

KSR/CBE/B 9/508/2019-20

Date: 30/05/2019

**Annual Secretarial Compliance Report of Bimetal Bearings Limited [CIN. L29130TN1961PLC004466] for the year ended 31st March, 2019
(Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019)**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Bimetal Bearings Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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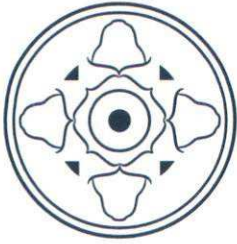
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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

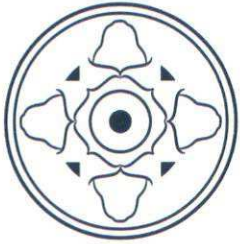
and circular / guidelines issued thereunder;

and based on the above examination, we, hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below

Sl. No	Compliance Requirement (Regulations / Circular / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 30 (6) of LODR The Listed company shall make disclosure of events with respect to events specified in sub-para 4 of Para A of Part A of Schedule III within thirty minutes of the conclusion of the board meeting	The company had delayed the disclosure to the stock exchange a. Audited financial results for the year ended 31/03/2018 approved in the board meeting held on 30/05/2018 b. Unaudited financial results for the quarter ended 30/06/2018	Disclosure to the stock exchange was made with a delay of 2 hours 42 minutes with a delay of 1 minute 47 seconds





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2	Regulation 39 (3) of LODR The listed entity shall submit information regarding loss of share certificates to the stock exchange within two days of it's getting the information	The Company had not intimated the stock exchange the loss of share certificate	In one case no intimation on loss of share certificate was given to stock exchange
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However, in the absence of any transaction relating to issue of securities including debt securities, share based employee benefits, buyback of securities and issue of Non-Convertible and Redeemable Preference Shares during the review period, the compliance of the relevant regulations mentioned above do not arise.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Date: May 30, 2019

For KSR & Co Company Secretaries LLP

Place: Coimbatore

V.R. Sankaranarayanan
V.R.Sankaranarayanan
Partner
(ACS: 19450; CP: 11367)