

September 26th, 2018

To,
BSE Limited,
Dept. of Corporate Services,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Company Code: 541178

Dear Sir,

Sub: Notice of the 28th Annual General Meeting of Benara Bearings and Pistons Ltd.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith a copy of the Notice of 28th Annual General Meeting of the Company to be held on Friday, September 28, 2018 at Conference Hall, A-3 &-4, Site B, Industrial Area, Sikandrabad, Agra-285007.

We request you to take note of the above on your record and oblige.

Thanking you,

Yours faithfully,

For Benara Bearings and Pistons Limited



Vivek Benara
Managing Director
DIN 00204647



An ISO 9001:2015 Certified Organisation

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Benara Bearings & Pistons Limited will be held on Friday the 28th September, 2018 at Conference Hall, A-3 &-4, Site B, Industrial Area, Sikandrabad, Agra-285007 at 10:30 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, 2018 and the reports of the Board of Directors (“the Board”) and auditors thereon.
2. To ratify the Appointment of Statutory Auditors

RESOLVED THAT in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, **M/s Agrawal Jain and Gupta**, Chartered Accountants, (Firm Registration No. 013538C) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual general meeting until the conclusion of the Annual General Meeting to be held in the Calendar year 2021 and to fix their remuneration for the Financial Year ending 31st March, 2019.

SPECIAL BUSINESS

3. **To appoint Mr. Nitesh Kumar Kumawat as an Independent Director in this regard, pass the following resolution as Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the

Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.

Nitesh Kumar Kumavat (DIN : 07994614) who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is upto 16th November, 2022.

4. To appoint Mr. Avinash Kashyap as an Independent Director in this regard, pass the following resolution as Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Avinash Kashyap (DIN: 00666821) who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is upto 18th September, 2022.

5. To appoint M/s Goyal DK & 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 GOYAL DK & 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.

6. 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.

"RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been approved by the Board and the same has been signed by the Chairman of the Board for the purpose of appointment of Ms. Nalini Pandey Chartered Accountants as Internal Auditors of the Company for the Financial year 2018-2019.

For and on behalf of the Board,

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204647

PLACE : AGRA

DATE : 05/09/2018

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 22nd September 2018 to Friday 28th September, 2018 (both days inclusive):**

- 2) The Company has appointed **M/s Bigshare 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 28th 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 28th 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,

VIVEK BENARA

(MANAGING DIRECTOR)

DIN: 00204647

PLACE : AGRA

DATE : 05/09/2018

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

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice:

ITEM No: 3

Mr. Avinash Kashyap (DIN: 00666821) is appointed as Independent Directors on the board of the company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He hold office as Independent Directors of the Company.

The nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended appointment of Mr. Avinash Kashyap as Independent Directors for a term of 5 (Five) consecutive years on the Board of the Company.

Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Avinash Kashyap.

Brief profile of Mr. Avinash Kashyap

He is a Chartered Engineer from Germany and India He was appointed as the Director of our Company with effect from March 15, 2017 for a period of 5years. He has experience of working with Global Companies such as VOITH AG, Germany, Larsen & Toubro Ltd., Reliance Group, Symbiosis Foundation, India. He brings with him the expertise of starting and executing green field projects. His international experience and exposure gives him the leverage to work with global experts from diverse domains for successful project completion. Mr. Kashyap has had the privilege of accompanying technology transfer from Germany to India on behalf of Reliance ADA Group for wind energy generation, right from setting up of manufacturing upto the project execution. Mr. Kashyap has had the experience of setting up India's First Skill University at

Indore, India, for and with the Symbiosis Foundation together with more than 12 International University Collaborations and 32 Industrial Tie-ups.

As on the date of notice Mr. Avinash Kashyap hold NIL Equity Shares in the Company.

Except Mr. Avinash Kashyap none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 3 of the Notice.

The Board recommends the special resolution set out at Item no. 3 to the Notice for approval of Members.

ITEM No: 4

Mr. Nitesh Kumar Kumawat (DIN: 07994614) is appointed as Independent Directors on the board of the company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company.

The nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended appointment of Mr. Nitesh Kumar Kumawat as Independent Directors for a term of 5 (Five) consecutive years on the Board of the Company.

Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Nitesh Kumar Kumawat.

Brief profile of Mr. Nitesh Kumar Kumawat

He is an Independent Director of our Company. He was appointed as the Independent Director of our Company with effect from November 17, 2017 for a period of 5 years. He is a Member of Institute of Chartered Accountants of India and has been in this profession since 2009. He has academic and professional qualifications in the field of indirect taxes and a vast knowledge of

Service in Manufacturing Industries. He has experience in the field of Statutory Audits, Vat Audits, Government Audits and Service Tax Matters.

As on the date of notice Mr. Mr. Nitesh Kumar Kumawat hold NIL Equity Shares in the Company.

Except Mr. Nitesh Kumar Kumawat none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 4 of the Notice.

The Board recommends the Special resolution set out at Item no. 4 to the Notice for approval of Members.

Registered Office:

A-3 &-4,Site Bindustrial Area
Sikandra Agra Uttar Pradesh Up 282007

By order of the Board

Panna Lal Jain
Chairman

Date: 05/09/2018

Place: Agra

ANNEXURE TO THE ITEM 3&4 OF THE NOTICE

Details of Directors seeking appointment at the 28th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of Directors	Mr. Avinash Kashyap	Mr. Nitesh Kumar Kumavat
DIN	00666821	07994614
Date of Birth	09/09/1960	03/03/1984
Nationality	Indian	Indian
Date of Appointment	15/03/2017	17/11/2017
Qualification	Chartered Engineer	Chartered Accountant
Expertise in specific Functional area	Executing Green Field project	Tax, Audits Service tax Matters
Remuneration/ sitting fees drawn	NIL	75000
List of Companies in which directorship is held	1	Nil
Chairman/Member in the committees of the other companies in which he is Director	Nil	Nil
Relation with KMP & Directors	Not related to KMP and Directors	Not related to KMP and Directors
Number of Meetings of the Board attended during the year	2	3
No. of shares held in the company as on 31 st March, 2018	NIL	NIL

Registered Office:

By order of the Board

A-3 &-4,Site Bindustrial Area

Sikandra Agra Uttar Pradesh Up 282007

Panna Lal Jain

Chairman

Date: 05/09/2018

Place: Agra

ATTENDANCE SLIP

28th Annual General Meeting to be held on Friday the 28th September, 2018 at Conference Hall , A-3 &-4,Site B,Industrial Area, Sikandrabad, Agra-285007 at 10:30 A.M.

Folio No.	
Dp No	
Client ID	
Name of the Member:	Signature:
Name of the Proxy:	Signature:

I/we hereby record my presence at the 28th Annual General Meeting on Friday the 28th September, 2018 at 10:30 A.M. at the Registered office of the Company Situated at Conference Hall at A-3 &-4, Site B Industrial Area, Sikandrabad, Agra-285007

Member's signature

Proxy's signature

Note: Shareholders/proxies are requested to bring the attendance slip with them. Duplicate slips will not be issued and handed over at the entrance of the Meeting Venue.

FORM NO. MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) Of the Companies (Management and Administration) Rules, 2014

CIN : **U50300UP1990PLC012518**

Name Of The Company : **BENARA BEARINGS AND PISTONS LIMITED**

Registered Office : **A-3 &-4,SITE B, INDUSTRIAL AREA SIKANDRABAD, AGRA-285007**

Name of the Member :

Registered Address :

E- Mail ID :

Folio No. :

DP ID:

I/We, being Member (s) of _____ shares of the above named Company,
hereby appoint

Name:

Address:

E-mail Id:

Signature

or failing him,

Name:
Address:
E-mail Id:
Signature _____ ,

or failing him,

Name:
Address:
E-mail Id:
Signature _____ ,

As my/our proxy to attend & vote (on a poll) for me/us & on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday 28th September, 2018 at 10:30 A.M. at Conference Hall, A-3 &-4, SITE B, INDUSTRIAL AREA, SIKANDRABAD, AGRA- 285007 & at any adjournment thereof in respect of any such resolution as are indicated below;-

Resolution No	Description	For	Against
01	Adoption of Annual Accounts and reports thereon for the Financial year ended on 31 st		

	March,2018.(Ordinary Resolution)		
02	Appointment of Statutory Auditor of the Company (Ordinary Resolution)		
03	Appointment of Nitesh Kumar Kumavat as an Independent Director liable to be retire by rotation (ordinary Resolution)		
04	Appointment of Avinash Kashyap as an Independent Director liable to be retire by rotation (ordinary Resolution)		
05	Appointment of M/s Goyal Dk & Associates as Secretarial Auditor		
06	Appointment of Ms. Nalini Pandey Chartered Accountants, as Internal Auditor of the Company		

Date:

Signature of the Shareholder:

AFFIX
REVENUE
STAMP

Signature of the Proxy holder(s)

Note:

- 1) **This form of proxy in order to be effective should be duly completed & deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

A proxy need not be a member of the Company