



## Proceedings of the meeting held for taking on record the results of electronic voting & postal votes:

Minutes of the proceedings of the meeting held at the Administrative Office of Bimetal Bearings Limited situated at No.18, Race Course Road, Coimbatore 641 018 at 5.00 p.m. on Monday the 28<sup>th</sup> May 2018 to take on record the Postal voting (including e-voting) results in respect of the Postal Ballot Notice Dt. 20<sup>th</sup> April 2018 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

**By Invitation:** Mr.V.R.Shankaranarayan, Partner, KSR & Co Company Secretaries LLP  
representing the Scrutinizer's office

#####

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 27<sup>th</sup> April 2018 to 26<sup>th</sup> May 2018 for passing of resolutions which were detailed in the Postal Ballot Notice Dt.20<sup>th</sup> April 2018 which was sent to the share-holders whose names appeared in the Register of members as on 20<sup>th</sup> April 2018 (Cut-off date). In this connection, the Board of Directors at their meeting held on 23<sup>rd</sup> March 2018 had appointed Mr.C.V.Madhu-sudhanan, Partner, KSR & Co Company Secretaries LLP as scrutinizer for the Postal Ballot (including e-voting) process. Mr.V.R.Shankaranarayan, 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 (M/s.Bombay Stock Exchange) 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). Based on the report submitted by the Scrutinizer, the Chairman declared that the following resolutions were passed with the requisite majority, namely:

### Item No.01:To consider the passing of the following resolution as a Special Resolution:

**Approval for the re-appointment of Mr.A.Krishnamoorthy (DIN 00001778) as Managing Director for a term of 3 (Three) years with effect from 1<sup>st</sup> April 2018 and payment of remuneration to him:**

**"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 modifications 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.A.Krishnamoorthy (DIN 00001778) as Managing Director of the Company for a further period of three years from 1<sup>st</sup> April 2018 and payment of remuneration, commission and perquisites as set out in the draft agreement and approved at the meeting of the Board of Directors of the Company held on 23<sup>rd</sup> March 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".

**Proceedings of the meeting held for taking on record the results of electronic voting & postal votes: (Contd.)**

“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**

<b>Mode of voting</b>	<b>Votes cast in favor</b>	<b>Votes cast against</b>
Postal Ballot	1,59,663	101
Electronic Voting	28,65,031	217
<b>Total</b>	<b>30,24,694</b>	<b>318</b>

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

**Item No.02) To consider the passing of the following resolution as a Special Resolution:**

**Approval for the re-appointment of Dr.Sandhya Shekhar (DIN 06986369) as an Independent Director for a term of 5 (Five) years with effect from 14<sup>th</sup> November 2017:**


"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules framed there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Dr.Sandhya Shekhar (DIN:06986369), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose the name of Dr.Sandhya Shekhar as a candidate for the office of director of the Company and that she is hereby re-appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 14<sup>th</sup> November 2017 and is not liable to retire by rotation”.

**Results of the Voting**

<b>Mode of voting</b>	<b>Votes cast in favor</b>	<b>Votes cast against</b>
Postal Ballot	1,58,908	101
Electronic Voting	28,64,956	217
<b>Total</b>	<b>30,23,864</b>	<b>318</b>

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

There being no other business, the meeting was terminated at 5.30 p.m. with a vote of thanks to the chair.

-----  
/ Certified True Copy /  
For **Bimetal Bearings Limited**  
  
**K.Vidhya Shankar**  
Company Secretary & Compliance Officer  
#####