

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

KSR & Co., a Partnership Firm with Regn No.895
of 2007 was registered as an LLP on 18.01.2013

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COMPANY SECRETARIES
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KSR/CBE/B9/539/2014-15

July 21, 2014

Mr.A.Krishnamoorthy,
Chairman & Managing Director
Bimetal Bearings Limited
Huzur Gardens,
Sembium,
Chennai-600 011.

Dear Sir,

Sub: Report of the Scrutinizer for the Ballot by Post vide Notice Dated 06th June 2014 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for voting by Ballot by Post in respect of resolutions proposed vide Notice dated 06th June, 2014 of Bimetal Bearings Limited (the Company) as per the provisions of Section 108 read with The Companies (Management and Administration) Rules, 2014. The Ballot by Post was required to be conducted as per the provisions of Clause 35B of the Listing Agreement.
2. The record date for ascertaining voting rights of shareholders by Ballot by Post is as on 13th June, 2014.
3. The Ballot by Post ended on 18th July, 2014 and the Scrutinizer has received a total of 108 number of ballots. On verification of the 108 ballots received up to the said date from the shareholders of the Company holding Equity Shares and based on the information made available to me, I hereby submit my Report of the Ballot by Post, as per Annexure and further state as under:
 - a. Particulars of all Ballot Forms by Post received from members have been entered in a Register separately maintained for the purpose.
 - b. The Ballots were duly opened in my presence and scrutinized and the shareholding and signatures were matched / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
 - c. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board

Central Office : Coimbatore : Indus Chambers, Ground Floor, No. 101, Govt. Arts College Road, **Coimbatore - 641 018**. Phone : (0422) 2302867, 2302868, 2305676, 4394948

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Branches : Chennai : Flat No. 1, Ground Floor, Baba Foundation Building, 102, South West Boag Road, T. Nagar, **Chennai - 600 017**. Phone : (044) 24337620

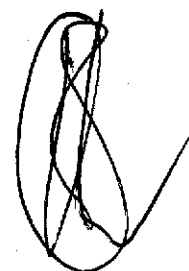
E-mail : rirs07@dataone.in, rirschennai@vsnl.net

resolutions from the office of the Company's RT&A and the data from the Ballot Forms was accordingly verified and duly entered.

- d. All Ballot Forms received up to 17:30 hours IST on Friday, 18th July, 2014, the last date and time fixed by the Company for receipt of the Ballot by Post was considered for my scrutiny.
- e. I have not found any defaced or mutilated or decrepit Ballot Form.
- f. In determining the validity or other wise of the Ballots received, I have adopted the following criteria:
 - i. Where the shareholder has left the Ballot Paper blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
 - ii. Where Signatures do not tally or ballot paper bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid
 - iii. Where the shareholder being a company has omitted to send a certified copy of the resolution of the Board of Directors authorizing the signatory to vote and sign, the ballot paper has been treated as invalid
- g. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- h. The following are the statistics relating to the Ballots received by Post:

S. No.	Particulars	Numbers
1.	Total Number of Ballots Received	108
2.	Total Number of Ballots considered valid	94
3.	Total Number of invalid Ballots	14
4.	Total Number of Postal Ballots received in mutilated, decrepit, defaced condition	NIL

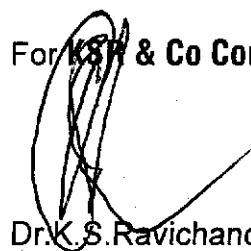
- 4. I request you to consider the results of the e-voting and also the polling, if any, at the General Meeting, collate the results thereof and declare the result of the resolutions accordingly.



5. As a Scrutinizer, I have performed my duties in compliance of the provisions of Clause 35B read with the Companies (Management and Administration) Rules, 2014.
6. I will hand over the ballot forms and other related papers / registers and records for safe custody to the Company Secretary upon your consideration signing of the minutes of the meeting and declaration of results on the resolutions.

Place : Coimbatore
Date : 21st July, 2014

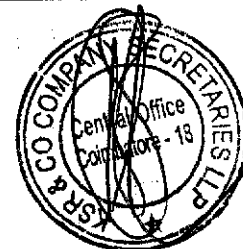
For **KSR & Co Company Secretaries LLP**



Dr. K. S. Ravichandran
Partner
SCRUTINIZER

**ANNEXURE****POSTAL BALLOT RESULT OF BIMETAL BEARINGS LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	POSTAL BALLOT		RESULT
			FOR	AGAINST	
1.	Adoption of Financial Statements for the year ended 31 st March, 2014.	Ordinary	157425	20	PASSED
2.	Approval of Dividend for the financial year ended 31 st March 2014	Ordinary	157425	17	PASSED
3.	Re-appointment of Mr.N.P.Mani, Director, who retires by rotation	Ordinary	157339	103	PASSED
4.	Appointemnt of M/s Price Waterhouse, Chartered Accountants as Auditors and fixing their remuneration	Ordinary	157360	82	PASSED
5.	Appointment of Mr.P.M.Venkarasubramanian as an Independent Director	Special	157360	82	PASSED
6.	Appointment of Mr.Krishna Srinivasan as an Independent Director	Special	157360	82	PASSED
7.	Appointment of Mr.R.Vijayaraghavan as an Independent Director	Special	157360	82	PASSED
8.	Approval of remuneration of Cost Auditors for the financial year 2014-2015	Ordinary	157360	82	PASSED
9.	To enable Mr.S.Narayanan, Whole-time Director to retire by rotation	Special	157360	82	PASSED



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July 21, 2014

Mr.A.Krishnamoorthy,
Chairman & Managing Director
Bimetal Bearings Limited
Huzur Gardens,
Sembium,
Chennai-600 011.

Dear Sir,

Sub: Report of the Scrutinizer for the E-Voting vide Notice Dated 06th June 2014 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for e-voting in respect of resolutions proposed vide Notice dated 28th May, 2014 of Bimetal Bearings Limited as per the provisions of Section 108 read with The Companies (Management and Administration) Rules, 2014.
2. The record date for ascertaining voting rights of shareholders by e-voting is as on 13th June, 2014. As per the said Notice the e-voting commenced on Wednesday at 0930 AM on 16th July, 2014 and ended on Friday at 0530 PM on 18th July, 2014.
3. The Scrutinizer unblocked the votes cast by electronic means from the e-voting portal of National Securities Depository Limited (NSDL) in the presence of two witnesses namely Ms.G.Sarojini and Mr.G.Indumathi on 19th July, 2014 and ascertained the votes cast for and against the resolutions as proposed in the said Notice.
4. A total of only 20 shareholders have voted successfully using e-voting facility. The Summary of the votes cast for and against the 09 resolutions as per the said Notice and as extracted from the summary report of e-voting and also the complete voting list provided by NSDL is annexed as Annexure-1.

Central Office : Coimbatore : Indus Chambers, Ground Floor, No. 101, Govt. Arts College Road, Coimbatore - 641 018. Phone : (0422) 2302867, 2302868, 2305676, 4394948
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E-mail : rirs07@dataone.in, rirschennai@vsnl.net

Bangalore : # 301, 11th Cross, Wilson Garden, Bangalore - 560 027. Phone : (080) 22113357 E-mail : rirsbangalore@vsnl.net, madhu@ksrandco.in

www.ksrandco.in

5. Upon consideration of the e-voting, I provide hereunder the summary of the voting position and results for all the resolutions as per the said Notice, as per Annexure-2.
6. I request you to consider the results of the Postal Ballot and also polling, if any, at the General Meeting, collate the results thereof and declare the result of the resolutions accordingly.
7. As a Scrutinizer, I have performed my duties in compliance of the the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014.

Place : Coimbatore
Date : 21st July, 2014

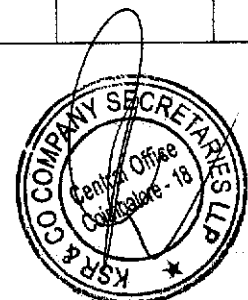
For **KSR & Co Company Secretaries LLP**



C.V. Madhusudhanan
Partner
SCRUTINIZER

ANNEXURE - 2**E-VOTING SUMMARY OF BIMETAL BEARINGS LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	TOTAL	RESULT
1.	Adoption of Financial Statements for the year ended 31 st March, 2014.	Ordinary	2864583	20	2864603	PASSED
2.	Approval of Dividend for the financial year ended 31 st March 2014	Ordinary	2864583	20	2864603	PASSED
3.	Re-appointment of Mr.N.P.Mani, Director, who retires by rotation	Ordinary	2864583	20	2864603	PASSED
4.	Appointment of M/s Price Waterhouse, Chartered Accountants as Auditors and fixing their remuneration	Ordinary	2864492	111	2864603	PASSED
5.	Appointment of Mr.Venkarasubramanian as an Independent Director	Ordinary	2864583	20	2864603	PASSED
6.	Appointment of Mr.Krishna Srinivasan as an Independent Director	Special	2864571	32	2864603	PASSED
7.	Appointment of Mr.Vijayaraghavan as an Independent Director	Special	2864583	20	2864603	PASSED
8.	Approval of remuneration of Cost Auditors for the financial year 2014-2015	Special	2864583	20	2864603	PASSED
9.	To enable Mr.Narayanan, Whole-time Director to retire by rotation	Ordinary	2864583	20	2864603	PASSED



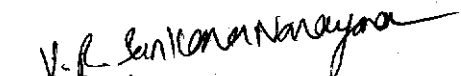
BIMETAL BEARINGS LIMITED:

SUMMARY REPORT OF THE RESULT OF THE POLL CONDUCTED AT THE FIFTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BIMETAL BEARINGS LIMITED HELD ON WEDNESDAY THE 23RD JULY 2014 AT NEW WOODLANDS HOTEL, 72/75, DR.RADHAKRISHNAN SALAI, MYLAPORE, CHENNAI - 600 004

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	VOTES CAST		RESULT
			FOR	AGAINST	
1.	Adoption of Financial Statements for the year ended 31 st March, 2014.	Ordinary	250	NIL	PASSED
2.	Approval of Dividend for the financial year ended 31 st March 2014	Ordinary	250	NIL	PASSED
3.	Re-appointment of Mr.N.P.Mani, Director, who retires by rotation	Ordinary	250	NIL	PASSED
4.	Appointment of M/s Price Waterhouse, Chartered Accountants as Auditors and fixing their remuneration	Ordinary	250	NIL	PASSED
5.	Appointment of Mr.P.M.Venkarasubramanian as an Independent Director	Special	250	NIL	PASSED
6.	Appointment of Mr.Krishna Srinivasan as an Independent Director	Special	250	NIL	PASSED
7.	Appointment of Mr.R.Vijayaraghavan as an Independent Director	Special	250	NIL	PASSED
8.	Approval of remuneration of Cost Auditors for the financial year 2014-2015	Ordinary	250	NIL	PASSED
9.	To enable Mr.S.Narayanan, Whole-time Director to retire by rotation	Special	250	NIL	PASSED

Date : 23/07/2014
Place: Chennai


V.R.Sankaranarayanan
Name and Signature of the Scrutinizer