

Bimetal Bearings Limited

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PB No.3772, No.18, RACE COURSE ROAD, COIMBATORE –18
CIN: L29130TN1961PLC004466

Manufacturers of

BIMITE

Thinwall Bearings, Bushings and Thrust Washers

Ref: Sec/1602

23rd August 2024

M/s.BSE Limited, “P.J.Towers”,
Dalal Street, Mumbai – 400 001.

/ **Electronic Filing** /

Sirs,

Dispatch of Postal Ballot notice seeking approval of the share-holders in connection with the appointment of Independent Directors and re-appointment of Whole-time Director.

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In connection with the resolutions passed by the Board of Directors at its meetings held on **19th July 2024** and **12th August 2024** in connection with the appointment of Dr.J.Gowrishankar and Mr.Vikram Vijayaraghavan as Independent Directors of the Company with effect from **23rd July 2024** and the re-appointment of Mr.S.Narayanan as the Whole-time Directors with effect from 1st November 2024 (including approval of the revised emoluments upon his re-appointment), it has been decided to obtain the approval of the shareholders by passing the necessary special resolutions in this regard.

Further in this connection, the Company had dispatched the Postal Ballot Notice on **23rd August 2024** to the members whose names appeared in the Register of Members as on **16th August 2024** (i.e. **cut-off date**) and have submitted their e-mail addresses to the Company / its RTA (M/s.GNSA Infotech Pvt. Ltd., Chennai).

The e-voting period commences on **24th August 2024 (Saturday) at 9.00 a.m.** and ends on **Sunday, the 22nd September 2024 at 5.00 p.m.** In this connection, the Board of Directors had appointed Mr.V.R.Sankaranarayanan, Partner, M/s.KSR & Co Company Secretaries LLP as the Scrutinizer for the overall voting process. Further a copy of the Postal Ballot notice is attached for your records and reference.

Thanking You.

For **Bimetal Bearings Limited**



K.Vidhya Shankar

Company Secretary / Compliance Officer

Pl. Note: In our earlier communication Dt.19th July 2024, the date of appointment of **Dr.N.Gowrishankar** as an Independent Director of the Company was mentioned as the date of taking approval of the shareholders in this regard. Thereafter after taking the required clarifications from the various professional circles, it had been decided that the date of the appointment of Dr.N.Gowrishankar as **23rd July 2024**. Being submitted for your information and records.



Bimetal Bearings Limited

(CIN: L29130TN1961PLC004466)

Registered Office: "Huzur Gardens", Sembiam, Chennai 600 011

E-mail: vidhyashankar@bimite.co.in / Website: www.bimite.co.in

Tel: (0422) 2221159 / 97902 46890

Notice of Postal Ballot / E-voting

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Bimetal Bearings Limited ("the Company") hereby seeks your approval for the special business as considered in the Resolutions appended below through Postal Ballot by way of voting through electronic means ("Remote e-voting"). A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolutions appended below setting out the material facts and reasons thereof, are appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.bimite.co.in.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depositories and the communication of assent / dissent of the Members on the Resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / RTA / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and Shareholders are requested to communicate their assent or dissent through remote e-voting system only. Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 12th August 2024, had appointed Mr.V.R.Shankaranarayanan, Partner, (FCS: 11684), M/s.KSR & Co Company Secretaries LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Company through their website at www.evoting.nsdl.com. Please refer to the instructions for e-voting given hereinafter the proposed Resolution, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time ["IST"]) on Saturday, 24th August 2024, and ends at 5.00 PM (IST) on Sunday, 22nd September 2024. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Sunday, 22nd September 2024.

The Scrutinizer shall submit his report to the Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of

the Company at www.bimite.co.in., National Securities Depository Limited ("NSDL") and the same will be communicated to BSE Limited (BSE) where the equity shares of the Company are listed.

In the event, the Resolutions as set out hereunder are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as special resolutions at the General Meeting of the Company and they shall be deemed to have been passed on Sunday, 22nd September 2024, being the last date specified by the Company for remote e-voting.

The Resolutions as stated herein below are proposed to be passed by Postal Ballot / remote e-voting:

Special Business:

To consider and if thought fit, to pass with or without modification, all the following resolutions as a Special Resolution:

Item No.01: To accord approval for the appointment of Dr.N.Gowrishankar (DIN: 00124441) as an Independent Director of the Company for a period of 3 (Three) years with effect from 23rd July 2024.

"Resolved that Dr.Gowrishankar (DIN: 00124441), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, with effect from 23rd July 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

"Resolved further that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and Regulation 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Dr.N.Gowrishankar, (DIN: 00124441) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from 23rd July 2024, be and is hereby approved".

To consider and if thought fit, to pass with or without modification, all the following resolutions as a Special Resolution:

Item No.02: To accord approval for the appointment of Mr.Vikram Vijayaraghavan (DIN: 01944894) as an Independent Director of the Company for a period of 3 (Three) years with effect from 23rd July 2024.

"Resolved that Mr.Vikram Vijayaraghavan (DIN: 01944894), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, with effect from 23rd July 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

"Resolved further that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and Regulation 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Mr.Vikram Vijayaraghavan, (DIN: 01944894), who has

submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from 23rd July 2024, be and is hereby approved".

To consider and if thought fit, to pass with or without modification, all the following resolutions as a Special Resolution:

Item No.03: To accord approval for the re-appointment of Mr.S.Narayanan (DIN:03564659) as the Whole-time Director of the Company for a period of 3 (Three) years with effect from 1st November 2024.

"Resolved that pursuant to Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 (the Act) and other applicable provisions of the Act and the Rules made thereunder including modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any, consent of the shareholders be and is hereby accorded to the re-appointment of Mr.S.Narayanan (DIN 03564659) as Whole-time Director of the Company for a further period of 3 (Three) years from 1st November 2024 and payment of remuneration and perquisites as set out in the draft agreement approved at the meeting of the Board of Directors of the Company held on 12th August 2024 or such other remuneration as the Board of Directors may revise / vary from time to time duly recommended in that respect by the Nomination and Remuneration Committee within the overall remuneration approved by the shareholders as detailed in the statement of material facts provided under Section 102 of the Act".

"Further Resolved that in the event of inadequacy of profits or loss during the tenure of his re-appointment, the remuneration payable shall be the same as detailed in the statement of material facts provided under Section 102 of the Act but not exceeding the limits in terms of the proviso to Section II, Part II of Schedule V to the Act".

By Order of the Board
For Bimetal Bearings Limited

Chennai
12th August 2024

K.Vidhya Shankar
Company Secretary

Notes:

1. Members may note that this Postal Ballot Notice has been placed on the Company's website www.bimite.co.in, on the website of BSE Limited where the shares of the Company are listed and also on the website of National Securities Depository Limited at www.evoting.nsdl.com.
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 16th August 2024 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the MCA Circulars.
3. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Ltd., by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at vidhyashankar@bimite.co.in or to the Registrar and Share Transfer Agent at sta@gnsaindia.com.
 - ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email addresses, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech Private Limited, having its office at "Nelson Chambers", "F-Block", STA Department, No.115, Nelson Manickam Road, Aminthakarai, Chennai 600 029 (Tel: +91 044 - 4296 2025), by following the due procedure.
 - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech Private Limited to enable serving of notices / documents / annual reports electronically to their e-mail addresses.
4. Any query/grievance may please be addressed to Mr.K.Vidhya Shankar, Company Secretary with respect to this Postal Ballot at Email ID: vidhyashankar@bimite.co.in or may contact Ms.Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the email id: evoting@nsdl.com or call NSDL at +91 22 4886 7000.
5. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Sunday, 22nd September 2024.
6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his / her vote by proxy on Postal Ballot.

Instructions for Voting Through Electronic Means:

- i. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

- ii. The remote e-voting period begins from 9.00 AM (IST) on Saturday, 24th August 2024 and ends at 5.00 PM (IST) on 22nd September 2024. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 16th August 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on 22nd September 2024.





**The instructions for Shareholders to vote electronically using NSDL e-Voting system is given hereunder:
How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at eservices.nsd.com. Select "Register Online for IDeAS Portal" or log on to eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.com / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing his / her Demat Account Number and Permanent Account Number from an e-Voting link available on the home page of www.cdslindia.com. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members (holding shares in demat mode) - Login thro' their depository participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for the e-Voting facility. Upon logging in, you will be able to see e-Voting option: Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at eservices.nsdl.com / with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For members who hold shares in the demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300***** and Client ID is 12***** then your user ID is IN300*** 12*****
b. For members who hold shares in the demat Account with CDSL	16 Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c. For members who hold share in the Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote(s).
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail-box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email is not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period which is 129813 for all the resolutions which have been listed in the postal ballot notice.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote(s) by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vidhyashankar@bimite.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those Shareholders whose e-mail IDs are not registered with the Depositories / Company for procuring user ID and password and registration of e-mail ID for e-Voting on the resolution(s) as set out in this notice:

In light of the MCA Circulars, for remote e-Voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

- i. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vidhyashankar@bimite.co.in

- ii. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of Income-Tax PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vidhyashankar@bimite.co.in. If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e., Login method for e-Voting, for Individual Shareholders holding securities in demat mode.

Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.GNSA Infotech (P) Limited, by following the due procedure.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.01: To accord approval for the appointment of Dr.N.Gowrishankar (DIN: 00124441) as an Independent Director of the Company for a period of 3 (Three) years with effect from 23rd July 2024.

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge, recommended the appointment of Dr.N.Gowrishankar as an Additional and Independent Director of the Company. The Board of Directors at its meeting held on 19th July 2024 considered and recommended to the shareholders the appointment of Dr.N.Gowrishankar (DIN: 00124441) as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 23rd July 2024 not liable to retire by rotation. Dr.N.Gowrishankar is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as an Independent Director. Your Company has also received declaration from Dr.N.Gowrishankar confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority. Your Company has received notice under Section 160 of the Act from a Member proposing the candidature of Dr.N.Gowrishankar for the office of a Director of the Company and in the opinion of the Board, Dr.N.Gowrishankar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr.N.Gowrishankar is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Dr.N.Gowrishankar, pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Dr.N.Gowrishankar as an Independent Director requires approval of Members of the Company. Accordingly, the approval of the members by way of passing a special resolution is sought for the appointment of Dr.N.Gowrishankar as an Independent Director.

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

He holds B. Tech (Mettalurgy) from IIT, Mumbai and M.S & Ph.D from IIT, Chennai and served as Whole-time Director in M/s.IP Rings Limited (a listed entity). He was elected as a Fellow of the Indian National Academy of Engineering in the year 2006 and served as Chairman of National Institute of Quality & Reliability, Chennai and was a visiting faculty in leading Engineering Institutions.

The Nomination and Remuneration Committee and the Board of Directors of the Company are fully justified with the inclusion of Dr.N.Gowrishankar (who had crossed the age of 75 years) into the Board and some of the Committees as he carries invaluable ground-level working experience in the planning, designing and execution of various day-to-day

operations relating to the manufacturing and marketing of automobile components. Given the changing dynamics of the automobile component industry, his association would be very useful to the unending challenges and competition faced by the industry on daily basis.

Name of the Director : Dr. N. Gowrishankar
Date of Birth : 12th April 1944
Date of first Appointment : 23rd July 2024
Terms & conditions of Appointment : Appointment as an Independent Director for a period of 3 (Three) years commencing from 23rd July 2024.
Details of remuneration : He shall not draw remuneration from the Company except sitting fees, reimbursement of expenses and profit based commission.
Qualifications & Expertise : As given above

Directorships in other Companies : Nil

Details of Committee memberships in other Companies : Nil

Names of listed entities from which a person has resigned in the past three years : Nil

No of the meetings of the Board of Directors attended during the financial year since his date of appointment : One (12th August 2024)

Shareholding in the Company : Nil

Relationship between Directors : Not related to any Director(s) / KMPs.

Item No.02: To accord approval for the appointment of Mr.Vikram Vijayaraghavan (DIN: 01944894) as an Independent Director of the Company for a period of 3 (Three) years with effect from 23rd July 2024.

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge, recommended the appointment of Mr.Vikram Vijayaraghavan as an Additional and Independent Director of the Company. The Board of Directors at its meeting held on 19th July 2024 considered and recommended to the shareholders the appointment of Mr.Vikram Vijayaraghavan (DIN: 01944894) as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 23rd July 2024 not liable to retire by rotation: Mr.Vikram Vijayaraghavan is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as an Independent Director. Your Company has also received declaration from Mr.Vikram Vijayaraghavan confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority. Your Company has received notice under Section 160 of the Act from a Member proposing the candidature of Mr.Vikram Vijayaraghavan for the office of a Director of the Company and in the opinion of the Board, Mr.Vikram Vijayaraghavan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr.Vikram Vijayaraghavan is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Mr.Vikram Vijayaraghavan, pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Notice. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr.Vikram Vijayaraghavan as an Independent Director requires approval of Members of the Company. Accordingly, the approval of the Members by way of passing a special resolution is sought for the appointment of Mr.Vikram Vijayaraghavan as an Independent Director.

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

He holds a Bachelors' Degree in Computer Science & Engineering from the University of Madras, M.S. Degree in Accounting from University of Illinois-Urbana Champaign, IL, USA, Bachelors' Degree in Law from the Madras Law College, TNDALU, Chennai, M.S Degree in Electrical Engineering from Stanford University, Palo Alto, CA, USA and M.S Degree in Computer Science (Distinction in Research), Stanford University, USA

He is an Advocate and Partner, specializing in corporate and taxation litigation and consultation at one of the leading tax firms in South India, M/s Subbaraya Aiyar, Padmanabhan & Ramamani (SAPR) Advocates, Chennai.

He is also a qualified Computer Scientist and Software Entrepreneur and was the Founder of Efficient Frontier Technology India (Chennai), a subsidiary of Efficient Frontier Inc., USA acquired in 2011 by Adobe Systems and is the CEO of VulcanTech, LP, USA, a boutique, high-tech software consulting company.

He is Co-Chair, Direct Tax Committee, Madras Chamber of Commerce & Industry (MCCI) and Former Convener, Finance, Banking, Insurance & Taxation Panel, FICCI, Tamil Nadu

The Nomination and Remuneration Committee and the Board of Directors of the Company are fully justified at the professional qualification and the working experience Mr. Vikram Vijayaraghavan carried with him and will be very useful in shaping future goals for the company and also in guiding the Board's functioning in the current economic scenario which is quite challenging with the entry of foreign players in almost in all the segments connected with the auto component industry.

Name of the Director	: Mr. Vikram Vijayaraghavan
Date of Birth	: 7 th April 1979
Date of first Appointment	: 23 rd July 2024
Terms & conditions of Appointment	: Appointment as an Independent Director for a period of 3 (Three) years commencing from 23 rd July 2024.
Details of remuneration	: He shall not draw remuneration from the Company except sitting fees, reimbursement of expenses and profit based commission.
Qualifications & Expertise	: As given above.
Directorships in other Companies	: IP Rings Limited, (<i>Independent Director</i>) Redington (India) Investments Limited, (<i>Independent Director</i>) Enthought Scientific Software Solutions Private Limited Vulcantech Software India Private Limited Efficient Frontier Technology India Private Limited Murugappa Holdings Limited, (<i>Independent Director</i>) Amalgamations Repco Limited, (<i>Independent Director</i>) Currents Technology Retail (India) Limited, (<i>Independent Director</i>)
Details of Committee memberships in other Companies.	: IP Rings Limited Audit Committee, Chairman Nomination and Remuneration Committee, Member Stakeholder Relationship Committee, Chairman Amalgamation Repco Limited Audit Committee, Chairman Nomination and Remuneration Committee, Chairman

Names of listed entities from which a person has resigned in the past three years : Nil

No of the meetings of the Board of Directors attended during the financial year since his date of appointment : One (12th August 2024)

Shareholding in the Company : Nil

Relationship between Directors : Not related. to any Director(s) / KMPs.

For Item No.03 : At the Board Meeting held on 12th August 2024, Mr.S.Narayanan was re-appointed as a Whole-time Director for a further period of 3 (Three) years from 1st November 2024 pursuant to Sections 196, 197 and 203 and other applicable provisions of the Act read with Schedule V to the Act. The terms and conditions relating to the re-appointment of Mr.S.Narayanan as a Whole-time Director are listed below.

Salary : Rs.3,50,000/- (Rupees Three Lakhs and Fifty Thousands Only) per month.

Special Allowance : Rs.1,85,000/- (Rupees One Lakh and Eighty Five Thousands Only) per month.

Performance Bonus : Not exceeding Rs.25,00,000/- (Rupees Twenty Five Lakhs Only) per financial year as may be recommended by the Nomination and Remuneration Committee and decided by the Board of Directors.

Perquisites : To be allowed in addition to Salary and Performance Bonus as listed below:

- a) **House Rent Allowance :** Rs.2,00,000/- (Rupees Two Lakhs Only) per month.
- b) **Reimbursement :** Reimbursement of expenses incurred on gas, electricity, water and furnishings not exceeding one month's salary per annum.
- c) **Medical Reimbursement :** Expenses incurred by the Whole-time Director and his family not exceeding one month's salary per annum.
- d) **Leave Travel Concession :** For the Whole-time Director and his family not exceeding one month's salary per annum.
- e) **Club Fees :** Fees for One Club which will not include Admission and Life Membership Fees.
- f) **Personal Accident Insurance :** Premium for cover as per the rules of the Company.
- g) Contribution to Superannuation Fund at 15% of Basic Salary will be allowed
- h) Leave eligibility as per rule of the Company shall be allowed.

The Whole-time Director shall be entitled to all expenses including reimbursement of travelling and entertainment expenses incurred in the course of the Company's business, which shall not be treated as a perquisite. All the above perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, the perquisites shall be evaluated at actuals. Apart from the remuneration aforesaid, the Whole-time Director shall be eligible for provision of car with driver and communication facilities and these will not be considered as perquisites. He is not entitled to sitting fees. He is liable to retire by rotation.

Any variation of the above perquisites or any other perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time is permissible.

Minimum Remuneration : In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the Minimum Remuneration payable to the Whole-time Director shall be the same as detailed above.

Termination : The contract can be terminated by either party by giving three calendar months' notice. The agreement which has been approved by the Board of Directors at their meeting held on 12th August 2024 detailing therein the terms and conditions detailed above along with the responsibilities and duties to be discharged by the Whole-time Director in that capacity has been entered into with him.

The remuneration payable to Mr.S.Narayanan from 1st November 2024 has been recommended by the Nomination and Remuneration Committee taking into consideration the present needs and his contribution to the Company has been approved at the Board Meeting held on 12th August 2024. The terms of re-appointment of Mr.S.Narayanan as Whole-time Director of the Company and the related remuneration payable to him needs approval of the members by means of passing a special resolution at a General Meeting of the Company. Hence, the special resolution under Item No.3 is proposed for consideration of the members.

Mr.S.Narayanan aged 64 years has been associated with the Company for the past 38 years and the relevant information as required under Section II of Part II of Schedule V to the Companies Act, 2013 are furnished hereunder:

The relevant information required to be furnished under Section II of Part II of Schedule-V to the Act are furnished hereunder:

I. General Information

1. Nature of Industry : AutoAncillary
2. Date or expected date of commencement of commercial production : The Company was established in the year 1961 and commercial production was commenced more than 5 decades ago.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NotApplicable
4. Financial Performance based on given indicators : (Rs. Lakhs)

Particulars	31st March 2024	31st March 2023
Revenue from Operations	23,366.91	22,930.80
Other Income	709.88	456.75
Total	24,076.79	23,387.55
Profit before Tax	1,090.71	1,301.70
Profit after Tax	844.27	967.36
Dividend Amount Paid	478.13	306.00
Percentage	125%	80%
Earnings per share (Rs.)	22.07	25.29
Share Capital	382.50	382.50
Reserves (other Equity)	21,042.46	19,741.28
Net Worth	21,424.96	20,123.78
Debt-Equity Ratio	0.03	0.03

The Company has declared dividends since inception without a break.

5. Foreign Investments / Collaborations if any

Foreign Investments : Nil
Technical Collaborators : M/s.Daido Metal Company, Japan

II. Information about the recipient of remuneration:

1. **Back-ground details:** Mr.S.Narayanan, a B.Tech (Hons) also holds a Masters Degree in Business Administration from Case Western Reserve University, USA. He joined the Company on 1st December 1986 and had extensive training in Imperial Clevite Corporation, USA. He has a rich experience in manufacture of auto components and has contributed significantly to the operations of the Company.

2. **Past remuneration:** Details of remuneration paid for the year ended 31st March 2024 :

Fixed Component

Salary Rs. 77.78 lakhs

Contribution to Provident & other funds /
other benefits Rs. 7.03 lakhs

Variable Components

Performance based premium Rs. 8.00 lakhs

Total Rs. 92.81 lakhs

(Company had not introduced any stock option scheme)

3. **Recognition or Awards:** During his tenure as the Whole-time Director, the Company was awarded for managerial excellence by the Madras Management Association, Chennai for the financial year 2023-2024.

4. **Job profile and their suitability:** His responsibility will include overall co-ordination and control of the operations of the Company including projects. Further he has been associated with the Company since 1st December 1986 and is conversant with all the intricacies of manufacture and sale of the products of the Company

5. **Remuneration Proposed:** As mentioned in the notice and which has been recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their meetings held on 12th August 2024.

6. Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be with reference to the country of their origin): The remuneration currently paid is comparable in the industry and commensurate with the responsibilities handled by non-executive Directors in a listed entity.

7. Pecuniary Relationship : Nil

III. Other Information:

1. **Reason for Loss or inadequacy :** The resolution is primarily to facilitate the payment of remuneration to the Whole-time Director due to inadequacy of profits during his tenure due to economic slow-down and increase in input cost coupled with market competition.

2. **Steps taken or proposed to be taken for improvement :** As mentioned, it is only an enabling resolution

3. **Expected increase in productivity / profit in measurable terms :** Barring unforeseen circumstances, a growth of around 10% in profit before tax is anticipated.

IV. Disclosures : Are furnished in the Corporate Governance report in the Annual report.

Mr.S.Narayanan, Whole-time Director holds 400 equity shares of Rs.10/- each in the Company. He is a member of the Risk Management Committee and Corporate Social Responsibility Committee in the Company. Further the details of his other Directorships / Committee memberships as on the date of the notice are given below:

Directorships : M/s.BBL Daido Private Limited
M/s.Ootacamund Club (Section 8 Company)

Committee Membership(s) : Nil

During the year ended 31st March 2024, 5 (Five) meetings of the Board of Directors were held and he attended all the meetings. Further during the financial year ended 31st March 2024, his remuneration was Rs.92.81 Lakhs.

Memorandum of Interest:

Mr.S.Narayanan, Whole-time Director holding 400 shares is interested in the resolution to the extent of his share-holding and also in the payment of the remuneration payable to him. No other Director / Key Managerial Personnel and their relatives is concerned or interested in the resolutions. The Directors recommend the resolutions for consideration and approval of the members.

This statement may also be regarded as the necessary disclosure under Clause 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of his re-appointment as Whole-time Director (Item No.03) detailed above. Mr.S.Narayanan, Whole-time Director has furnished the requisite declaration under Section 164(2) of the Companies Act, 2013 and other applicable provisions of the Act including the rules framed thereunder.

