

BIMETAL BEARINGS LIMITED

CIN:L29130TN1961PLC004466

Regd. Office: "Huzur Gardens", Sembiam, Chennai 600 011 Tel: (044) 2537 5581

Website: www.bimite.co.in E-Mail: vidhyashankar@bimite.co.in

ATTENDANCE SLIP

57th ANNUAL GENERAL MEETING – (YEAR 2018)

I/we hereby record my/our presence at the 57th Annual General Meeting of the Company at New Woodlands Hotel, 72/75, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004 on Friday the 20th day of July 2018 at 3.30 p.m.

Member's Folio/DPID-Client ID No.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

EVEN	USER – ID	PASSWORD / PIN
108497		

Instructions to members attending the 57th Annual General Meeting:

- 1) Members/Proxies should bring the Attendance Slip duly filled in and also a copy of their Annual Report to the meeting.
- 2) Members are requested to be in their seats at the meeting well before the scheduled time for the commencement of the Annual General Meeting to avoid interruptions in the proceedings.
- 3) Members are requested to intimate the Registrars & Share Transfer Agents changes if any in their registered address.
- 4) Members are requested to quote their Folio Number / DPID - Client ID Number in all their correspondence.
- 5) If you and /or your family members are receiving more than one copy of the Annual Report and other communications and would like to avoid duplication, kindly inform the Registrars & Share Transfer Agents to enable them to mail only one copy. This will help the Company to avoid wastage.
- 6) Members holding shares in more than one Folio in identical order of names are requested to write to Registrars & Share Transfer Agents enclosing the Share Certificates to enable the Company to consolidate the holding in one Folio to facilitate better service.
- 7) The Company's shares are compulsorily traded in dematerialized form and therefore shareholders are advised to dematerialize their shares which will offer better liquidity and market rates. Transfer of shares in the demat form does not attract stamp duty besides avoiding bad delivery, issue of duplicate share certificates etc.
- 8) In line with the Green Initiatives launched by the Ministry of Corporate Affairs, we request you to register and update your email-IDs with the Company's Registrars and Share Transfer agents as this would help us to service your needs electronically.

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PROXY FORM (Form No.MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration), Rules, 2014)

Name of the member(s) :

Folio / DP ID – Client ID :

Registered Address:

E-Mail :

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

(1) Name _____ Address _____

E-mail-ID _____ Signature _____ (or failing him)

(2) Name _____ Address _____

E-mail-ID _____ Signature _____ (or failing him)

(3) Name _____ Address _____

E-mail-ID _____ Signature _____ (or failing him)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **57th Annual General Meeting** of the Company to be held on **Friday, the 20th day of July 2018** at **3.30p.m** at **New Woodlands Hotel, 72/75, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004** and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of the resolutions	(Optional)	
		(For)	(Against)
1)	Ordinary Business: Adoption of Financial Statements for the year ended 31 st March 2018.		
2)	Approval of Dividend for the financial year ended 31 st March 2018.		
3)	Re-appointment of Mr.S.Narayanan, Whole-time Director, who retires by rotation.		
4)	Special Business: Ratification of remuneration of Cost Auditors for the financial year 2018 - 19.		

Signed this _____ 2018

Affix
Revenue
Stamp

.....
Signature of the Share – holder(s)

.....
Signature of the Proxy – holder(s)

Note: The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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BALLOT FORM – 57th ANNUAL GENERAL MEETING

Ballot No:

1. Name(s) of member(s) :
(including) joint holders, if any)

2. Registered address of the sole/
first named member :

3. Registered Folio / DPID / CID No(s). : Shares:

4. I/We hereby exercise my/our vote in respect of the resolutions to be passed through ballot for the business stated in the notice of the **57th Annual General Meeting** (AGM) of the Company by sending my/our assent or dissent to the said resolutions by placing the (-/) mark at the appropriate box below.

No.	Description of the resolutions	No. of Shares	Assent (For)	Dissent (Against)
1)	Ordinary Business: Adoption of Financial Statements for the year ended 31 st March 2018.			
2)	Approval of Dividend for the financial year ended 31st March 2018.			
3)	Re-appointment of Mr.S.Narayanan, Whole-time Director who retires by rotation.			
4)	Special Business: Ratification of remuneration of Cost Auditors for the financial year 2018 - 19.			

Place:

Date:

Signature of the member(s)

INSTRUCTIONS

1. A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (which carries the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing ballot, if sent by Courier / Speed Post / Hand delivery at the expense of the registered member will also be accepted.
2. This form should be completed and signed by the member. In the case of joint holding, the form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
3. Incomplete, incorrect or unsigned Ballot Form will be rejected.
4. The duly completed Ballot Form should reach the office of the Scrutinizer not later than the close of working hours (**17:00 hrs**) on **Thursday the 19th July 2018**. Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) as on the "**cut-off**" date (i.e. **13th July 2018**).
6. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. Where the Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization should accompany the Ballot Form.

- 8) In case the Ballot Form is signed by a Power of Attorney (POA) holder, POA registration number should be mentioned.
- 9) A member may request for a duplicate Ballot Form, if required. However the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date specified at item 4 above.
- 10) Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope.

Voting through Electronic Means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read together with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (read together with their subsequent amendments), the Company is pleased to provide its members, the facility to exercise their right to vote on the resolutions proposed to be considered at the **57th Annual General Meeting** by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the **57th Annual General Meeting** (“remote e-voting”) will be provided by the National Securities Depository Limited (NSDL).

Further the facility of voting through electronic means and physical ballot paper will be also made available at the **57th Annual General Meeting** and the members attending who have not cast their vote by remote e-voting shall be able to exercise their right by availing any of the available options at the venue of the meeting.

The members who have cast their vote by remote e-voting prior to the **57th Annual General Meeting** may also attend the meeting but shall not be entitled to cast their vote again.

The remote e-voting period commences on **Tuesday, the 17th July 2018 (9:00 a.m)** and ends on **Thursday, the 19th July, 2018 (5:00 p.m)**. During this period, members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date (**i.e. 13th July 2018**), may cast their vote by remote e-voting. Theremote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions for E-Voting:

- a) In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participants(s)/Share Transfer Agent]:
 - (i) Open the e-mail and open the PDF file viz; “Bimetal-remote-e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step(i)above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Please note down your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select the EVEN of Bimetal Bearings Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through email to **madhu@ksrandco.in** with a copy marked to **evoting@nsdl.co.in**

In case a member receives the initial password which is printed in this form [i.e. in the case of members whose e-mail IDs are not registered with the Company / Depository Participant(s) / Share Transfer Agent], along with EVEN (E-Voting Event Number), please follow the steps from S.No.(ii) to S.No.(xi) provided herein above to cast his/her votes. Further those members, who have been already registered with NSDL for e-voting, they can use their existing user ID and password to cast their votes.

You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

Kindly note that the members can opt only one mode of voting i.e. either by physical ballot or e-voting. However, in case the members cast their votes by both i.e. by the physical ballot and the e-voting mode, then voting done through e-voting shall prevail and voting done by physical ballot forms will be treated as invalid.

The voting rights of the members shall be in the proportion of their shares on the paid-up equity share capital of the Company as on the **cut-off date i.e. 13th July 2018**.

Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the notice and holding shares as on the **cut-off date i.e. 13th July 2018** may obtain the login ID and password by sending a request to **evoting@nsdl.co.in** or the Company or the Registrars & Share Transfer Agents. However if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you had forgotten your password, you can reset your password by using "Forget User Details / Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll-free number – 1800-222-990.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the date of cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the **57th Annual General Meeting**.

Mr.C.V.Madhusudhanan, Partner, M/s.KSR& Co Company Secretaries LLP. (Membership No.FCS-5367 / CP-4408) had been appointed as the Scrutinizer to scrutinize the remote e-voting process and for the ballot process in a fair and transparent manner.

The Chairman of the **57th Annual General Meeting** after the discussion on the resolutions on which voting is to be held allow voting with the assistance of the scrutinizer by use of 'remote e-voting' and 'polling paper' for all those members who are present at the **57th Annual General Meeting** but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the **57th Annual General Meeting** a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter-sign the same and declare the results of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.bimite.co.in** and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the M/s.BSE Limited (Bombay Stock Exchange), Mumbai.