

BIMETAL BEARINGS LIMITED

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

CIN: L29130TN1961PLC004466

NOTICE TO THE SHAREHOLDERS OF THE FIFTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Sixth Annual General Meeting of the shareholders of the company will be held at New Woodlands Hotel, 72/75, Dr.Radhakrishnan Salai, Mylapore, Chennai - 600 004 on Friday, the 21st day of July 2017 at 10.15 a.m. to transact the following business:

Ordinary Business:

- (1) To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2017 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 the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on 31st March 2017, Statement of Changes in Equity for the period, Notes and the Cash Flow Statement for the year ended on 31st March 2017, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted".

- (2) 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.7.50 per share out of the current profits of the Company for the year ended 31st March 2017 amounting to Rs.2,86,87,500/- be declared and paid".

- (3) 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 an ordinary 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".

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

"Resolved that pursuant to the provisions of the Section 139 and other applicable provisions if any of the Companies Act, 2013 and the rules framed there under, M/s.Fraser & Ross, Chartered Accountants (Firm Regn. No.: 000829S) be and are hereby appointed as Auditors of the Company to hold the office for a period of 5 years from the conclusion of 56th Annual General Meeting until 61st Annual General Meeting and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them exclusive of service tax, out of pocket and travelling expenses, as may be mutually agreed between them".

Special Business:

- (5) 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.1,00,000/- (Rupees One Lakh 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 2017–2018 as recommended by the Audit Committee be and is hereby ratified."

- (6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"Resolved that in conformity with article 50(a) of the Articles of Association of the Company and pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and also pursuant to Regulation 17 and any other provisions of SEBI (LODR) Regulations, 2015, consent be and is hereby accorded for payment of commission to eligible non-executive Directors of the Company at 1% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 for each financial year commencing from 1st April 2017 to be apportioned between such Directors in such a manner as may be decided by the Board of Directors from time to time upon the recommendations of the Nomination and Remuneration Committee."

Chennai- 600011
16th June 2017

By order of the Board
K. Vidhya Shankar
Company Secretary

Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013.

For item No.05:

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 2017–2018 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.

For item No.06:

As per the provisions of Section 197 of the Companies Act, 2013, 1% of the net profits of the Company computed as per the provisions of Section 198 of the Companies Act, 2013 could be paid to Non-executive Directors for their valuable contribution. Accordingly a special resolution is placed before the members for their consideration and approval, as the previous approval obtained from the share-holders was valid only up to 31st March 2017.

Mr.N.Venkataramani, Mr. P.M.Venkatasubramanian, Mr. Krishna Srinivasan, Mr. R.Vijayaraghavan, Dr.Sandhya Shekhar and Mr.N.P.Mani, Directors are interested in the resolution to the extent of the commission that would become payable to them.

NOTES:

- 1. A member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member.** Members / Proxies are requested to bring the attendance slip and also their copy of the Annual Report to the meeting. Members are requested to quote their Registered Folio Number/ Client ID Number in all their correspondence. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument appointing a Proxy in order to be effective, should 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 being sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the company.
2. The register of members and Share Transfer Books of the Company under the physical mode will remain closed from 19th July 2017 to 21st July 2017. (Both days inclusive).
3. In the case of dematerialised shares, the Dividend that may be declared at this meeting will be paid to the members whose names appear in the Beneficiary Position list submitted by NSDL and CDSL as on 19th July 2017. 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 56th Annual General Meeting.
4. The Company has, pursuant to Section 205 of the Companies Act, 1956 and Section 124 of the Companies Act, 2013, transferred the amounts of unclaimed dividends declared up to the Financial Year 2008 – 2009 to the General Revenue Account of the Central Government / Investor Education and Protection Fund. Members who have not responded to our repeated communication and have not encashed the Dividend Warrants for the year ended 31st March 2010 and/or any subsequent dividend payments are requested to make their claim to the company.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the Share Transfer Agent cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. The company will not be responsible for any loss arising out of fraudulent encashment of dividend warrants and it is advisable to get the dividend amounts credited electronically directly to their bank account.
6. We request the shareholders to register their E-Mail IDs with the Company / Share Transfer Agents. This will enable the Company to service shareholders' requests / queries electronically apart from furnishing of Audited Accounts and any other relevant information / communication.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. A physical copy of the Annual Report 2017 is being sent to all the members whose names will be appearing in the register of members as on 16th June 2017. In the case of those shareholders who have become members subsequently are requested to contact the Company's Share Transfer Agents to get a copy of the Company's Annual Report. Further a soft copy of the Annual Report 2017 is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) / Share Transfer Agents. Members may note that the Notice of the 56th Annual General Meeting and the Annual Report for the year 2017 will also be available on the Company's Website, i.e. www.bimite.co.in/ Annual Report 2017.
10. All documents referred to in the accompanying Notice to the 56th Annual General Meeting and the statement of material facts shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the 56th Annual General Meeting.

**Particulars of Mr.N.P.Mani, Director who is seeking re-appointment at the ensuing Annual General Meeting
[Pursuance to Clause 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].**

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| Name | : | Mr. N.P. Mani |
| Date of Birth | : | 22 nd August 1937. |
| Date of Appointment | : | 1 st November 2006. |
| Qualifications | : | DMET (Ministry of Transport) |
| Expertise in specific functional areas | : | Technical knowledge in the operations of the Company including projects. |
| Directorships in other companies | : | T.Stanes & Company Limited Shardlow India Limited Addison & Company Limited Amalgamations Repco Limited BBL Daido Private Limited |
| Member of Committees of the Board of Companies of which he is a Director | : | T.Stanes & Company Limited Audit Committee - Member Corporate Social Responsibility Committee – Member Shardlow India Limited Audit Committee - Member Nomination & Remuneration Committee - Chairman. Addisson & Company Limited Audit Committee - Member Nomination & Remuneration Committee - Member. Corporate Social Responsibility Committee.- Member Amalgamations Repco Limited Audit Committee - Member Nomination & Remuneration Committee - Member. |
| No. of shares held in the company | : | Nil |