

Bimetal Bearings Limited

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

Manufacturers of



Thinwall Bearings, Bushings and Thrust Washers

Ref: CSD/AGM/164

6th August 2020

M/s.BSE Limited
(Bombay Stock Exchange)
PhirozeJeejeebhoy Towers,
Dalal Street, **Mumbai - 400 001.**

/ **Electronic Filing** /

Sir,

Intimation and notice of the 59th Annual General Meeting (AGM)

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we hereby inform that the 59th Annual General Meeting (AGM) of the company will be held on **Monday the 31st August 2020 at 11.00 a.m.** thro' the **Video Conference / Other Audio Visual Means (VC/OAVM) mode.**

In this connection, we are forwarding / submitting the notice (incl. the notes thereof, instructions of e-voting etc.) of the 59th Annual General Meeting for your records.

Further we confirm that the copy of the same (together with the entire contents of the Annual Report- 2020) is available on the website of the company i.e. **www.bimite.co.in.**

Thanking You.

Yours faithfully,
For **Bimetal Bearings Limited**

A handwritten signature in black ink, appearing to read "K. Vidhya Shankar".

K.Vidhya Shankar
Company Secretary & Compliance Officer

Bimetal Bearings Limited

(CIN: L29130TN1961PLC004466)

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

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

Tel: (0422) 2221159 / 97902 46890

NOTICE TO THE SHARE-HOLDERS OF THE 59TH ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General meeting of the members of Bimetal Bearings Limited will be held on Monday the 31st August 2020 at 11.00 a.m. Indian Standard Time ("IST"). The Annual General Meeting shall be held by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on account of outbreak of Covid-19 (coronavirus) pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

Ordinary Business:

- 01) To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2020 together with the Reports of the Directors and the Independent Auditors and to pass the following resolution as an ordinary resolution:

"Resolved that the audited financial statements (including consolidated financial statements) including Statement of Profit and Loss for the year ended on 31st March 2020, the Balance Sheet as on that date, the annexures thereto, the Cash Flow Statement for the year ended on 31st March 2020, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted".

- 02) To declare a dividend and to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"Resolved that a Dividend of Rs.7/- per share out of the current year's profit and retained earnings of the Company for the year ended 31st March 2020 amounting to Rs.2,67,75,000/- be declared and paid".

- 03) To appoint a director in place of Mr.N.P.Mani, Director (DIN 00675741) who retires by rotation and being eligible offers himself for re-appointment and to pass the following resolution as a special resolution:

"Resolved that Mr.N.P.Mani, Director (DIN 00675741), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company".

Special Business:

- 04) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that pursuant to Section 148 of the Companies Act, 2013, the remuneration fixed at Rs.1,10,000/- (Rupees One Lakh and Ten Thousands Only) exclusive of taxes, out of pocket and travel expenses etc., to M/s.C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) who have been appointed as Cost Auditors by the Board of Directors for the financial year 2020-21 as recommended by the Audit Committee be and is hereby ratified."

Coimbatore
June 29, 2020

By Order of the Board
K.Vidhya Shankar
Company Secretary
(Membership No. ACS 9105)

Statement of Material Facts (Explanatory statement) pursuant to Section 102 of the Companies Act, 2013:

For Item No. 3:

As per the provisions of the Notification No. SEBI/LAD-NRO/GN/ 2018/10 issued by the Securities and Exchanges Board of India (SEBI) on 9th May 2018, it is mandatory to get the approval of the share-holders (by means of special resolutions passed at a general meeting) to re-appoint a non-executive director to the Board who have attained the age of 75 years as on 1st April 2019. Mr.N.P.Mani (aged 82 years) is a Non-Executive Director who gets attracted by the provisions of the said notification issued by SEBI. Mr.N.P.Mani has been associated with the Company since April 1987 at a senior level and subsequently held the post of Whole-time Director for a period of 6 years from November 2006 and is currently serving the Board as a Non-Executive Director. The Board is confident that his continued contribution at the Board level would benefit the Company.

Memorandum of Interest:

Mr.N.P.Mani (holding Nil shares in the Company) is interested in the resolutions to the extent of his share-holding and the remuneration payable to them. No other Director / Key Managerial Personnel and their relatives is concerned or interested in the resolution. He is a member in the following committees in the Company viz. Stake-holders Relationship cum Investors' Grievance Committee and Risk Management Committee. The Directors recommend the resolution for consideration and approval of the members. The details [pursuant to Clause 36(3) of SEBI (LODR) Regulations, 2015] in connection with the re-appointment of Mr.N.P.Mani, Director are furnished hereunder:

Name & Date of Birth	:	Mr.N.P.Mani - 22nd August 1937
Date of appointment	:	1st November 2006
Qualifications	:	DMET (Ministry of Transport)
Expertise in specific Functional areas	:	Technical knowledge in the operations of the Company

Details of other Directorships

T.Stanes & Company Limited	Shardlow India Limited
BBL Daido (P) Limited	Stanes Motors (South India) Limited

Details of other Committee memberships

Member in Audit Committee and Corporate Social Responsibility Committee in M/s.T.Stanes & Company Limited
Member in Audit Committee and Nomination & Remuneration Committee in M/s.Shardlow India Limited

Relationship between directors inter-se : Nil

For item No. 4:

The company pursuant to the provisions of Section 148 of the companies Act, 2013 read with the Companies (Audit and Auditors), Rules 2014 had appointed M/s. C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) for the financial year 2020-21 towards carrying out the cost audit of the products manufactured by the company. As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditors should be ratified by the members. The necessary resolution is placed before the members for their consideration and approval. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the director proposed to be re-appointed has been set out in the Explanatory Statement to this Notice.
2. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to vidhyashankar@bimite.co.in / csdept@bimite.co.in mentioning their Name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail. The notice and the Annual Report are also available at the following link-<https://www.bimite.co.in/annualreport2020> (Company's website) and also at www.bseindia.com (official website of M/s.BSE Limited).

3. The register of members and Share Transfer Books of the Company under the physical mode will remain closed from 28th August 2020 to 31st August 2020 (both days inclusive). In the case of dematerialised shares, the Dividend that may be declared at the 59th AGM will be paid to the members whose names appear in the Beneficiary Position list submitted by NSDL and CDSL as on 28th August 2020. In the case of other holders, the dividend amount will be paid to those whose names appear in the Register of Members as on the date of the 59th AGM.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR No., 11 digit IFSC code No., and core banking account No.,) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of the Company's R&T agent are:

M/s.GNSA Infotech (P) Ltd.,
"Nelson Chambers", "F"- Block, STA Dept.,
4th Floor, No.115, Nelson Manickam Road,
Aminthakarai, Chennai - 600 029
Tel: (044 – 42962025 / 42962026)
E-mail: krishnakumar@gnsaindia.com

7. As per Sections 124 and 125 of the Companies Act, 2013, the unpaid or unclaimed dividend amounts lying in unpaid dividend accounts for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying equity shares of such unpaid or unclaimed dividend amounts, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The unclaimed dividend in respect of the financial year 2012-13 is in the process of being transferred to the IEPF in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013. The members, whose unclaimed dividends/shares have been already transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web-Form No. IEPF-5 available on www.iepf.gov.in. For further details on this subject, the share-holders are requested to get in touch with the Company Secretary by providing the details available in their custody.
8. As per Rule 5 of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125(2) of the Act, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website at the link <https://www.bimite.co.in/unpaid-dividend-details> and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA, before the unclaimed dividends are transferred to the IEPF. The Company's RTA in this regard has also intimated by sending a communication to all the Members whose dividends have remained un-encashed, with a request to send the requisite documents to them for claiming un-encashed dividends.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned above. The prescribed form in this regard may also be obtained from the RTA. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
10. Members desiring any information relating to the annual accounts of the Company for the year ended 31st March 2020 are requested to send an email to the Company to vidhyashankar@bimite.co.in / csdept@bimite.co.in at least ten (10) days before the meeting.

11. In accordance with the General Circular No.20/2020 Dt.5th May 2020, read with the circulars Dt.8th April 2020 and 13th April 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular Dt.12th May 2020 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing / other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company / RTA / Depository Participants. For Members who have not registered their email addresses, kindly register the same by sending an e-mail to vidhyashankar@bimite.co.in / csdept@bimite.co.in as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by e-mail, in view of the impact of Covid-19 pandemic and instructions available in the Applicable Circulars.
12. Members who have not updated their latest email addresses in the records of the Company / their Depository Participants are requested to update the same at the earliest i.e. by 24th August 2020. The notice and documents will be sent by e-mail only to those Members who register their e-mail addresses on or prior to this date.
13. The Company is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM) and live webcast of the proceedings of the AGM on 31st August 2020 from 11.00 a.m. (IST) onwards at the web link-<https://www.evoting.nsdl.com>.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to madhu@ksrandco.in with a copy marked to evoting@nsdl.co.in.

Instructions for attending AGM through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)

16. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN No.113263 of the Company. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned at point no.28 in the Notes. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
17. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled time i.e. 11.00 a.m. (IST) on 31st August 2020 (Monday) and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled starting time of the AGM. Facility for joining the AGM through the VC / OAVM shall be available for members on first-come-first-served basis.
18. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL, e-mail: amitv@nsdl.co.in, Tel: 022-24994360 / Ms. Pallavi Mhatre, Manager, NSDL, e-mail: pallavid@nsdl.co.in, Tel: 022-24994545.
19. Members are encouraged to join the AGM through personal computers / laptops for better user experience. Also, Members will be required to have stable internet / broadband connection to avoid any disturbance during the meeting. Please note that members joining the AGM through mobile devices, tablets or through personal computers / laptops connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.

Instructions for Remote Electronic Voting (Remote e-voting)

20. In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (from time to time) and the Secretarial Standard No. 2 on General Meetings, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means and business may be transacted through such voting. The Company has engaged the services of the NSDL to provide the e-voting facility.

21. The remote e-voting period commences on Friday, 28th August 2020 (9:00 a.m. IST) and ends on Sunday, 30th August 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical or in dematerialized form, as on 24th August 2020 (“the cut-off date”), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
22. The facility for voting, through electronic voting system shall also be made available at the meeting for Members who have not already cast their vote prior to the meeting by remote e-voting. The Members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Further, votes once cast either by way of remote e-voting or at the AGM cannot be changed.
23. The voting rights of Members shall be in proportion to the amount paid-up on the total number of shares held by the respective member with the total share capital issued by the Company as on the cut-off date. Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information only. Only a person who is a member i.e. whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
24. Dr C.V.Madhusudhanan, Partner, KSR & Co. Company Secretaries LLP has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
26. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the instructions available in the Applicable Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this notice.
28. The instructions for shareholders for remote e-voting are as under:
 - a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
 - b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders / Members” section.
 - c) A new screen will open. You will have to enter your User ID, your Password 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 <https://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 cast your vote electronically

d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
1. For members who hold shares in demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DPID is IN300***** and Client ID is 12***** then your user ID is IN300*** 12*****
2. For members who hold shares in demat Account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
3. For members holding shares in Physical form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is BL **** then user ID is 123456BL ****

e) Your password details are given below:

1. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
2. If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
3. **To retrieve your initial password :** If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .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'.
4. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - 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
 - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- f) After entering your password, click on agree to "Terms and Conditions" by selecting the check box. Thereafter click on the "Login" button.
- g) After successful login, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- h) After clicking on Active Voting Cycles, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.
- i) Select "EVEN" of the Company, which is 113263. Now you are ready for e-voting as the voting page opens.
- j) Cast your vote 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.
- k) Upon confirmation, the message "vote cast successfully" will be displayed.
- l) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- m) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

29. 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.
30. In case of any queries / grievances, 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 toll free no.: 1800-222-990 or send a request to Ms.Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545.

You may also send an e-mail to the Company at vidhyashankar@bimite.co.in / csdept@bimite.co.in

31. The results of the voting will be announced within forty-eight (48) hours after the conclusion of the meeting and will be communicated to M/s.BSE Limited, Mumbai. Further the voting results will be also displayed in the Company's website www.bimite.co.in immediately.