



861/862, ANNA SALAI, CHENNAI-600 002.

TELEPHONE: 2858 4918 FAX: 2851 4446 CIN : U65991TN1925PLC002345

Ref: CFO/DVR/031

04th October, 2016

The Bombay Stock exchange,
P.J.Towers
Dalal Street Fort,
Mumbai-400 001

Dear Sirs,

Sub: Disclosure under Regulation 10(7) of
SEBI (Substantial acquisition of shares and Takeovers) Regulations, 2011

We send herewith the disclosure under Regulation 10(7)- acquisition made in reliance upon exemption provided for in Regulation 10(1)(a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 duly completed and signed in respect of acquisition of 1,71,052 Equity shares of M/s. Bimetal Bearings Limited from M/s. India Pistons Limited.

Please find enclosed cheque of Rs.25000/-bearing no. 289870 dated 04th October, 2016 towards the fees for claiming exemption under Regulation 10(1)(a)(ii).

Thanking You,

Yours faithfully,
For SIMPSON & CO. LTD.,

S. Srinivasaraghavan
CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY

Encl:

Copy to:

- 1) Bimetal Bearings Limited
- 2) India Pistons Limited

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}
		SIMPSON & COMPANY LTD 861/862, ANNASALAI, CHENNAI-600 002 PH NO.044-28584918 secretarial@simpson.co.in
	b.	Whether sender is the acquirer (Y/N)
		Yes
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)
		NA
	d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer
		NA
2	Compliance Regulation 10 (7)	
	a.	Date of Report
		03.10.2016
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition
		Yes
	c.	Whether the report is accompanied with fees as required under Regulation 10(7)
		Yes. The application fee of Rs.25000/-is enclosed vide cheque no.289870 dated 04.10.2016
3.	Compliance of Regulation 10 (5)	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition
		Yes. Intimation was sent 4 working days prior to date of acquisition. Reg 10(5) copy attached.
	b.	Date of Report
		16.09.2016
4.	Compliance of Regulation 10 (6)	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.
		Yes
	b.	Date of Report
		23.09.2016
5.	Details of the Target Company	
	a.	Name & address of TC
		BIMETAL BEARINGS LIMITED NO.18,RACE COURSE ROAD, COIMBATORE-641018
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed
		BSE

6.	Details of the acquisition						
	a.	Date of acquisition	22.09.2016				
	b.	Acquisition price per share (in Rs.)	Rs. 380/-per share				
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	-				
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition		
			No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC	
		Name(s) of the acquirer Simpson & Company Limited	604063	15.79	775115	20.26	
		Person Acting in Concert: Mr .A.Krishnamoorthy	50	0.0013	50	0.0013	
		Mr. N.Venkatramani	150	0.0039	150	0.0039	
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition		
			No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC	
		Name(s) of the seller(s) (**) India Pistons Limited	1272348	33.26	1101296	28.79	
7.	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)						
	a.	Provide the names of the seller	India Pistons Limited				
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Member of the promoter group. India Pistons Limited is the wholly owned subsidiary of M/s. Simpson & Company Limited.				
	c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year - 1 22.09.2015	Year -2 22.09.2014	Year-3 22.09.2013		
			Acquirer	604063	604063	604063	
			Seller	1272348	1272348	1272348	

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)

	<p>d. Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.</p>	<p>Yes, we confirm that the acquirer & the seller have been named promoter group in its shareholding pattern filed by the company in terms of listing agreement.</p> <p>Copy of the shareholding pattern of Bimetal Bearings Limited attached as annexure-1</p>
	<p>e. If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.</p>	<p>Rs. 354/-</p>
	<p>f. If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.</p>	<p>Not Applicable as the shares not infrequently traded.</p>
	<p>g. Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable</p>	<p>Yes</p>
	<p>h. Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed</p>	<p>16.09.2016</p>
	<p>i. Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.</p>	<p>Yes Disclosures under SEBI (SAST) REGULATIONS, 2011: 1) Reg 10(5) -16.09.2016 2) Reg 10(6) -23.09.2016 3) Reg 29(2)-23.09.2016 Copies of the same attached as annexure 2</p>
	<p>j. Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.</p>	<p>Yes, the acquire hereby declare that conditions specified under Reg 10(a)(ii) with respect to exemptions have been duly complied.</p>




I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Date: 03/10/2016

Place: Chennai

For SIMPSON & CO. LTD.


Chief Financial Officer
& Company Secretary

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.