

# **BIMETAL BEARINGS LIMITED**

**CIN : L29130TN1961PLC004466**

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### **DIRECTORS:**

Mr. A.Krishnamoorthy – Managing Director  
Mr. N. Venkataramani – Non-Executive Director  
Mr. P. M. Venkatasubramanian – Independent Director  
Mr. Krishna Srinivasan – Independent Director  
Mr. R. Vijayaraghavan – Independent Director  
Dr. (Mrs.) Sandhya Shekhar – Independent Director  
Mr. N.P. Mani – Non-Executive Director  
Mr. S. Narayanan – Whole-time Director

### **CHIEF FINANCIAL OFFICER:**

Mr. N. Venkataraman

### **COMPANY SECRETARY:**

Mr. K. Vidhya Shankar

### **AUDITORS:**

M/s. Price Waterhouse Chartered Accountants LLP  
Chennai

### **BANKERS :**

Central Bank of India, Coimbatore

### **LEGAL ADVISERS :**

M/s. King & Partridge, Chennai  
M/s. Ramani & Shankar, Coimbatore

### **DEPOSITORY REGISTRAR & SHARE TRANSFER AGENT:**

M/s. GNSA Infotech Limited  
"Nelson Chambers", "F"– Block, STA Department,  
4th Floor, No.115, Nelson Manickam Road,  
Aminthakarai, Chennai - 600 029

### **REGISTERED OFFICE :**

"Huzur Gardens", Sembium, Chennai - 600 011  
PH.: (044) 2537 5581  
E-Mail: vidhyashankar@bimite.co.in  
Website: www.bimite.co.in

### **FACTORIES :**

"Huzur Gardens", Sembium, Chennai - 600 011  
371, Marudhamalai Road, Coimbatore - 641 041  
Hosur - Krishnagiri Road, Hosur - 635 125  
5/186, Old Mahabalipuram Road, Chennai - 600 096

## **BIMETAL BEARINGS LIMITED**

**Registered Office: "Huzur Gardens", Sembium, Chennai – 600 011.**

CIN: L29130TN1961PLC004466

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### **NOTICE TO THE SHAREHOLDERS OF THE FIFTY SIXTH ANNUAL GENERAL MEETING**

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Notice is hereby given that the Fifty Sixth Annual General Meeting of the shareholders of the company will be held at New Woodlands Hotel, 72/75, Dr.Radhakrishnan Salai, Mylapore, Chennai - 600 004 on Friday, the 21st day of July 2017 at 10.15 a.m. to transact the following business:

#### **Ordinary Business:**

- (1) To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2017 together with the Reports of the Directors and the Independent Auditors and to pass the following resolution as an ordinary resolution:  
  
"Resolved that the audited financial statements (including consolidated financial statements) including the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on 31st March 2017, Statement of Changes in Equity for the period, Notes and the Cash Flow Statement for the year ended on 31st March 2017, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted".
- (2) To declare a dividend and to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:  
  
"Resolved that a Dividend of Rs.7.50 per share out of the current profits of the Company for the year ended 31st March 2017 amounting to Rs.2,86,87,500/- be declared and paid".
- (3) To appoint a director in place of Mr.N.P.Mani, Director (DIN 00675741) who retires by rotation and being eligible offers himself for re-appointment and to pass the following resolution as an ordinary resolution:  
  
"Resolved that Mr.N.P.Mani, Director (DIN 00675741), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company".
- (4) To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:  
  
"Resolved that pursuant to the provisions of the Section 139 and other applicable provisions if any of the Companies Act, 2013 and the rules framed there under, M/s.Fraser & Ross, Chartered Accountants (Firm Regn. No.: 000829S) be and are hereby appointed as Auditors of the Company to hold the office for a period of 5 years from the conclusion of 56<sup>th</sup> Annual General Meeting until 61<sup>st</sup> Annual General Meeting and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them exclusive of service tax, out of pocket and travelling expenses, as may be mutually agreed between them".

#### **Special Business:**

- (5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:  
  
"Resolved that pursuant to Section 148 of the Companies Act, 2013, the remuneration fixed at Rs.1,00,000/- (Rupees One Lakh only) exclusive of taxes, out of pocket and travel expenses etc., to M/s.C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) who have been appointed as Cost Auditors by the Board of Directors for the financial year 2017–2018 as recommended by the Audit Committee be and is hereby ratified."
- (6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:  
  
"Resolved that in conformity with article 50(a) of the Articles of Association of the Company and pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and also pursuant to Regulation 17 and any other provisions of SEBI (LODR) Regulations, 2015, consent be and is hereby accorded for payment of commission to eligible non-executive Directors of the Company at 1% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 for each financial year commencing from 1<sup>st</sup> April 2017 to be apportioned between such Directors in such a manner as may be decided by the Board of Directors from time to time upon the recommendations of the Nomination and Remuneration Committee."

Chennai- 600011  
16th June 2017

By order of the Board  
**K. Vidhya Shankar**  
Company Secretary

## **Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013.**

### **For item No.05:**

The company pursuant to the provisions of Section 148 of the companies Act, 2013 read with the Companies (Audit and Auditors), Rules 2014 had appointed M/s.C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) for the financial year 2017–2018 towards carrying out the cost audit of the products manufactured by the company. As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditors should be ratified by the members. The necessary resolution is placed before the members for their consideration and approval. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

### **For item No.06:**

As per the provisions of Section 197 of the Companies Act, 2013, 1% of the net profits of the Company computed as per the provisions of Section 198 of the Companies Act, 2013 could be paid to Non-executive Directors for their valuable contribution. Accordingly a special resolution is placed before the members for their consideration and approval, as the previous approval obtained from the share-holders was valid only up to 31st March 2017.

Mr.N.Venkataramani, Mr. P.M.Venkatasubramanian, Mr. Krishna Srinivasan, Mr. R.Vijayaraghavan, Dr.Sandhya Shekhar and Mr.N.P.Mani, Directors are interested in the resolution to the extent of the commission that would become payable to them.

### **NOTES:**

- 1. A member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member.** Members / Proxies are requested to bring the attendance slip and also their copy of the Annual Report to the meeting. Members are requested to quote their Registered Folio Number/ Client ID Number in all their correspondence. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument appointing a Proxy in order to be effective, should 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 being sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the company.
- 2.** The register of members and Share Transfer Books of the Company under the physical mode will remain closed from 19<sup>th</sup> July 2017 to 21<sup>st</sup> July 2017. (Both days inclusive).
- 3.** In the case of dematerialised shares, the Dividend that may be declared at this meeting will be paid to the members whose names appear in the Beneficiary Position list submitted by NSDL and CDSL as on 19th July 2017. In the case of other holders, the dividend amount will be paid to those whose names appear in the Register of Members as on the date of the 56<sup>th</sup> Annual General Meeting.
- 4.** The Company has, pursuant to Section 205 of the Companies Act, 1956 and Section 124 of the Companies Act, 2013, transferred the amounts of unclaimed dividends declared up to the Financial Year 2008 – 2009 to the General Revenue Account of the Central Government / Investor Education and Protection Fund. Members who have not responded to our repeated communication and have not encashed the Dividend Warrants for the year ended 31st March 2010 and/or any subsequent dividend payments are requested to make their claim to the company.
- 5.** Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the Share Transfer Agent cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. The company will not be responsible for any loss arising out of fraudulent encashment of dividend warrants and it is advisable to get the dividend amounts credited electronically directly to their bank account.
- 6.** We request the shareholders to register their E-Mail IDs with the Company / Share Transfer Agents. This will enable the Company to service shareholders' requests / queries electronically apart from furnishing of Audited Accounts and any other relevant information / communication.
- 7.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. A physical copy of the Annual Report 2017 is being sent to all the members whose names will be appearing in the register of members as on 16<sup>th</sup> June 2017. In the case of those shareholders who have become members subsequently are requested to contact the Company's Share Transfer Agents to get a copy of the Company's Annual Report. Further a soft copy of the Annual Report 2017 is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) / Share Transfer Agents. Members may note that the Notice of the 56<sup>th</sup> Annual General Meeting and the Annual Report for the year 2017 will also be available on the Company's Website, i.e. [www.bimite.co.in/](http://www.bimite.co.in/) Annual Report 2017.
10. All documents referred to in the accompanying Notice to the 56<sup>th</sup> Annual General Meeting and the statement of material facts shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the 56<sup>th</sup> Annual General Meeting.

**Particulars of Mr.N.P.Mani, Director who is seeking re-appointment at the ensuing Annual General Meeting  
[Pursuance to Clause 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].**

Name	:	Mr. N.P. Mani
Date of Birth	:	22 <sup>nd</sup> August 1937.
Date of Appointment	:	1 <sup>st</sup> November 2006.
Qualifications	:	DMET (Ministry of Transport)
Expertise in specific functional areas	:	Technical knowledge in the operations of the Company including projects.
Directorships in other companies	:	T.Stanes & Company Limited Shardlow India Limited Addison & Company Limited Amalgamations Repco Limited BBL Daido Private Limited
Member of Committees of the Board of Companies of which he is a Director	:	<b>T.Stanes &amp; Company Limited</b> Audit Committee - Member Corporate Social Responsibility Committee – Member  <b>Shardlow India Limited</b> Audit Committee - Member Nomination & Remuneration Committee - Chairman.  <b>Addisson &amp; Company Limited</b> Audit Committee - Member Nomination & Remuneration Committee - Member. Corporate Social Responsibility Committee.- Member  <b>Amalgamations Repco Limited</b> Audit Committee - Member Nomination & Remuneration Committee - Member.
No. of shares held in the company	:	Nil

# BIMETAL BEARINGS LIMITED

CIN: L29130TN1961PLC004466

## REPORT OF DIRECTORS

Your Directors have pleasure in presenting the Fifty Sixth Annual Report for the year ended 31st March 2017 together with the accounts and Auditors' Report thereon.

### FINANCIAL RESULTS:

	Year Ended 31-03-2017 (₹ in Lacs)	Year Ended 31-03-2016 (₹ in Lacs)	Year Ended 31-03-2017 (₹ in Lacs)	Year Ended 31-03-2016 (₹ in Lacs)
	Standalone		Consolidated	
Total Income	16,497.11	16,102.16	16,482.75	16,076.40
Profit before Interest, Depreciation and Taxation after exceptional items	1,104.16	1,148.22	995.59	1,052.35
Less : Interest	15.68	19.69	15.68	19.69
Depreciation	406.96	395.48	406.96	395.48
Profit before Tax after exceptional items	681.52	733.05	572.95	637.18
Less : Taxation [including Deferred Tax]	181.63	230.44	165.33	214.88
Profit after Tax after exceptional items	499.89	502.61	407.62	422.30
Other Comprehensive income	448.69	-70.54	446.98	-70.39
Total comprehensive income for the year	948.58	432.07	854.60	351.91
Earnings per share (Rs)(Basic & diluted)	13.07	13.14	10.66	11.04

### Operations :

The Automotive Industry continued to post differential performances with the heavy and medium commercial vehicle segments recording negative growth during the year.

The after-market sales is expected to improve in the current year. Market conditions in Europe and South America impacted the export of our products.

Despite the operating conditions being difficult, the Company was able to maintain the overall sale for the year and the improved performance in other market segments enabled the Company to maintain a reasonable level of revenue from operations compared to previous year. The damage to the assets due to cyclone had adverse effect on profit.

The Company has taken steps to improve the revenue by sale of new products, powder and strips. The ongoing efforts to reduce the cost of manufacture and its impact coupled with reduction in fixed overheads would be beneficial to the Company in the current year.

The market indicators are positive for demand in crucial segments during the current year despite the challenges which are expected during the implementation of indirect tax reforms announced by the Government.

### Dividend:

Your Directors recommend a dividend of Rs.7.50 per share (previous year: Rs.7.50 per share) on the paid up capital for the financial year ended 31st March 2017 absorbing Rs 268.88 lacs. The payment of dividend is subject to the approval of shareholders at the ensuing Annual General Meeting.

### Reserves:

Your Directors have recommended transfer of Rs 200 lacs to general reserve for the financial year ended 31<sup>st</sup> March 2017 as in the previous year increasing the total general reserves to Rs 13700 lacs. The other reserves representing other comprehensive income consequent to adoption of Ind As stands at Rs 1737.54 lacs as at 31.3.2017.

### Consolidated Financial Statements:

The consolidated financial statements of your Company for the financial year 2016-2017 are prepared in compliance with applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

### Subsidiaries, Associates and Joint Ventures:

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 a statement containing salient features of the financial statements of the Company's Associates / Joint Ventures (in Form AOC-1) is given in Annexure H.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 a statement containing salient features of the financial statements of the Company's Associates/joint ventures (in Form AOC-1) is given in Annexure H.

**Deposits:**

The company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and its subsequent amendments.

**Directors and Key Managerial Personnel:**

All the Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations, 2015 and there is no change in their status of Independence.

Further Mr.N.P. Mani, Director is retiring at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The directors of the Company at their meeting held on 26<sup>th</sup> May 2017, subject to the approval of the shareholders passed the necessary resolutions authorising the company to pay commission not exceeding 1% of the net profits to the non-executive directors.

**Auditors:**

M/s Price Waterhouse, Chartered Accountants LLP, retire at the conclusion of the 56<sup>th</sup> Annual general meeting and are not eligible for reappointment in accordance with Section 139(2) of the companies Act 2013. The Board on the recommendation of the Audit Committee has identified M/s.Fraser & Ross, Chartered Accountants (Firm Regn. No.:000829S) and recommend their appointment as Auditors of the company for a period of 5 years from the conclusion of 56<sup>th</sup> Annual General Meeting until 61<sup>st</sup> Annual General Meeting for consideration of the shareholders.

**Cost Auditor:**

The Board had appointed M/s.C.S.Hanumantha & Rao, (Regn. No.:000216) as Cost Auditors for the financial year 2017-2018 to carry out the cost audit of the products manufactured by the Company. The remuneration payable to the cost auditors for the year 2017–2018 is being placed for the approval of the shareholders. The Cost Audit report for the financial year 2015-16 was filed in the MCA Website on 20<sup>th</sup> September 2016.

**Internal Auditors:**

M/s.Gopalaiyer & Subramanian, Chartered Accountants, Coimbatore have been appointed as the Internal Auditors of the Company for the year 2017-2018 in place of M/s.Fraser & Ross, Chartered Accountants who were the internal auditors of the company till the financial year till year ended 31<sup>st</sup> March 2017.

**Secretarial Audit:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s. KSR & Co. Company Secretaries LLP to conduct the Secretarial Audit of the Company for the financial year ended 31st March 2017. The Secretarial Audit Report is attached as Annexure-F to this Report.

**Policies:**

In accordance with the requirements of the Companies Act, 2013, the Listing Agreement and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has framed the required policies and the policies where mandated, are up-loaded on the Company's website under the web-link <http://www.bimite.co.in/policies>.

There were no material changes in the commitments affecting the financial position of the Company between the end of the financial year (31st March 2017) and the date of this report (16<sup>th</sup> June 2017).

There were no significant and material orders passed by Regulators or Courts or Tribunals which would impact the going concern status of the Company.

**Particulars of Employees and related disclosures:**

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1),(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure – I forming part of the Annual Report.

Having regard to the provisions of Section 136(1) read with and its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member is interested in obtaining such information may write to the Company Secretary and the same will be furnished free of cost.

**Board Meetings held during the year:**

During the year ended 31st March 2017, 4 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached as Annexure-B to this Report.

**Extract of Annual Return:**

An extract of Annual Return in Form MGT-9 as on 31<sup>st</sup> March 2017 is attached as Annexure-G to this Report.

**Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013:**

The details of loans / investments made by the Company are given in the financial statements.

**Related Party Transactions:**

All transactions entered by the Company with Related Parties were in the ordinary course of business and at arm's length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors. There were no materially significant transactions with Related Parties during the financial year 2016-2017 which were in conflict with the interest of the Company. The details of the transactions with related parties are given in the financial statements in Note No.37.

**Risk Management:**

The Company has constituted a Risk Management Committee. The Committee takes care of the external and internal risks associated with the Company. The Board of Directors oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting.

**Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Independent Directors at their meeting held on 11<sup>th</sup> February 2017 considered / evaluated the Board's performance, performance of the Chairman and other non-independent Directors. The Board have undergone formal review which comprised Board effectiveness and allied subjects. The Board also reviewed the workings of the various committees and sub-committees without participation of the concerned Directors / members.

**Internal Financial Control Systems and their Adequacy:**

Details of the same are provided in the Management Discussion and Analysis Report attached as Annexure-D to this Report.

**Research and Development, Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:**

Your Company continues to focus on Research and Development activities with specific reference to fuel efficiency, vehicle performance and enhancement of safety etc. The particulars prescribed under Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are furnished in Annexure-A to this Report

**Corporate Governance:**

Your Company is fully compliant with the Corporate Governance guidelines, as laid out in SEBI (LODR) Regulations, 2015. The details of the Code of Conduct are furnished in the Corporate Governance Report attached as Annexure-B to this Report.

The Secretarial Auditors of the Company have examined the requirements of Corporate Governance with reference to the provisions of SEBI (LODR) Regulations, 2015 and have certified the compliance, as required under SEBI (LODR) Regulations, 2015. The Certificate in this regard is attached as Annexure-C to this Report.

**Disclosure under the Sexual Harassment of women at work-place (Prevention, Prohibition and Redressal) Act, 2013 :**

The Company has duly complied with the requirements under the Act and no complaints were reported during the year.

**Corporate Social Responsibility (CSR):**

Annual report on CSR Activities undertaken by the Company for the Financial Year 2016-17 is annexed with this Report as Annexure-E.

**Vigil Mechanism:**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism which inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

**Directors' Responsibility Statement:**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with 134(5) of the Companies Act, 2013 in the preparation of financial statements for the year ended 31st March 2017 and state that:

- (a) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- (b) the directors had selected such accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period.
- (c) the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on a going concern basis.
- (e) the directors had laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are operating effectively.

**Transfer of Unclaimed Dividend to Investor Education and Protection Fund:**

Pursuant to the provisions of Section 125(2) of the Companies Act, 2013, the Company has transferred the unclaimed dividend amounts referable to the year ended 31st March 2009 to the credit of the Investor Education and Protection Fund during the year under review well before their respective due dates.

**Acknowledgement:**

The Directors wish to express their appreciation for the continued co-operation of the Central and State Governments, Bankers, customers, dealers, suppliers, share-holders and also the valuable support received from M/s.Daido Metal Company, Japan. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year.

For and on behalf of the Board

Chennai  
16th June 2017

**A. Krishnamoorthy**  
Managing Director



**ANNEXURE A TO THE DIRECTORS' REPORT :**

**PARTICULARS OF CONSERVATION OF ENERGY,  
TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

**(I) Steps taken for conservation of energy**

Energy conservation initiatives are being planned and implemented across manufacturing locations. Apart from regular practices and measures for energy conservation, many new initiatives were driven across all the units. Some of the key measures taken in all the plants are as follows:

- Energy efficient chillers
- New furnaces with low power consumption are installed
- Alternative energy efficient neutral atmosphere
- Energy efficient motors for utilities and replacement of capacitor panels to meet the current specifications and requirements.

**(II) The steps taken by the company for utilizing alternate sources of energy**

- Light Emitting Diode (LED) light installation in the entire plant premises
- Energy audits are conducted at all the manufacturing units at regular intervals and findings of the audit are implemented.

**(III) The capital investment on energy conservation equipment.**

**(A) Technology Absorption**

**(1) The efforts made by the company towards technology absorption.**

On Research and development the company is carrying out the following activities to fulfill short term and long term business goals of the company

- Development of high strength lead free Aluminum or Bronze alloys for engine bearing application and samples submitted to the customer and validation is in progress
- Development of superior overlay plating for high speed engines.

**(2) The benefit derived like product improvement, cost reduction, product development or import substitution.**

- Improved production methods to achieve higher yield and lower wastage
- Continuous benchmarking of products to achieve world class processes

**(3) In case of imported technology (Imported during the last three years reckoned from the beginning of the financial year)**

– Not applicable

**(4) The expenditure incurred on Research and Development**

Particulars	2016-2017	2015-2016
Capital	7.88 lacs	1.54 lacs
Revenue	109.20 lacs	109.58 lacs
Total	117.08 lacs	111.12 lacs

**(B) Foreign Exchange Earnings and outgo:**

Foreign exchange earned in terms of actual inflows during the year 2016-2017 was ₹2,801.90 lacs (Equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the year 2016-2017 was ₹4,176.32 lacs (Equivalent value of various currencies).

(CIF Value of imports – ₹4,165.80 lacs and Expenditure in Foreign currency ₹10.52 lacs).

# BIMETAL BEARINGS LIMITED

CIN: L29130TN1961PLC004466

## ANNEXURE - B TO DIRECTORS' REPORT – REPORT ON CORPORATE GOVERNANCE :

### 01) Company's Philosophy on code of governance :

Corporate Governance continues to be a strong focus area for the Company. Our philosophy on Corporate Governance emanates from resolute commitment to protect stakeholder rights and interests, proactively manage risks and create long-term wealth and value. It permeates in all aspects of working - workplace management, market place responsibility, community engagement and business decision.

### 02) Board of Directors :

(a) The Board consisted of the following Directors as on 31<sup>st</sup> March 2017:

#### Executive Directors:

Mr. A. Krishnamoorthy, Managing Director (DIN 00001778)

Mr. S. Narayanan, Whole-time Director (DIN 03564659)

#### Non-Executive Directors:

Mr. N. Venkataramani (DIN 00001639)

Mr. N. P. Mani (DIN 00675741)

#### Independent Directors:

Mr.P.M. Venkatasubramanian (DIN 00124505)

Mr. Krishna Srinivasan (DIN 02629544)

Mr. R. Vijayaraghavan (DIN 00026763)

Dr. Sandhya Shekhar (DIN 06986369)

(b) The Board met 4 (Four) times during the year i.e., on May 26, 2016, September 01, 2016, November 23, 2016 and February 10, 2017. Further a separate meeting of Independent Directors without the presence of the Non-Independent Directors and the executives of the Company was held on 11<sup>th</sup> February 2017.

(c) The attendance by the Directors at Board Meetings and last Annual General Meeting:

Name of the Director	Board Meeting	Annual General Meeting
Mr. A. Krishnamoorthy	4	Attended
Mr. N. Venkataramani	4	Attended
Mr. P.M. Venkatasubramanian	3	Attended
Mr. Krishna Srinivasan	4	Attended
Mr. R. Vijayaraghavan	4	Did not Attend
Dr. Sandhya Shekhar	4	Attended
Mr. N.P. Mani	3	Attended
Mr. S. Narayanan	4	Attended

The time gap between two Board Meetings did not exceed 120 days. The last Annual General Meeting was held on 22nd July 2016.