grandeur Corporation Private Limited and Chameleon Commodities Private Limited belonging to the Promoter Group. Consequently, Clause V of the Memorandum of Association requires amendment. Hence the special resolution.

The Board therefore, places the proposed resolution for your consideration and recommends that it be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

Item No.9

In order to meet working capital requirements, the Company proposes to issue Preference Shares in one or more tranches to M/s. Aditya Investments and Communication Limited, Grandeur Corporation Private Limited and Chameleon Commodities Private Limited belonging to the Promoter Group. The said enabling Resolution empowers the Board to create, offer, issue and allot 1,00,000 (One Lakh) cumulative Non-Convertible Redeemable Preference Shares of face value of Rs.100/- (Rupees one hundred only) each for cash at par or premium aggregating to a nominal value of Rs 1,00,00,000 (Rupees One Crore Only) and on such terms and conditions, including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, as the Board in its absolute discretion may determine. The Board shall also be authorized to approve any modification, alteration and re-settling of all or any of the terms and conditions of the Preference Shares from time to time in consultation and agreement with the subscribers/holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 1956/Companies Act, 2013 or any modification/ reenactment thereof and the provisions of the Memorandum and Articles of Association of the Company.

The material facts in connection with the aforesaid issue of Preference Shares are as follows :-

(a)	Size of the issue and number of preference shares to be issued and nominal value of each share	The Company proposes to create, offer, issue and allot 1,00,000(One Lakh) Preference Shares of the face value of Rs. 100/- (Rupees One Hundred Only) each for cash at par or at a premium aggregating to a nominal value of Rs. 1,00,00,000 (Rupees One Crore Only) to M/s. Aditya Investments and Communication Limited, Grandeur Corporation Private Limited and Chameleon Commodities Private Limited belonging to the Promoter Group												
(b)	Nature of such shares i.e. cumulative, non cumulative, participating or non-participating, convertible or non-convertible	Cumulative, Non-Participating and Non-Convertible												
(c)	Objectives of the issue	To meet the working capital requirements												
(d)	Manner of issue of shares	Private Placement												
(e)	Price at which such shares are proposed to be issued	At par or at a premium												
(f)	Basis on which the price has been arrived at	While the issuances would generally be made at par, in case the issuance is made at premium, the same would be at a price determined on the basis of valuation by a registered valuer in accordance with the extant provisions as applicable.												
(g)	Terms of issue, including terms and rate of dividend on each share, premium etc.	The tenor shall be for a period not exceeding 10 (Ten) years. The issuances would be subject to conditions of money market, appetite of the investors, prevalent tax regulators, credit rating of the instrument etc. and the rate of dividend would be linked to the returns provided by similar instruments.												
(h)	Terms of conversion, if convertible	Not applicable												
(i)	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	Tenure of redemption would be based on cash flow forecasts of the Company												
(j)	Manner and modes of redemption	Out of profit and/or out of fresh issue of capital.												
(k)	Current shareholding pattern of the Company	Equity shareholding pattern as on 30th June 2014 <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Category</th> <th>No of shares</th> <th>% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td align="right">1,01,12,300</td> <td align="right">74.91%</td> </tr> <tr> <td>Public</td> <td align="right">33,87,700</td> <td align="right">25.09%</td> </tr> <tr> <td>Total</td> <td align="right">1,35,00,000</td> <td align="right">100.00%</td> </tr> </tbody> </table>	Category	No of shares	% to Equity Capital	Promoter	1,01,12,300	74.91%	Public	33,87,700	25.09%	Total	1,35,00,000	100.00%
Category	No of shares	% to Equity Capital												
Promoter	1,01,12,300	74.91%												
Public	33,87,700	25.09%												
Total	1,35,00,000	100.00%												
(l)	Expected dilution in equity share capital upon conversion of preference shares	Not applicable												

The Members are requested to authorize the Board (including any Committee(s) of the Board) to issue and allot such number of Preference Shares upto nominal value of Rs. 1,00,00,000/- (Rupees One Crore Only) as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item No.9 of the Notice for approval of the Members.

Mr Kannan A Yadav being Director in Aditya Investments and Communication Limited, Mr Rajan K Desai being Director in Grandeur Corporation Private Limited and Mr Sudhakar Shetty being Director in Grandeur Corporation Private Limited may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors

For N B FOOTWEAR LIMITED

**(KANNAN A YADAV)
MANAGING DIRECTOR & CEO**

Place : Mumbai

Dated : 30th May 2014

N B FOOTWEAR LIMITED

DIRECTORS REPORT

The Members

N B FOOTWEAR LIMITED

The Directors are pleased to present their TWENTY SIXTH ANNUAL REPORT together with the audited Annual Accounts for the year ended 31st March 2014.

01. FINANCIAL RESULTS

The financial results for the year ended 31st March 2014 are given below :-

S.No.	Description	2013-2014	2012-2013
		(Rs. in lakhs)	
01.	Turnover/ Income	0.00	0.00
02.	Profit/(Loss) before exceptional and extraordinary items	(18.55)	(12.80)
03.	Extraordinary items	0.00	0.00
04.	Net Profit/(Loss)	(18.55)	(12.80)

02. PERFORMANCE

There was no manufacturing activity during the year under review. The operations have resulted in a net loss of Rs. 18.55 lakhs

03. OUTLOOK

As you are aware, the operations of the Company have been discontinued in 2001. The Company is exploring various options including the possibility of entering the Biotech space in the FMCG window. The plans are likely to be firmed up and implemented during the current fiscal year.

04. OPPORTUNITIES AND THREATS

Even though there exists lot of opportunities for growth, cut throat competition coupled with higher costs in the inputs and the inflationary levels are thrown open to the industry.

05. DISCLAIMER

The information and opinion expressed in this report may contain forward looking statements, which the Management believes are true to the best of its knowledge at the time of its presentation. The Management shall not be liable for any loss which may arise as a result of any action taken on the basis of information contained therein.

06. DIRECTORS

Mr Rajen K Desai and Mr Gregory Pereira, Directors retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

07. AUDITORS

M/s. J V Ramenujam & Co., Chartered Accountants, the Statutory Auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

08. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND ADAPTATION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details relating to conservation of energy, technology absorption and adaptation and foreign exchange earnings and outgo for the year ended 31st March 2014 as required under Section 217(1) (e) of the Companies Act, 1956 are NIL.

09. DEPOSITS

The Company has not accepted any deposits from the public during the year under report.

10. EMPLOYEES

There are no employees who were in receipt of the remuneration as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence annexure as per the Section 217(2A) is not attached.

11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that they have -

- a) Followed the applicable accounting standards in the preparation of accounts;
- b) Selected such accounting policies and applied them consistently and made judgement and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year and profit or loss of the Company for the year under review;
- c) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and detecting fraud and other irregularities;
- d) Prepared the accounts for the financial year on a 'going concern' basis.

12. CASH FLOW STATEMENT

As required by Clause 32 of the Listing Agreement, Cash Flow Statement for the year ended 31st March 2014 is enclosed.

13. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance with Auditors Certificate on compliance of conditions of Corporate Governance and a Management Discussion and Analysis Report have been attached to form part of the report.

For and on behalf of the Board

KANNAN A YADAV
MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 30th May 2014

N B FOOTWEAR LIMITED

ADDENDUM TO DIRECTORS REPORT ON QUALIFICATION/RESERVATION MADE BY THE AUDITORS FOR THE YEAR ENDED 31ST MARCH 2014

- 1) With reference to the Auditors observation on Company's ability to continue as a going concern in the foreseeable future, the Directors wish to submit that the Company is looking at various options including core team to execute business segments and diversification of business into the Biotech space in FMCG products as stated elsewhere in this Annual Report.

- 2) As regards Auditors observation in Para 4(ix)(b) in Annexure to Auditors Report, the Directors submit that the disputed dues to Central Excise Act, 1944 and Sales Tax Law have been pending from 1999-2000 and 1995-1996 onwards; that the Company is confident of obtaining favourable outcome in these cases. Hence, these amounts have not been deposited with the concerned authorities.

For and on behalf of the Board

KANNAN A YADAV
MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 30th May 2014

REPORT ON CORPORATE GOVERNANCE

01. Philosophy on Code of Governance

The cornerstone of the philosophy of Corporate Governance adopted by your Board has at all time been based on integrity, transparency and fairness in all its dealings. The Company will continue to seek enhancement of shareholder value within the framework of business ethics, regulator compliances and contribution to society.

02. Board of Directors

The Board comprises of the following Directors as on 31st March 2014

S.No.	Name of the Director	Category	Relationship with each other
01.	Mr Rajen K Desai	Non Executive Chairman / Promoter	There is no relationship between any of the Directors
02.	Mr Kannan A Yadav	Managing Director & CEO	-do-
03.	Mr Gregory Pereira	Non Executive/Promoter	-do-
04.	Mr S Krishnan	Non Executive/Independent	-do-
05.	Mr Sudhakar Shetty	Non Executive/Independent	-do-

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

3). Details of attendance at Board Meetings and Annual General Meeting (AGM) and details of membership in other Boards and Committees

During the financial year ended 4 (Four) Board Meetings were held and the maximum time gap between 2 (two) meetings did not exceed 4 (four) months. The Board Meetings were held on on 30th May 2013, 31st July 2013, 31st October 2013 and 14th February 2014

Name of the Director	Category	No. of Board Meetings attended	Whether attended last AGM	Membership in other Boards	Membership in other Committees
Mr Rajen K Desai	Chairman	4	No	5	1
Mr Kannan A Yadav	Director	4	Yes	2	Nil
Mr Sudhakar Shetty	Director	4	No	2	Nil
Mr S Krishnan	Director	1	Yes	1	2
Mr Gregory Pereira	Director	4	No	Nil	Nil

BOARD PROCEDURES

The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the business. The tentative annual calendar of Board Meetings for the ensuing year is decided well in advance by the Board and is published as part of the Annual Report.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has complete access to any information within the Company which includes following information as specified in Clause 49 of the Listing Agreement:

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the company and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the Board.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Materially important show cause, demand, prosecution notices and penalty notices .
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial non payment for goods sold by the company.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions.
13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
16. Approval of related party transactions.
17. Risk management reports and presentations made by the Senior Management
18. All other information which are relevant for decision making by the Board.

The Minutes capturing the proceedings of the meetings of the Board of Directors/ Committees of the Board of Directors are maintained as per the applicable laws.

04. AUDIT COMMITTEE

The Audit Committee of the Company is constituted and functions in accordance with Section 177 of the Companies Act 2013 and Listing Agreement.

a) Composition, Name of Members and Chairperson, Meetings and attendance during the year

During the year under review, four meetings were held on 30th May 2013, 31st July 2013, 31st October 2013 and 14th February 2014.

Name of the Member	Category	No. of meetings held	Attendance
Mr Sudhakar Shetty	Independent Non-Executive	4	4
Mr Kannan A Yadav	Non Independent Executive	4	4
Mr Gregory Pereira	Non Independent Non-Executive	4	Nil

b) Powers of Audit Committee

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

1. investigate any activity within its terms of reference
2. seek information from any employee
3. obtain outside legal or professional advice
4. secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee is constituted and functions in accordance with Section 177 of the Companies Act, 2013 and Listing Agreement

c) Brief description of terms of reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service.
3. Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 217(2AA) of the Companies Act, 1956;
 - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;
 - d. Disclosure of any related party transactions; and
 - e. Qualifications in the draft audit report, if any;

5. Reviewing with management quarterly, half-yearly, nine months and annual financial statements, standalone as well as consolidated before submission to the Board for approval.
6. Reviewing with the management performance of statutory and internal auditors.
7. Discussion with the internal auditors on any significant findings and follow-up thereon.
8. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
9. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. Reviewing reports furnished by the internal auditors and statutory auditors and ensuring suitable follow-up thereon.
11. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
12. Reviewing the appointment of the Chief Internal Auditor of the Company.
13. Reviewing the Company's financial and risk management policies.
14. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
15. Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
16. Reviewing the statements of significant related party transactions, the financial statements and investments made by the unlisted subsidiary companies.
17. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
18. Any other matter referred to by the Board of Directors.

05. NOMINATION AND REMUNERATION COMMITTEE

a) Composition and terms of reference

Nomination and Remuneration Committee comprises of Mr Sudhakar Shetty, Non Executive Independent Director as Chairman with Mr Gregory Pereira and Mr S Krishnan, Non Executive Directors as other Members.

The Committee's terms of reference includes

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
2. Carry on the evaluation of every director's performance;
3. Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
4. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
5. Formulation of criteria for evaluation of Independent Directors and the Board;
6. Devising a policy on Board diversity; and
7. Any other matter as the Board may decide from time to time.

- b) The Company has not granted any Stock Option to any of its Directors.
- c) Directors with materially significant pecuniary or business relationship with the Company
There is no pecuniary or business relationship between the Non Executive Directors/Independent Directors and the Company.
- d) Employees holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013
No employee is holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013.
- e) The shareholding of the Non-Executive/Independent Directors of the Company as on 31st March 2014 is as follows :-

Name of the Director	Nature of Directorship	No. of shares held	Percentage to the paid up capital
Mr Sudhakar Shetty	Non-Executive/ Independent	NIL	NIL
Mr S Krishnan	Non-Executive/ Independent	NIL	NIL

06. STAKEHOLDERS RELATIONSHIP AND INVESTORS GRIEVANCE COMMITTEE

The nomenclature and terms of reference of Share Transfer/Investor Grievance Committee was changed to Stakeholders Relationship and investors Grievance Committee pursuant to Section 178 of the Companies Act, 2013.

The Board of the Company has constituted a Share Transfer/Investor Grievance Committee with Mr S Krishnan, Non-Executive Independent Director as Chairman with Mr Kannan A Yadav, Managing Director and CEO and Mr Rajen K Desai, Non Executive Director as other Members.

The Board has designated Mr C Ramakrishnan, Chief Financial Officer as Compliance officer.

The terms of reference were also amended pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The revised terms of reference includes enquiring into and redress complaints of shareholders and investors and to resolve the grievance of security holders of the Company.

During the year, the Company has not received any complaint from the investors

07. SUBSIDIARY COMPANIES

Your Company does not have a material non-listed Indian subsidiary company

08. CEO/CFO CERTIFICATION

As required by Clause 49(V) of the Listing Agreement, the CEO/CFO Certificate for the financial year 2013-14 signed by Mr Kannan A Yadav, Managing Director & CEO and Mr C Ramakrishnan, CFO was placed before the Board of Directors.

09. GENERAL BODY MEETINGS

The venue and time of the last three Annual General Meetings of the Company are as follows :-

a) Annual General Meetings

Year	Location	Date	Time
2013	Lakshminarayanan Hall, Hotel Ganga, 16, Officers Line, Vellore 632 101.	30/09/2013	11.00 a.m.
2012	Lakshminarayanan Hall, Hotel Ganga, 16, Officers Line, Vellore 632 101	29/09/2012	11.00 a.m.
2011	Lakshminarayanan Hall, Hotel Ganga, 16, Officers Line, Vellore 632 101	30/09/2011	11.00 a.m.

b) Postal Ballot

During the year, no resolutions were passed through Postal Ballot.

10. DISCLOSURES

a) Disclosures on materially significant related party transactions

There are no materially related party transactions and pecuniary transactions between the Company and its Directors during the year under review.

b) Details of non-compliance by the Company

The Company has complied with all the requirements of the Stock Exchange(s) and the Securities and Exchange Board of India on matters relating to capital markets or any other matter as may be applicable from time to time. There were no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any authority on any matter related to capital markets during the last three years.

c) Disclosure of Accounting Treatment

The Company follows Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 and relevant provisions of Companies Act, 1956. In preparation of financial statements, the Company has not adopted a treatment different from what is prescribed in the Accounting Standards.

d) Details of compliance with mandatory and non-mandatory

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. Following is the status of the compliance with the non mandatory requirements:

a) Remuneration Committee

The Board of Directors has constituted a Nomination and Remuneration Committee comprising of Non-Executive/ Independent Directors and the Chairman being an Independent Director as elsewhere mentioned in this Report.

b) Shareholder's Rights

The Company shall send Half-yearly results of the Company to all shareholders of the Company in due course.

c) Training of Board Members

The Managing Director & CEO and other senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc. and seek their opinions and suggestions on the same. Also, the Directors are briefed on their specific responsibilities and duties that may arise from time to time. Any new Director who joins the Board is presented with

a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

d) Mechanism for evaluating Non-Executive Board Members

The Company is in the process of formalizing the mechanism for evaluating the performance of the Non-Executive Members of the Board.

e) Whistle Blower Policy

The Company has adopted a Whistle Blower Policy with an objective to provide employees and Business Associates a framework and to establish a formal mechanism or process whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

11. RISK MANAGEMENT

The Company has constituted a Risk Management Committee which has laid down the procedure for risk assessment and minimization procedures. The Risk Management Committee meets at reasonable intervals to review the risk management framework and discuss on risk mitigation plans which are presented to the Audit Committee and the Board of Directors on a periodical basis.

12. CODE OF CONDUCT

Your Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under Clause 49(I)(D) of the Listing Agreement. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2014. The declaration to this effect signed by Mr Kannan A Yadav, Managing Director & CEO of the Company forms part of the report.

13. MEANS OF COMMUNICATION

- a. Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are published in 'Trinity Mirror' issue in English and 'Makkal Kural' issue in Tamil;
- b. The annual report, Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are also put up on the Company's corporate website: www.nbfootwear.info.
- c. All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- d. Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities and Exchange Board of India.

Pursuant to Section 20, 101 and 136 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, Companies (Accounts) Rules, 2014 and Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Companies can serve documents to its shareholders through electronic transmission. Accordingly, your Company has given an option to the shareholders to receive documents General Meeting Notices (including AGM), Annual Report and other documents in electronic form.

Your Company encourages its shareholders to participate in the cause of Green Initiative by opting to receive communications from the Company in electronic form, by registering their e-mail addresses:

- (a) in case the shares are held in electronic form (demat) with the Depository Participant;
- (b) in case the shares are held in physical form with the Company or Share Transfer Agent M/s. Cameo Corporate Services Limited.

M/S. NB FOOTWEAR LIMITED,
87/84A, Mosque Street,
Seduvalai Village,
VELLORE 632 104
Email : ramky1952@yahoo.co.in

M/S. CAMEO CORPORATE SERVICES LIMITED,
(Unit : NB Footwear Limited),
'Subramanian Building'
No.1, Club House Road,
Chennai 600 002
Email : cameo@cameoindia.com
Phone No. 044-28460390
Fax No. 044-28460129

GENERAL SHAREHOLDER INFORMATION

TWENTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY

Date and time	25th September 2014 at 10.00 a.m.
Venue	Khanna Mahal, Hotel Khanna, 16, Officers Line, VELLORE 632 101

FINANCIAL CALENDAR

Financial year 2014-2015

For the year ended 31st March 2014, quarterly financial results were announced on

31st July 2013	First Quarter
31st October 2013	Second Quarter and Half Yearly
14th February 2014	Third Quarter and Nine Months
30th May 2014	Fourth Quarter and Annual

For the year ending 31st March, 2015, quarterly financial results will be announced as per the tentative schedule below:

First Quarterly results	By 15th of August 2014
Second Quarterly results	By 15th of November 2014
Third Quarterly results	By 15th February 2015
Results for quarter/year ended Audited results	By 30th May 2015

BOOK CLOSURE

The dates of book closure are from 16th September 2014 to 25th September 2014, inclusive of both days.

DIVIDEND PAYMENT DATE

Not Applicable

LISTING

The Company's shares are listed on

- **BSE Limited (BSE)**
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, MUMBAI 400 001
Tel 91-22-22721233, 22721234 Fax 91-22-22722061/41/39/37
- **MADRAS STOCK EXCHANGE LIMITED,**
Exchange Building, Post No. 183,
New No. 30 (Old No.11), Second Line Beach,
CHENNAI 600 001, Tamil Nadu, India
Tel 91-44-25228951 Fax 91-44-25244897
- **VADODARA STOCK EXCHANGE LIMITED,**
Fortune Towers, Sajajigunj, VADODARA 390 005

The Company has paid the listing fees for the financial year 2014-15 to the Stock Exchanges on which Company's shares are listed.

STOCK CODES AND CIN

Madras Stock Exchange Limited	NB FOOT
BSE Limited	523242
Vadodara Stock Exchange Limited	523242
Depository ISIN No.	INE0060F01018
Corporate Identification Number (CIN)	L19201TN1987PLC014902

STOCK PRICE DATA

The details of high and low market price of the shares on the BSE Limited (BSE) are as under :-

Month	Year	High (Rs.)	Low (Rs.)
April	2013	5.70	5.70
May	2013	0.00	0.00
June	2013	5.42	5.42
July	2013	0.00	0.00
August	2013	0.00	0.00
September	2013	0.00	0.00
October	2013	0.00	0.00
November	2013	0.00	0.00
December	2013	0.00	0.00
January	2014	0.00	0.00
February	2014	5.15	5.15
March	2014	0.00	0.00

SHARE TRANSFER SYSTEM

The Company has appointed M/s. Cameo Corporate Services Limited as the agency for share registry in respect of shares in electronic form. The power to approve transfer of shares has been delegated to Stakeholders Relationship and Investors Grievance Committee. The share transfer requests are process within 15 (Fifteen) days from the date of receipt..

DISTRIBUTION OF SHAREHOLDINGS

The distribution of shareholding of the Company as on 31st March, 2014 was as follows:

Range of Shares	Shareholders		Share Amount	
	Numbers	% of Total Nos.	In (Rs.)	% of Total Amount
Upto 1000	3244	94.27	22,96,850	17.01
1001 - 2000	112	3.25	1,70,850	1.27
2001 - 3000	33	0.96	81,300	0.60
3001 - 4000	12	0.35	45,700	0.34
4001 - 5000	10	0.29	40,500	0.30
5001 - 10000	14	0.41	93,800	0.69
Above 10000	16	0.47	1,07,71,000	79.79
Total	3441	100.00	1,35,00,000	100.00

CATEGORIES OF SHAREHOLDERS

The categories of shareholders of the Company as on 31st March, 2014 was as follows:

Category	No. of shares	Percentage
Promoters Holdings	1,01,12,300	74.91
Persons acting in concert	0	0.00
Mutual Funds	0	0.00
Financial Institutions & Banks	0	0.00
Central Government/State Government(s)	0	0.00
Venture Capital Funds	0	0.00
Insurance Companies	0	0.00
Foreign Institutional Investors/Foreign Venture Capital Investors	0	0.00
Corporate Bodies	1,17,636	0.87
Directors and their relatives	0	0
NRI	200	0.00
Clearing Members	700	0.00
Indian Public	32,69,164	24.22
Total	1,35,00,000	100.00

DETAILS OF SHARES HELD IN DEMATRIALIZATION

Details of the Company's dematerialized shares as on 31st March, 2014

No. of shares	% of total shares
1,09,06,937	80.79

DETAILS OF SHARES HELD IN PHYSICAL MODE AND DEMAT

Break up shares held in physical and demat form as on 31st March 2014 is as follows :-

	No. of shares	% of shares
Physical Segment	25,93,063	19.21
Demat Segment		
NSDL	0.00	0.00
CDSL	1,09,06,937	80.79
TOTAL	1,35,00,000	100.00

OUTSTANDING GDRs/ADRs/WARRANTS OR CONVERTIBLE INSTRUMENTS

The Company does not have any outstanding GDRs/ADRs/Warrants or Convertible Instruments as on 31st March 2014.

DETAILS OF PUBLIC FUNDING OBTAINED IN THE LAST THREE YEARS

The Company has not obtained any public funding in the last three years.

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by the Securities and Exchange Board of India, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit, inter alia, confirms that the total listed and paid up capital of the

Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited,

'Subramanian Building'

No.1, Club House Road,

Chennai 600 002

Phone No. 044-28460390

Fax No. 044-28460129

Email cameo@cameoindia.com

**ANNEXURE TO REPORT ON CORPORATE GOVERNANCE FOR THE YEAR
ENDED 31ST MARCH 2014**

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

The Board of Directors of N B Footwear Limited has laid down a code of conduct for all Board Members and the Senior Management of the Company. It is affirmed that all the Board Members and Senior Management Personnel have complied with Code of Conduct as per Clause 49(D)(ii) of the Listing Agreement for the year 2013-2014.

(KANNAN A YADAV)

MANAGING DIRECTOR & CEO

Place : Mumbai

Dated : 30th May 2014

CERTIFICATE BY THE STATUTORY AUDITORS AS TO THE COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE

The certificate by the Statutory Auditors of the Company as to the compliance of the conditions of Corporate Governance pursuant to Clause 49 of the Listing Agreement is given below:

AUDITORS' CERTIFICATE ON COPPORATE GOVERNANCE TO THE MEMBERS OF NB FOOTWEAR LIMITED

We have examined the compliance of conditions of Corporate Governance by NB Footwear Limited ('the Company'), for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended March 31, 2014 no investor grievances are unattended/pending for a period exceeding one month against the Company as certified by the Registrars of the Company and details presented to the Share Transfer cum Investor Relations Committee of the Company.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **J V RAMANUJAM & CO**
Chartered Accountants
FRN : 002947S

J Vedantha Ramanujam
Partner
Membership No. 022188

Place : Chennai

Date : 30th May 2014

J V RAMANUJAM & CO
CHARTERED ACCOUNTANTS

New No. 233, Old No. 113, First Floor, R K Mutt Road, Raja Annamalaipuram, Chennai 600 028

Telephone: 2461 0307, 2493 3860 Fax: 4214 2850

E-mail: jvrjam@gmail.com

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF M/S. N B FOOTWEAR LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of NB Footwear Limited (the Company) which comprise the Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Audit issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

The accumulated losses of the Company have exceeded shareholders funds by Rs 80.33 lakhs. The Company has also been declared sick by the Board for Industrial and Financial Reconstruction (BIFR) on 21/05/2001. The Company is facing severe liquidity problems and continuing losses, as operations have been discontinued for the past ten years.

These facts raise substantial doubts about the Company's ability to continue as a going concern in the foreseeable future. Consequently, adjustments may be required to the recoverability and classification of asset carrying amounts, or classification of liabilities that might be necessary should the Company be unable to continue as a going concern, the impact of which is not ascertained.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of Statement of Profit and Loss, of the profit/loss for the year ended on that date; and
- (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e) In terms of Notification No. GSR 829(E) dated 21.10.2003 issued by the Department of Company Affairs, Government of India, the provisions of Section 274(1)(g) of the Companies Act, 1956 are not applicable to the Company.
 - f) Since the Central Government has not issued any notification as to the rate at which the Cess is to be paid under Section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For J V RAMANUJAM & CO
Chartered Accountants
FRN : 002947S

J Vedantha Ramanujam
Partner
Membership No. 022188

Place : Chennai

Date : 30th May 2014

**Annexure to the Auditors' Report
(Referred to in our report of even date)**

As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Government of India in terms of Section 227(4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we report :-

Having regard to the nature of business/activities during the year the following clauses under CARO reporting are not applicable.

- Clause 4 (i) regarding fixed assets, since the company has no fixed assets.
- Clause 4 (ii) regarding inventories, since the company has no inventories
- Clause 4 (iii) regarding granting / availment of loans secured or unsecured to/ from parties listed in the register maintained under Section 301 of the Companies Act, 1956;
- Clause 4 (xii) regarding granting of loans.
- Clause 4 (xiii) regarding special provisions relating to nidhi/mutual benefit fund/society.
- Clause 4 (xiv) regarding dealing/trading in shares.
- Clause 4 (xv) regarding issuing of guarantees.
- Clause 4 (xviii) regarding allotment of shares.
- Clause 4 (xix) regarding issue of debentures.
- Clause 4 (xx) regarding issue of shares to public are not applicable.

4(iv) As per the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory, fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system.

4(v) Based on the audit procedure applied by us and according to the information and explanation provided by the management, we are of the opinion that the contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been properly entered in the said register.

4(vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.

4(vii) During the year, no internal audit has been carried out by the management.

4(viii) Since the Company has not carried out commercial production during the financial year, maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 does not arise.

4(ix)(a) According to the records and as per information and explanation given to us, the Company is generally regular in depositing undisputed statutory dues including GPF, EPF, Sales Tax, Service Tax, Tax deducted on salaries, rent etc. to the appropriate authorities.

According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Cess were in arrears as at 31st March 2014 for a period of more than six months from the date they became payable.

4(ix)(b) According to the information and explanation given to us, the following are the particulars of disputed dues as on 31/03/2014 on account of excise duty and sales tax that have not been deposited with the authorities concerned.

Name of the Statute	Nature of dues	Amount of Demand (Rs.)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Custom Duty	57,429/-	1999-2000	Commissioner of Central Excise (Appeals)
Sales Tax Law	Sales Tax	1,71,533/-	1995-1996	Appellate Assistant Commissioner

- 4(x) The accumulated losses of the Company as at the end of the financial year are more than fifty percent of its net worth. The Company has incurred cash losses during the year.
- 4(xi) Based on our audit procedures and according to the information and explanations given by the Management, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- 4(xvi) According to the information and explanations given to us, the term loan availed by the Company were utilized for which the loans were obtained.
- 4(xvii) According to the Cash Flow Statement and other records examined by us and the information and explanations given to us, on an overall basis, no funds raised on short term basis have, prima facie, been used during the year for long term investment.
- 4(xix) In our opinion and according to the explanation given to us, no fraud on or by the Company has been noticed or reported during the year, that cause the financial statements to be materially misstated.

For J V RAMANUJAM & CO
Chartered Accountants
FRN : 002947S

J Vedantha Ramanujam
Partner
Membership No. 022188

Place : Chennai
Date : 30th May 2014

**N B FOOTWEAR LIMITED
BALANCE SHEET AS AT 31ST MARCH 2014**

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	135,000,000.00	135,000,000.00
(b) Reserves and Surplus	2	(141,033,240.00)	(139,177,847.00)
(c) Money received against share warrants			
(2) Share application money pending allotment		7,572,668.00	5,597,668.00
(3) Current Liabilities			
(a) Other current liabilities	3	53,115.00	87,882.00
(d) Short-term provisions	4	30,000.00	30,000.00
Total		<u>1,622,543.00</u>	<u>1,537,703.00</u>
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(b) Long term loans and advances	5	1,168,671.00	1,175,671.00
(2) Current assets			
(d) Cash and cash equivalents	6	453,872.00	382,032.00
Total		<u>1,622,543.00</u>	<u>1,537,703.00</u>

The Notes form an integral part of these financial statement
This is the Balance Sheet referred to in our report of even date.

FOR J.V.RAMANUJAM & CO.
Chartered Accountants

For and on behalf of the Board

J.VEDANTHA RAMANUJAM
Partner, Membership No.22188
FRN : 02947S

C RAMAKRISHNAN
CFO & Compliance Officer

KANNAN A YADAV
Managing Director & CEO

RAJEN K DEBAI
Director

Place : Chennai
Date : 30/05/2014

Place : Mumbai
Date : 30/05/2014

N B FOOTWEAR LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
I. Revenue from operations		-	-
II. Other Income		-	357,243.00
III. Total Revenue (I +II)		-	357,243.00
IV. Expenses:			
Changes in inventories of finished goods, work in progress and Stock in trade		-	-
Employee benefit expense	7	499,730.00	532,410.00
Selling, Administration and other expenses	8	1,355,663.00	1,104,764.00
Total Expenses		1,855,393.00	1,637,174.00
V. Profit before exceptional and extraordinary items and tax (III - IV)		(1,855,393.00)	(1,279,931.00)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(1,855,393.00)	(1,279,931.00)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(1,855,393.00)	(1,279,931.00)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit/(Loss) from the period from continuing operations (VII - VIII)		(1,855,393.00)	(1,279,931.00)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(1,855,393.00)	(1,279,931.00)
XVI. Earning per equity share:			
(1) Basic		(0.14)	(0.09)
(2) Diluted		(0.14)	(0.09)

The Notes form an integral part of these financial statement
This is the Statement of Profit and Loss referred to in our report of even date.

FOR J.V.RAMANUJAM & CO.
Chartered Accountants

For and on behalf of the Board

J.VEDANTHA RAMANUJAM
Partner, Membership No.22188
FRN : 02947S

C RAMAKRISHNAN
CFO & Compliance Officer

KANNAN A YADAV
Managing Director & CEO

RAJEN K DESAI
Director

Place : Chennai
Date : 30/05/2014

Place : Mumbai
Date : 30/05/2014

**N B FOOTWEAR LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2014**

PARTICULARS	2013-2014 Rs. P.	2012-2013 Rs. P.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) for the year	(1,855,393.00)	(1,279,931.00)
Adjustments for :		
Depreciation	-	-
Operating profit before working capital changes	<u>(1,855,393.00)</u>	<u>(1,279,931.00)</u>
Increase in Sundry Debtors	-	-
Decrease/(Increase) in loans & advances	7,000.00	56,300.00
Increase/(Decrease) in liabilities	(34,767.00)	(320,167.00)
Increase/(Decrease) in provisions	-	-
Cash generated from operations	<u>(1,883,160.00)</u>	<u>(1,543,798.00)</u>
Direct Taxes (paid)/received	-	-
Net cash from operating activities	<u>(1,883,160.00)</u>	<u>(1,543,798.00)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/(Sale) of fixed assets	-	-
Net cash flow investing activities	<u>-</u>	<u>-</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in share capital	-	-
Proceeds from share application money pending allotment	1,975,000.00	1,273,000.00
Increase/(Decrease) in unsecured loans	-	-
Net cash used in financing activities	<u>1,975,000.00</u>	<u>1,273,000.00</u>
Net increase/(decrease) in Cash and Cash Equivalents	<u>91,840.00</u>	<u>(270,798.00)</u>
Opening Balance of Cash and Cash Equivalents	362,032.00	632,830.00
Closing Balance of Cash and Cash Equivalents	<u>453,872.00</u>	<u>362,032.00</u>

Notes to the Cash Flow Statement

FOR J.V.RAMANUJAM & CO.
Chartered Accountants

For and on behalf of the Board

J.VEDANTHA RAMANUJAM
Partner, Membership No.22188
FRN : 02947S

C RAMAKRISHNAN
CFO & Compliance Officer

KANNAN A YADAV
Managing Director & CEO

RAJEN K DESAI
Director

Place : Chennai
Date : 30/05/2014

Place : Mumbai
Date : 30/05/2014

NOTES TO FINANCIAL STATEMENTS

Note No	As at 31st March 2014	As at 31st March 2013
1	3	4
1 Share Capital		
Equity Share Capital		
a) Authorised Share capital 20000000 No. of equity shares of Rs. 10/- each	200,000,000.00	200,000,000.00
b) Issued, Subscribed and Fully paid up Share capital 13500000 Equity shares of Rs.10/- each	135,000,000.00	135,000,000.00
c) Par value per share	10.00	10.00
d) Number of equity shares at the beginning of the year	1,35,00,000	1,35,00,000
Add Rights Issue	-	-
Bonus issue	-	-
Preferential Issue	-	-
Less Buy back	-	-
Number of equity shares at the end of the year	1,35,00,000	1,35,00,000
e) % of shares held by		
Holding Company	-	-
Ultimate Holding Company	-	-
Subsidiary Company	-	-
Associates of Holding Company	-	-
Associates of Ultimate Holding Company	-	-
f) No. of shares held by shareholders holding more than 5% of total shares		
Name of the shareholder	31st March 2014	31st March 2013
Grandeur Corporation Private Limited	6,274,900	6,424,900
Chameleon Commodities Private Limited	2,260,900	2,260,900
2 Reserves and Surplus		
Capital Reserves	2,000,000.00	2,000,000.00
Capital Redemption Reserves		
Securities Premium Reserves	30,000,000.00	30,000,000.00
Debenture Redemption Reserves		
Revaluation Reserves		
Other Reserve / fund		
Surplus		
Opening Balance	(171,177,847.00)	(169,897,916.00)
Add current year surplus	(1,855,393.00)	(1,279,931.00)
Less Transfer to General Reserves	-	-
Less Proposed Dividend	-	-
Less Dividend Tax provision	-	-
Closing Balance	(141,033,240.00)	(139,177,847.00)

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note No	As at 31st March 2014	As at 31st March 2013
1	3	4
3 Other current liabilities		
Other payables	53,115.00	87,882.00
Total	53,115.00	87,882.00
4 Short-term provisions		
Audit fee	30,000.00	30,000.00
Total	30,000.00	30,000.00
5 Long Term Loans and Advances		
Unsecured considered good		
Loans and advances to related parties	-	-
Other loans and advances	1,168,671.00	1,175,671.00
Total	1,168,671.00	1,175,671.00
6 Cash and cash equivalents		
Balances with banks	446,228.00	221,931.00
Cheques, drafts on hands		
Cash on hand	7,644.00	140,101.00
Others	-	-
Total	453,872.00	362,032.00
7 Employee Benefits Expense		
Salaries and wages	471,115.00	500,711.00
Contribution to provident and other funds	12,756.00	16,302.00
Expense on Employees stock option scheme (ESOP) and Employee stock purchase plan (ESPP)		
Staff welfare expenses	15,859.00	15,397.00
Total	499,730.00	532,410.00
8 Selling, Administration and other expenses		
Advertisement	45,360.00	58,560.00
Audit Fee	30,000.00	30,000.00
Power and fuel	2,906.00	2,956.00
Repairs and Maintenance	668.00	591.00
Labour Compensation Expenses	-	25,000.00
Postage, Telephone and Telex	52,534.00	53,740.00
Professional and Consultancy charges	673,986.00	392,883.00
Rates and Taxes, excluding taxes on income	280,871.00	286,847.00
Miscellaneous expenses	30,946.00	41,204.00
Travelling and Conveyance	219,262.00	212,983.00
Vehicle Hire charges	19,130.00	-
Total	1,355,663.00	1,104,764.00

NOTES TO THE FINANCIAL STATEMENTS

1 Related party disclosure under Accounting Standard - 18

(i) The list of related parties as identified by the Management are as under :

Enterprises owned by/over which Key Management Personnel (KMP) is able to exercise significant influence:-

- 1 Chameleon Commodities Private Limited
- 2 Grandeur Corporation Private Limited
- 3 Aditya Investments and Communication Limited

(ii) There were no transactions with the related parties.

2 Earning Per Share

	Year ended 31/03/2014	Year ended 31/03/2013
	Rs.	Rs.
Profit / (Loss) after taxation	(18,55,393.00)	(12,79,931.00)
No. of equity shares outstanding	13,500,000	13,500,000
Basic and Diluted earning per share	(0.14)	(0.09)

3 **Accounting Standard 22-** Accounting Standard for tax on income issued by the Institute of Chartered Accountants of India is applicable to the Company. However, due to substantial losses, on principles of prudence, the Company has not recognised any deferred tax asset.

4 **Accounting Standard 28 - Impairment of Assets**

During the year 2011-12, the entire block of assets were sold and hence there is no impairment of assets observed.

5 Consequent to the notification under the Companies Act 1956, the financial statements for the year ended 31st March 2014 are prepared under revised Schedule

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

(annexed to and forming part of the financial statements for the year ended 31.03.2014)

1 These financial statements have been prepared on an accrual basis and under historical cost convention and in compliance with all material aspects, with the applicable accounting principles in India, the applicable accounting standards notified under Section 211 (3C) and the other relevant provisions of the Companies Act 1956.

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be less than 12 months.

(i) FIXED ASSETS AND DEPRECIATION

Expenditure which are of a capital nature are capitalised at cost. As the entire block of assets were sold in the year 2011-12 itself, provision of depreciation does not arise.

(ii) REVENUE RECOGNITION

Revenue from sales and conversion charges is recognised at the point of despatch of goods to customers.

(iii) RETIREMENT BENEFITS

Contribution to Provident Fund is made monthly at a predetermined rate to the authorities and debited to the Profit and Loss Account on accrual basis.

Gratuity has not been provided in the books of accounts.



N B FOOTWEAR LIMITED

(CIN NO. L10201TN1987PLC014902)

REGISTERED OFFICE : 87/84A, Mosque Street, Seduvalai, VELLORE 632 104

ATTENDANCE SLIP

To be presented at the entrance

DP ID

Folio No./Client ID

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of NB FOOTWEAR LIMITED on Thursday, the 25th September 2014 at 10.00 a.m. at Khanna Mahal, Hotel Khanna, 16, Officers Line, Vellore 632 101.

Signature of the Member/Proxy



N B FOOTWEAR LIMITED

(CIN NO. L10201TN1987PLC014902)

REGISTERED OFFICE : 87/84A, Mosque Street, Seduvalai, VELLORE 632 104

PROXY FORM

Name of the Member	
Registered Address	
Email id	
Folio/DP ID – Client ID No.	

I/We being the member(s) holding _____ shares of the above named Company, hereby appoint

(1) Name..... Address.....

Email ID..... Signature..... or failing him / her

(2) Name..... Address.....

Email ID..... Signature..... or failing him / her

(3) Name..... Address.....

Email ID..... Signature..... or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Thursday, the 25th September 2014 10.00 a.m. at Khanna Mahal, Hotel Khanna, 16, Officers Line, Vellore 632 101 in respect of the resolutions as indicated below :-

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended 31/03/2014		
2.	Re-appointment of Mr Rajen K Desai who retires by rotation		
3.	Re-appointment of Mr Gregory Pereira who retires by rotation		
3.	Appointment of Auditors and fixing up of their remuneration		
Special Business			
4.	Appointment of Mr S Krishnan as an Independent Director		
5.	Appointment of Mr Sudhakar Shetty an Independent Director		
7.	To adopt new Articles of Association of the Company		
8.	To alter Clause V – Capital Clause of the Memorandum of Association		
9.	To allot Redeemable Non Convertible Preference Shares on preferential basis to Promoter Group		

Signed this..... day of 2014

Member's Folio/DP ID Client ID No..... Signature of shareholder.....

Signature of the Proxy holder(s)

Affix Re.1 Revenue Stamp

NOTES

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members in relation to the business to be transacted at the Twenty Sixth Annual General Meeting

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting process on resolutions placed by the Company on the e-voting system. The e-voting facility indicating the process and manner of e-voting is available at the link <https://www.evotingindia.com>

The e-voting period commences on 18th September, 2014 (10:00 a.m.) and ends on 20th September, 2014 (5:30 p.m.). During this period, shareholders of the Company, may cast their vote electronically. At the end of the voting period, the e-voting platform shall be disabled by CDSL for voting. Once you have voted on the resolution, you will not be allowed to modify your vote.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd August 2014. -

The procedure to log in to the e-voting website is given below:

1. Launch internet browser and type the following URL: <https://www.evotingindia.com/>
2. Click on "Shareholders" tab to cast your votes..
3. Now select the Electronic Voting Sequence Number "EVSN" along with "Company Name" (NB FOOTWEAR LIMITED) from the drop menu and click on "SUBMIT"
4. Now fill up the USER ID – For members holding shares in Demat Form

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL – 8 characters of DP ID followed by 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number <Default Number> in the PAN field

Please enter any one of the details in order to login.

5. After entering these details appropriately, click on "SUBMIT" tab.
6. Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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.

7. Click on the relevant EVSN on which you choose to vote.
8. 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.
9. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
10. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
13. The Company has appointed Mr. T S Raju, Practising Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



N B FOOTWEAR LIMITED
(CIN NO. L19201TN1987PLC014902)

REGISTERED OFFICE : 87/84A, Mosque Street, Seduvalai, VELLORE 632 104

Dear Shareholder

GREEN INITIATIVE – PAPERLESS COMMUNICATION

As you are aware that the provisions of the Companies Act, 2013 have been made effective now and pursuant to Section 101 and 136 of the Companies Act, 2013 and the rules made thereunder, the financial statement, notices and other communications can be served by the Company through electronic mode to those shareholders of the Company who have registered their email address either with the Company or with the Depository.

In furtherance of the above initiatives, the Company hereby requests you to support and co-operate in this green initiative by registering your email-ids on or before 10/09/2014 to enable us to send all these communications/documents to your email ids.

In case you are holding the shares in electronic form, kindly provide your valid email id to your Depository Participant (DP)

In case you are holding the shares in physical form, kindly register your email id by filling up the enclosed Email registration giving your email id and send to M/s. Cameo Corporate Services Limited, Unit : M/s. NB Footwear Limited, 'Subramanian Building', No.1, Club House Road, Chennai 600 002.

Please note that all these communications/documents shall be available on the Company's website www.nbfootwear.info and when the same is required to be sent/intimated to the shareholders and shall also be kept open for inspection at the Registered Office of the company during the office hours on any working day.

Looking forward to your support in this responsible initiative of paperless communication and help save our environment.

For NB FOOTWEAR LIMITED
(KANNAN A YADAV)
MANAGING DIRECTOR & CEO

Email Registration Form

To

M/s. Cameo Corporate Services Limited,
Unit : NB Footwear Limited,
'Subramanian Building',
No.1, Club House Road,
CHENNAI 600 002

Dear Sir/Madam,

Sub : Green Initiatives in Corporate Governance – Email updation

I agree to receive all communications from the company in electronic mode. Please register my email id in your records for sending communications through email.

Name of the Registered Shareholder

Name of the Second/Joint Registered Shareholder :

Folio No. :

DP ID :

Client ID :

PAN :

Registered Address :

Email ID :

Signature of the First holder

Date :

Important Notes

1. On registration, all the communications will be sent to the email ID registered in the folio/DP ID & Client ID.
2. Shareholders are requested to keep Company informed as and when there is any change in the email address. Unless the email id given above is changed by you by sending communication in writing, the Company will continue to send the notices/documents to you on the above mentioned email ID.