

BENARA

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Genuine Engine Parts



BENARA BEARINGS & PISTONS LTD.

REGISTERED OFFICE :

A - 3/4, Site B, Industrial Area, Sikandra,

AGRA - 282007 (U.P.), INDIA

Telephone : +91-562-2970158

E-mail : info@benara-phb.com

Tollfree No. : 1800-120-3002

MARKETING OFFICE :

Level-12, Building 8C, DLF Cyber City,

DLF Phase-II, Gurgaon-122002 (Haryana), INDIA

Telephone : +91-124-4029226

Website : http://www.benara-phb.com

CIN No. : U50300UP1990PLC012518

September 07, 2019

To,

Bombay Stock Exchange Limited,
Dept. of Corporate Services,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Ref: BSE Scrip Code 541178

Dear Sir,

Sub: Notice of the 29th Annual General Meeting of the Company

Pursuant to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith a copy of the Notice of 29th annual General Meeting of the Company to be held on Friday, September 27, 2019 at 11.00 A. M at Conference Hall at A-3 & 4, Site B, Industrial Area, Sikandrabad, Agra-285007.

We request you to take the above on your records.

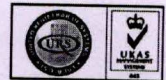
Thanking you,

Yours faithfully,

For Benara Bearings and Pistons Limited

Artee Sahu

Company Secretary & Compliance Officer



An ISO 9001:2015 Certified Organisation

● Engine Bearings & Bushes ● Pistons ● Piston Pins ● Piston Rings ● Air-cooled Blocks ● Cylinder Liners/Sleeves ● Cylinder Kits ● Connecting Rods
● Ball Bearings ● Spark Plugs ● Motorcycle/Inverter Batteries ● Timing Chains ● Cam Shafts ● Rocker Arms ● Engine Valves ● Valve Guides ● Valve Seals

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DLF Phase-II, Gurgaon - 222002 (Haryana), INDIA
Telephone : +91 124 4029226

Website : <http://www.benara-bpb.com>
CIN No. : U50300UP19204CO12518

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Benara Bearings & Pistons Limited will be held on Friday the 27th September, 2019 at Conference Hall at A-3 & -4, Site B, Industrial Area, Sikandrabad, Agra-285007 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including the Consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors ("the Board") and auditors thereon.
2. To consider declaration of Dividend on Equity shares for the Financial Year ended 31st March, 2019.

SPECIAL BUSINESS

3. **Appointment of Mrs. Nirmala Devi Jain & Akhil Kumar Jain as a Director.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Nirmala Devi Jain (DIN: 07140728), and Mr. Akhil Kumar Jain (DIN: 07573107) who were appointed by the Board of Directors as an Additional Director of the Company effective April 29, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who were eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and are hereby appointed a Directors of the Company."

4. To appoint M/s RS and Associates as a Secretarial Auditor of the Company.

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of M/s RS and ASSOCIATES Company Secretaries to be appointed as Secretarial Auditors of the Company for the Financial year 2018-2019 and Directors of the Company be and are hereby authorized to fix the remuneration with the consent of Audit Committee.

5. To appoint Ms. Nalini Pandey Chartered Accountants Membership No 420436 as Internal Auditor of the Company.

“RESOLVED THAT pursuant to the provision of Section 138 of the Companies Act 2013 rule 13 of the companies (Accounts) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of Ms. Nalini Pandey Chartered Accountants to be appointed as Internal Auditors of the Company for the Financial year 2018-2019.

6. 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 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Executive Chairman/Director by Shri Panna Lal Jain (DIN 00204869) who has attained the age of 70 (Seventy) years upto the expiry of his present term of office duly approved by the shareholders through an ordinary resolution.

“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.”

For and on behalf of the Board,

BENARA BEARINGS AND PISTONS LIMITED

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204869

PLACE : AGRA

DATE : 06/09/2019

NOTES:

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. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY OR ANY OTHER PERSON OR SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

- 1) Pursuant to section 91 of the Companies Act, 2013 and regulation 42 of SEBI (LODR) Regulations, 2015 the register of Members and Share Transfer Books of the Company will remain closed from Saturday 21st September, 2019 to Friday 27th September, 2019 (both days inclusive):
- 2) The Company has appointed M/s Bigshare online services Private limited, as its Registrar and Share Transfer Agents for rendering the entire range of services to the shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the registrars directly quoting Folio No. full name and name of the Company as Benara Bearings & pistons Limited
- 3) Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 4) Members are requested to bring their copies of the Annual Report to the Meeting.

- 5) Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
- 6) Electronic Copy of the Notice of the 29th Annual general Meeting along with attendance Slip and proxy form, being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company along with Attendance Slip and Proxy form is being sent in the permitted mode.
- 7) **Pursuant to provisions of section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and as per Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management & Administration) Rules, 2014), companies covered under Chapter XB and chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting facility to its shareholders.**

Company is covered under Chapter XB as it is SME Listed Company and Listed on SME platform of Bombay Stock Exchange Limited (BSE Limited). Therefore Company is not Providing e-voting facility to its Shareholders.

- 8) All documents referred to in the accompanying Notice shall be open for inspection at the Registered office of the Company during Normal Business hours 10:00 a.m. to 5:00 pm on any working days up to and including the date of the Annual General Meeting of the Company.

9) Route Map giving directions to the venue of the Meeting is annexed to the notice.

For and on behalf of the Board,

BENARA BEARINGS AND PISTONS LIMITED

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204869

PLACE : AGRA

DATE : 06/09/2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 3

Mrs. **Nirmala Devi Jain** (DIN: 07140728), and Mr. **Akhil Kumar Jain** (DIN: 07573107) who were appointed by the Board of Directors as an Additional Director of the Company effective **April 29, 2019** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who were eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and are hereby appointed a Directors of the Company.”

Mrs. **Nirmala Devi Jain** and Mr. **Akhil Kumar Jain** are eminent Professionals and bring rich and varied experience to the Board. The Board of Directors recommend the resolution set out in Item no. 4 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mrs. **Nirmala Devi Jain** and Mr. **Akhil Kumar Jain**, are in any way concerned or interested in this resolution.

ITEM NO 6

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

The Board therefore recommends the special resolutions for your approval. Except Shri Panna Lal Jain none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested.

**ROAD MAP -
BENARA BEARINGS & PISTONS LTD.**

Registered Off:-
A-3 & A-4, Site-B, Industrial Area,
Sikandra, AGRA - 282007 (U.P.) INDIA.

