

Bimetal Bearings Limited

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PB No.3772, No.18, RACE COURSE ROAD, COIMBATORE -18
CIN: L29130TN1961PLC004466

Manufacturers of



Thinwall Bearings, Bushings and Thrust Washers

Ref.:CSD/SE/455

1st April 2019

Bombay Stock Exchange Ltd.,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

/ **Electronic Filing** /

Sirs,

Filing of proceedings of the results of Postal ballot

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Minutes of the announcement of Results of Postal Ballot / e-voting of **Bimetal Bearings Limited** at the Administrative Office at No.18, Race Course Road, Coimbatore 641018 at 11.00 a.m. on Saturday the 30th day of March 2019 to take on record the Postal voting (including e-voting) results in respect of the Postal Ballot Notice Dt.12th February 2019 which was sent to the share-holders for passing the resolutions detailed therein.

Present: Mr.S.Narayanan, Whole-time Director
Mr.K.Vidhya Shankar, Company Secretary
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Mr.S.Narayanan, Whole-time Director took the chair and the Company Secretary detailed the process of Postal Voting (including e-voting) which took place during the period from 27th February 2019 to 28th March 2019 for passing of resolutions which were detailed in the Postal Ballot Notice Dt.12th February 2019 which was sent to the share-holders whose names appeared in the Register of members as on 20th February 2019 (Cut-off date).

In this connection, the Board of Directors at their meeting held on 7th February 2019 had appointed Mr.C.V.Madhusudhanan, Partner, KSR & Co Company Secretaries LLP as scrutinizer for the Postal Ballot (including e-voting) process. Mr.V.R.Sankaranarayanan, Partner, KSR & Co Company Secretaries LLP, representing the office of the scrutinizer, handed over the results of the Postal Ballot (including e-voting) process to the Chairman of the meeting and after discussions, the Chairman declared the results and instructed the Company Secretary to inform M/s.BSE Limited wherein the Company's shares are listed, host the results in the website of the Company and do all the needful to comply with the requirements of the applicable provisions under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Amendment Rules, 2015 (including its subsequent amendments). It was noted that 177 members participated in the electronic and postal voting process.

Further based on the report submitted by the Scrutinizer, the Chairman declared that the following resolutions were passed on the last date on which the Postal Ballot / remote e-voting is being permitted i.e. (28th March 2019) with the requisite majority, namely:

01) To consider the passing of the following resolution as a Special Resolution:

Approval for the continuation of the directorship of Mr.N.Venkataramani (DIN: 00001639) as a Director of the Company from 1st April 2019.

“**Resolved that** pursuant to the provisions of Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018), the consent of the members be and are hereby accorded to continue the holding of the office of Director (non-executive) by Mr.N.Venkataramani (DIN: 00001639) who have attained / crossed the age of 75 years as Director of the company subject to retirement by rotation.”

“**Further resolved** that The Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Results of the Voting

Mode of voting	Votes cast in favor	Votes cast Against
Postal Ballot	30,23,315	73
Electronic Voting	2,207	113
Total	30,25,522	186

Resolution was declared passed with 99.99% of shares voted in favor of the resolution.

02) To consider the passing of the following resolution as a Special Resolution:

Approval for the continuation of the directorship of Mr.N.P.Mani (DIN: 00675741) as a Director of the Company from 1st April 2019:

“**Resolved that** pursuant to the provisions of Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018), the consent of the members be and are hereby accorded to continue the holding of the office of Director (non-executive) by Mr.N.P.Mani (DIN: 00675741) who have attained / crossed the age of 75 years as Director of the company subject to retirement by rotation.”

“**Further resolved** that Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Results of the Voting

Mode of voting	Votes cast in favor	Votes cast Against
Postal Ballot	30,23,265	73
Electronic Voting	2,220	100
Total	30,25,485	173

Resolution was declared passed with 99.99% of shares voted in favor of the resolution.

03) To consider the passing of the following resolution as a Special Resolution:

Approval for the re-appointment of Mr.S.Narayanan (DIN: 03564659) as a Whole-time Director for a term of 3 (Three) years with effect from 1st November 2018 and payment of remuneration:

"**Resolved** that pursuant to Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 (the Act) and other applicable provisions of the Act and the Rules made there under including modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any, consent of the shareholders be and is hereby accorded to the re-appointment of **Mr.S.Narayanan (DIN: 03564659)** as Whole-time Director of the Company for a further period of three years from 1st November 2018 and payment of remuneration and perquisites as set out in the draft agreement approved at the meeting of the Board of Directors of the Company held on 29th October 2018 or such other remuneration as the Board of Directors may revise/vary from time to time duly recommended in that respect by the Nomination and Remuneration Committee within the overall remuneration approved by the shareholders as detailed in the statement of material facts provided under Section 102 of the Act".

"**Further Resolved** that in the event of inadequacy of profits or loss during the tenure of his re-appointment, the remuneration payable shall be the same as detailed in the statement of material facts provided under Section 102 of the Act but not exceeding the limits in terms of the proviso to Section II, Part II of Schedule V to the Act".

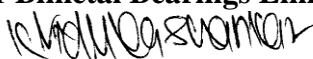
Results of the Voting

Mode of voting	Votes cast in favor	Votes cast Against
Postal Ballot	30,23,265	73
Electronic Voting	2210	0
Total	30,25,475	73

Resolution was declared passed with 99.99% of shares voted in favor of the resolution.

/ Certified True Copy /

For **Bimetal Bearings Limited**



K.Vidhya Shankar

Company Secretary