

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.Fraser & Ross,
Chartered Accountants

BANKERS:

Central Bank of India

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

**NOTICE TO THE SHAREHOLDERS OF THE FIFTY SEVENTH
ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifty Seventh 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 20th July 2018 at 3.30 p.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 2018 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 Statement of Profit and Loss for the year ended on 31st March 2018, the Balance Sheet as on that date, the annexures thereto, the Cash Flow Statement for the year ended on 31st March 2018, 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.9/- per share out of the current profits of the Company for the year ended 31st March 2018 amounting to Rs.3,44,25,000/- be declared and paid".
- (3) To appoint a director in place of Mr. S. Narayanan, Whole-time Director (DIN-03564659) 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. S. Narayanan, Whole-time Director (DIN-03564659), 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".

Special Business:

- (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 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 2018-19 as recommended by the Audit Committee be and is hereby ratified."

Chennai
30th May 2018

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.04:

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 2018-19 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.

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 18th July 2018 to 20th July 2018 (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 18th July 2018. 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 57th 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 2009-10 to the General Revenue Account of the Central Government / Investor Education and Protection Fund. The shares on which dividend / corporate action remains unclaimed for a period of seven years have also been transferred to the designated account of the 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 2011 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 Accounts.
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 change 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 2018 is being sent to all the members whose names will be appearing in the register of members as on 22nd June 2018. 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 2018 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 57th Annual General Meeting and the Annual Report for the year 2018 will also be available on the Company's Website, i.e. www.bimite.co.in Annual Report 2018.
10. All documents referred to in the accompanying Notice to the 57th 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 upto and including the date of the 57th Annual General Meeting.

Details of Mr.S.Narayanan, Whole-time 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.S.Narayanan
Date of Birth	:	12 th July 1960
Date of Appointment	:	1 st November 2012
Qualifications	:	B.Sc. (Maths) from Madras University B.Tech. (Hons) from Anna University M.B.A. from Case Western Reserve University, USA
Expertise in specific functional areas	:	Operations and Business Management
Directorships in other Companies	:	BBL Daido Private Limited IPL Green Power (P) Limited
Member of Committees of the Board of companies of which he is a Director	:	Corporate Social Responsibility Committee in BBL Daido (P) Limited
No. of shares held in the company	:	400
Relationship between Directors interse	:	Nil

BIMETAL BEARINGS LIMITED

CIN: L29130TN1961PLC004466

REPORT OF DIRECTORS

Your Directors have pleasure in presenting the Fifty Seventh Annual Report covering the operations for the year ended 31st March 2018 together with the accounts and Auditors' Report thereon.

FINANCIAL RESULTS:

	Year Ended 31-03-2018 (Rs. in Lacs)	Year Ended 31-03-2017 (Rs. in Lacs)
Net Revenue (Net of Excise Duty)	18,213.34	14,384.25
Profit before Interest, Depreciation and Taxation	1,763.51	1,104.16
Less : Interest	4.48	15.68
Depreciation	445.27	406.96
Profit before Tax after exceptional items	1,313.76	681.52
Less: Taxation [including Deferred Tax]	298.36	181.63
Profit after Tax after exceptional items	1,015.40	499.89
Other comprehensive income	371.97	448.69
Total comprehensive income for the year	1,387.37	948.58
Earnings per share (INR) (Basic and Diluted)	26.55	13.07

Operations :

The demand for the Heavy and Medium Commercial vehicles grew by 11% and the LCV market grew by 19%. The tractor demand was also robust for the year. Post GST implementation, there was an increase in the sale and production of vehicles in the above category. The year ended with a growth over last year for products. The demand for intermediate and end products in the export segment had shown robust demand which contributed in improving the turnover for the year.

The focus on cost reduction measures undertaken with further rationalization of Product and production facilities as planned were implemented and the benefits are seen in the performance and the results for the current year. The current year has started off with the same buoyant demand in all segments and it is expected to be sustained during the year.

Dividend :

Your Directors recommend a dividend of Rs.9/- per share (previous year: Rs.7.50 per share) on the paid up capital for the financial year ended 31st March 2018. 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. 203.81 lakhs to the General Reserve for the year ended 31st March 2018 increasing the General Reserve to Rs. 13,703.81 lakhs.

Consolidated Financial Statements :

The consolidated financial statements of your Company for the financial year 2017-18 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued there under, applicable accounting standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consolidated financial statements of your Company take into account the financial statement prepared by the respective management of M/s.BBL Daido Private Limited, a Joint Venture Company and M/s.IPL Green Power Limited, an Associate Company.

Subsidiaries, Associates and Joint Ventures:

M/s.BBL Daido Private Limited, a Joint Venture Company with M/s.Daido Metal Company, Japan has achieved a turn-over of Rs.73.36 Crores and earned a profit of Rs. 5.76 Crores and Rs. 5.11 Crores before and after taxes respectively for the year 2017-18 as against a turnover of Rs 54.52 Crores and a profit / (loss) before and after tax of (Rs. 6.23 Crores) and (Rs. 6.23 Crores) respectively for the previous year 2016-17. M/s. IPL Green Power Limited, an Associate of the Company is yet to commence its commercial production.

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 attached to the financial statements.

Deposits:

The company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies under 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.

Mr.S.Narayanan, Whole-time 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 23rd March 2018 passed the necessary resolutions appointing Mr.A.Krishnamoorthy as the Managing Director of the company for a term of 3 (Three) years from 1st April 2018. Further the Directors of the Company at their meeting held on 14th November 2017 passed the necessary resolutions reappointing Dr.Sandhya Shaker as an Independent Director of the company for a term of 5 (Five) years from 14th November 2017. Necessary approvals from the members have been obtained through the postal ballot route on 26th May 2018.

Auditors:

M/s. Fraser & Ross, Chartered Accountants (Firm Regn. No.: 000829S) are the Statutory Auditors of the Company for the period of 5 years from the conclusion of 56th Annual General Meeting until the conclusion of the 61st Annual General Meeting.

Cost Auditor:

The Board had appointed M/s.C.S.Hanumantha Rao & Co., (Regn. No.: 000216) as Cost Auditors for the financial year 2018-19 to carry out the cost audit of the products manufactured by the Company. The remuneration payable to the cost auditors for the year 2018-19 is being placed for the approval of the shareholders. The Cost Audit report for the financial year 2016-17 was filed in the MCA Website on 11th October 2017..

Internal Auditors:

M/s.Gopalaiyer & Subramanian, Chartered Accountants, Coimbatore are the Internal Auditors of the Company for the year 2018-19.

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 2018. The Secretarial Audit Report is attached as Annexure-E 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 wherever mandated, are up-loaded on the company's website, under the web-link <http://www.bimite.co.in/policies>.

Change in the nature of business, material changes and commitments affecting the financial position:

There were no changes in the nature of the business of the company. There were no material changes in the commitments affecting the financial position of the Company between the end of the financial year (i.e. 31st March 2018) and the date of this report (i.e. 30th May 2018). 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 - 1 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 2018, 6 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 31st March 2018 is attached as Annexure-F 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 2017-18 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.36 of the financial statements.

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 15th February 2018 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.

Internal Complaints Committee:

The Company has put in place a policy for prevention, prohibition and redressal against sexual harassment of women at the work place to protect women employees and enable them to report sexual harassment at the work place. An Internal Complaints Committee headed by a woman employee has also been constituted for this purpose. No complaints were received from any employee during the year ended 31st March 2018.

Corporate Social Responsibility (CSR) initiatives:

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and its subsequent amendments, your Company framed a Policy on Corporate Social Responsibility and the required amount of Rs.13.70 lacs was spent towards Corporate Social Responsibility obligations and the details of which are provided in the Annexure-D to this Report.

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 2018 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 2010 to the credit of the Investor Education and Protection Fund during the year under review well before their respective due dates. The shares on which dividend / corporate action remained unclaimed for a period of seven years were also transferred to the designated account of the Investor Education and Protection Fund.

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.

Chennai
30th May 2018

For and on behalf of the Board

A. Krishnamoorthy
Managing Director

ANNEXURE - A TO THE DIRECTORS' REPORT:

PARTICULARS OF CONSERVATION OF ENERGY,
TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO FOR THE YEAR 2017-18

(A) Energy conservation measures taken

The manufacturing units of the company have continued their efforts to reduce the energy consumption. 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

- New type of furnaces with low power consumption are installed.
- Energy efficient motors for utilities and replacement of capacitor panels to meet the current specifications and conservation of energy.
- Arresting air leakage and optimization of air pressure network.
- New dryers are installed to conserve energy.
- Energy audits and Thermo mappings are conducted at all the manufacturing units at regular intervals and findings of the audit are implemented.

(B) The capital investment on energy conservation equipment.

The Company has spent Rs. 213.94 lakhs as capital investment on energy conservation equipments during the financial year 2017-18.

Technology Absorption

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

- Development of high strength lead free Alu-tin alloys for engine bearing application and samples submitted to the customer and vehicle level validation is under progress.
- Development of lead free bronze alloy for Bearings and Bushes.
- Latest software has been installed to strengthen new product development methodology to meet EURO VI norms.
- Establishing product credibility through global supplies.

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

- New bearings and bushes developed for emerging applications.

(c) In case of imported technology (Imported during the last three years reckoned from the beginning of the financial year) – Not applicable

(d) The expenditure incurred on Research and Development (Rs. Lakhs)

Particulars	2017-18	2016-17
Capital	42.13	7.88
Revenue	104.95	109.20
Total	147.08	117.08

(C) Foreign Exchange earnings and outgo.

Foreign exchange earned in terms of actual inflows during the year 2017-18 was Rs.3,402.33 lacs (Equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the year 2017-18 was Rs.3,730.07 lacs (Equivalent value of various currencies).
(CIF Value of imports – Rs. 3,706.51 lacs and Expenditure in Foreign Currency – Rs.23.56 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 - work place management, market place responsibility, community engagement and business decision.

02) Board of Directors :

(a) The Board consisted of the following Directors as on 31st March 2018:

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 6 (Six) times during the year i.e., on 26th May 2017, 16th June 2017, 5th August 2017, 14th November 2017, 2nd February 2018 and 23rd March 2018. Further a separate meeting of Independent Directors without the presence of the Non-Independent Directors and the executives of the Company was held on 15th February 2018.

(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	6	Attended
Mr.N.Venkataramani	4	Attended
Mr.P.M.Venkatasubramanian	6	Attended
Mr.Krishna Srinivasan	6	Attended
Mr.R.Vijayaraghavan	6	Attended
Dr.Sandhya Shekhar	5	Attended
Mr.N.P.Mani	4	Attended
Mr.S.Narayanan	5	Attended

The time gap between two Board Meetings did not exceed 120 days. The last Annual General Meeting was held on 21st July 2017.

(d) Directors' membership as on 31st March 2018 in the Board or Committees thereof (excluding foreign companies):

Name of the Director	Shares / Convertible Instruments held	Other Boards	Other Board Committees
Mr.A.Krishnamoorthy	50 Shares	12	10 (6 as Chairman)
Mr.N.Venkataramani	150 Shares	11	5 (2 as Chairman)
Mr.P.M.Venkatasubramanian	Nil	5	11 (7 as Chairman)
Mr.Krishna Srinivasan	Nil	1	1 (as Chairman)
Mr.R.Vijayaraghavan	Nil	8	18 (7 as Chairman)
Dr. Sandhya Shekhar	Nil	1	1
Mr.N.P.Mani	Nil	5	10 (1 as Chairman)
Mr.S.Narayanan	400 Shares	2	1

None of the Independent Directors of the company serve as Independent Directors in more than 7 listed companies and none of the Independent Director is serving as a Whole-time Director in a listed company. Further the committee memberships and Chairmanships are within the limits specified under the applicable laws.

None of the directors hold any convertible instruments. The details of the familiarization programmes imparted to Independent Directors are made available at [www.bimite.co.in/information-to-shareholders/disclosure-under-Clause-46-of-SEBI-\(LODR\), 2015](http://www.bimite.co.in/information-to-shareholders/disclosure-under-Clause-46-of-SEBI-(LODR),-2015).

03) Audit Committee:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Clause 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as applicable. During the year ended 31st March 2018, the Audit Committee met 5 times i.e. on 26th May 2017, 16th June 2017, 5th August 2017, 14th November 2017 and 2nd February 2018 under the Chairmanship of Mr. P.M. Venkatasubramanian. The maximum gap between any two meetings was less than four months. Mr. K. Vidhya Shankar, Company Secretary is the Secretary of the Audit Committee. Apart from the members of the Audit Committee, the Managing Director, the Whole-time Director, the Chief Financial Officer, representatives of the statutory and internal audit firms are permanent invitees to the meeting. The composition of the committee and the attendance of its members are given below:

Name of the Director	No. of Audit Committee Meetings attended
Mr. P.M. Venkatasubramanian	5
Mr. N. Venkataramani	4
Mr. Krishna Srinivasan	5
Mr. R. Vijayaraghavan	5

04) Nomination & Remuneration Committee:

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Clause 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also Section 178 of the Companies Act, 2013 apart from any references made to it by the Board of Directors. During the year ended 31st March 2018 the Committee met 3 times i.e., on 26th May 2017, 14th November 2017 and 23rd March 2018 under the Chairmanship of Mr. P.M. Venkatasubramanian. The performance evaluation for Independent Directors is detailed in the Board's report. The composition of the committee and the attendance of its members are given below:

Name of the Director	No. of Committee Meetings attended
Mr. P.M. Venkatasubramanian	3
Mr. Krishna Srinivasan	3
Mr. R. Vijayaraghavan	3

The details of the remuneration paid / payable to Executive and Non-Executive Directors for the year ended 31-03-2018 are given below:

Name of the Director	No. of shares held	Amount (Rs.)
Mr. A. Krishnamoorthy (Chairman & Managing Director) :	50	
Fixed Component		
Salary		51,50,000/-
Contribution to Provident & Other Funds / Other benefits		12,93,268/-
Variable Component - Performance based Commission		Nil
Sub - Total	50	64,43,268/-
The Company had entered into a service agreement with Mr. A. Krishnamoorthy, Managing Director for a period of 3 years effective 1st April 2015 terminable by either party by giving three calendar months' notice in writing. No severance fee is payable upon termination. further he was re-appointed for a period of 3 years w.e.f. 1st April 2018 with the approval of the members through the postal ballot route on 28th May 2018.		
Mr.S.Narayanan, Whole-time Director :		
Fixed Component		
Salary	400	45,60,000/-
Contribution to Provident & Other Funds / Other Benefits		16,60,411/-
Variable Component – Performance Bonus.		8,00,000/-
Sub - Total	400	70,20,411/-
The Company had entered into a service agreement with Mr.S.Narayanan, Whole-time Director for a period of 3 years effective 1st November 2015 terminable by either party by giving three calendar months' notice in writing. No severance fee is payable upon termination.		
	450	1,34,63,679/-