



# **BIMETAL BEARINGS LTD.**



**ANNUAL REPORT 2019 - 2020**

# BIMETAL BEARINGS LIMITED

CIN:L29130TN1961PLC004466

## CONTENTS

	Page. No.
Notice to Members	2
Directors' Report	9
Report on Corporate Governance	15
Auditors' Certificate on Corporate Governance	22
Management Discussion & Analyses Report	23
Secretarial Audit Report	24
Independent Auditors Report	37
Standalone Financial Statements	43
Standalone Cash Flow Statement	46
Consolidated Financial statements	91

## 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 (P) 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

(CIN: L29130TN1961PLC004466)

Registered Office: "Huzur Gardens", Sembium, Chennai 600 011

E-mail: vidhyashankar@bimite.co.in / website: www.bimite.co.in

Tel: (0422) 2221159 / 97902 46890

---

## NOTICE TO THE SHARE-HOLDERS OF THE 59TH ANNUAL GENERAL MEETING

---

Notice is hereby given that the 59th Annual General meeting of the members of Bimetal Bearings Limited will be held on Monday the 31st August 2020 at 11.00 a.m. Indian Standard Time ("IST"). The Annual General Meeting shall be held by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on account of outbreak of Covid-19 (coronavirus) pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

### Ordinary Business:

- 01) To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2020 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 2020, the Balance Sheet as on that date, the annexures thereto, the Cash Flow Statement for the year ended on 31st March 2020, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted".

- 02) 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/- per share out of the current year's profit and retained earnings of the Company for the year ended 31st March 2020 amounting to Rs.2,67,75,000/- be declared and paid".

- 03) 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 a special 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".

### Special Business:

- 04) 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.1,10,000/- (Rupees One Lakh and Ten Thousands 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 2020-21 as recommended by the Audit Committee be and is hereby ratified."

Coimbatore  
June 29, 2020

By Order of the Board  
K.Vidhya Shankar  
Company Secretary  
(Membership No. ACS 9105)

## **Statement of Material Facts (Explanatory statement) pursuant to Section 102 of the Companies Act, 2013:**

### **For Item No. 3:**

As per the provisions of the Notification No. SEBI/LAD-NRO/GN/ 2018/10 issued by the Securities and Exchanges Board of India (SEBI) on 9th May 2018, it is mandatory to get the approval of the share-holders (by means of special resolutions passed at a general meeting) to re-appoint a non-executive director to the Board who have attained the age of 75 years as on 1st April 2019. Mr.N.P.Mani (aged 82 years) is a Non-Executive Director who gets attracted by the provisions of the said notification issued by SEBI. Mr.N.P.Mani has been associated with the Company since April 1987 at a senior level and subsequently held the post of Whole-time Director for a period of 6 years from November 2006 and is currently serving the Board as a Non-Executive Director. The Board is confident that his continued contribution at the Board level would benefit the Company.

### **Memorandum of Interest:**

Mr.N.P.Mani (holding Nil shares in the Company) is interested in the resolutions to the extent of his share-holding and the remuneration payable to them. No other Director / Key Managerial Personnel and their relatives is concerned or interested in the resolution. He is a member in the following committees in the Company viz. Stake-holders Relationship cum Investors' Grievance Committee and Risk Management Committee. The Directors recommend the resolution for consideration and approval of the members. The details [pursuant to Clause 36(3) of SEBI (LODR) Regulations, 2015] in connection with the re-appointment of Mr.N.P.Mani, Director are furnished hereunder:

Name & Date of Birth	:	Mr.N.P.Mani - 22nd August 1937
Date of appointment	:	1st November 2006
Qualifications	:	DMET (Ministry of Transport)
Expertise in specific Functional areas	:	Technical knowledge in the operations of the Company

### **Details of other Directorships**

T.Stanes & Company Limited	Shardlow India Limited
BBL Daido (P) Limited	Stanes Motors (South India) Limited

### **Details of other Committee memberships**

Member in Audit Committee and Corporate Social Responsibility Committee in M/s.T.Stanes & Company Limited

Member in Audit Committee and Nomination & Remuneration Committee in M/s.Shardlow India Limited

Relationship between directors inter-se : Nil

### **For item No. 4:**

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 2020-21 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 Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the director proposed to be re-appointed has been set out in the Explanatory Statement to this Notice.
2. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to vidhyashankar@bimite.co.in / csdept@bimite.co.in mentioning their Name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail. The notice and the Annual Report are also available at the following link-<https://www.bimite.co.in/annualreport2020> (Company's website) and also at [www.bseindia.com](http://www.bseindia.com) (official website of M/s.BSE Limited).

3. The register of members and Share Transfer Books of the Company under the physical mode will remain closed from 28th August 2020 to 31st August 2020 (both days inclusive). In the case of dematerialised shares, the Dividend that may be declared at the 59th AGM will be paid to the members whose names appear in the Beneficiary Position list submitted by NSDL and CDSL as on 28th August 2020. 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 59th AGM.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR No., 11 digit IFSC code No., and core banking account No.,) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of the Company's R&T agent are:

**M/s.GNSA Infotech (P) Ltd.,**  
 "Nelson Chambers", "F"- Block, STA Dept.,  
 4th Floor, No.115, Nelson Manickam Road,  
 Aminthakarai, Chennai - 600 029  
 Tel: (044 – 42962025 / 42962026)  
 E-mail: krishnakumar@gnsaindia.com

7. As per Sections 124 and 125 of the Companies Act, 2013, the unpaid or unclaimed dividend amounts lying in unpaid dividend accounts for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying equity shares of such unpaid or unclaimed dividend amounts, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The unclaimed dividend in respect of the financial year 2012-13 is in the process of being transferred to the IEPF in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013. The members, whose unclaimed dividends/shares have been already transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web-Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For further details on this subject, the share-holders are requested to get in touch with the Company Secretary by providing the details available in their custody.
8. As per Rule 5 of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125(2) of the Act, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website at the link <https://www.bimite.co.in/unpaid-dividend-details> and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA, before the unclaimed dividends are transferred to the IEPF. The Company's RTA in this regard has also intimated by sending a communication to all the Members whose dividends have remained un-encashed, with a request to send the requisite documents to them for claiming un-encashed dividends.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned above. The prescribed form in this regard may also be obtained from the RTA. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
10. Members desiring any information relating to the annual accounts of the Company for the year ended 31st March 2020 are requested to send an email to the Company to [vidhyashankar@bimite.co.in](mailto:vidhyashankar@bimite.co.in) / [csdept@bimite.co.in](mailto:csdept@bimite.co.in) at least ten (10) days before the meeting.

11. In accordance with the General Circular No.20/2020 Dt.5th May 2020, read with the circulars Dt.8th April 2020 and 13th April 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular Dt.12th May 2020 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing / other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company / RTA / Depository Participants. For Members who have not registered their email addresses, kindly register the same by sending an e-mail to [vidhyashankar@bimite.co.in](mailto:vidhyashankar@bimite.co.in) / [csdept@bimite.co.in](mailto:csdept@bimite.co.in) as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by e-mail, in view of the impact of Covid-19 pandemic and instructions available in the Applicable Circulars.
12. Members who have not updated their latest email addresses in the records of the Company / their Depository Participants are requested to update the same at the earliest i.e. by 24th August 2020. The notice and documents will be sent by e-mail only to those Members who register their e-mail addresses on or prior to this date.
13. The Company is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM) and live webcast of the proceedings of the AGM on 31st August 2020 from 11.00 a.m. (IST) onwards at the web link– <https://www.evoting.nsdl.com>.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to [madhu@ksrandco.in](mailto:madhu@ksrandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Instructions for attending AGM through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)**

16. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN No.113263 of the Company. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned at point no.28 in the Notes. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
17. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled time i.e.11.00 a.m. (IST) on 31st August 2020 (Monday) and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled starting time of the AGM. Facility for joining the AGM through the VC / OAVM shall be available for members on first-come-first-served basis.
18. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL, e-mail: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in), Tel: 022-24994360 / Ms. Pallavi Mhatre, Manager, NSDL, e-mail: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 022-24994545.
19. Members are encouraged to join the AGM through personal computers / laptops for better user experience. Also, Members will be required to have stable internet / broadband connection to avoid any disturbance during the meeting. Please note that members joining the AGM through mobile devices, tablets or through personal computers / laptops connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.

#### **Instructions for Remote Electronic Voting (Remote e-voting)**

20. In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (from time to time) and the Secretarial Standard No. 2 on General Meetings, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means and business may be transacted through such voting. The Company has engaged the services of the NSDL to provide the e-voting facility.



21. The remote e-voting period commences on Friday, 28th August 2020 (9:00 a.m. IST) and ends on Sunday, 30th August 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical or in dematerialized form, as on 24th August 2020 ("the cut-off date"), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
22. The facility for voting, through electronic voting system shall also be made available at the meeting for Members who have not already cast their vote prior to the meeting by remote e-voting. The Members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Further, votes once cast either by way of remote e-voting or at the AGM cannot be changed.
23. The voting rights of Members shall be in proportion to the amount paid-up on the total number of shares held by the respective member with the total share capital issued by the Company as on the cut-off date. Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information only. Only a person who is a member i.e. whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
24. Dr C.V.Madhusudhanan, Partner, KSR & Co. Company Secretaries LLP has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
26. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the instructions available in the Applicable Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this notice.
28. The instructions for shareholders for remote e-voting are as under:
  - a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
  - b) Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders / Members" section.
  - c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to cast your vote electronically

d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
1. For members who hold shares in demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DPID is IN300***** and Client ID is 12***** then your user ID is IN300*** 12*****
2. For members who hold shares in demat Account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
3. For members holding shares in Physical form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is BL **** then user ID is 123456BL****

e) Your password details are given below:

1. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
2. If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
3. **To retrieve your initial password :** If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
4. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- f) After entering your password, click on agree to "Terms and Conditions" by selecting the check box. Thereafter click on the "Login" button.
- g) After successful login, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- h) After clicking on Active Voting Cycles, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.
- i) Select "EVEN" of the Company, which is 113263. Now you are ready for e-voting as the voting page opens.
- j) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- k) Upon confirmation, the message "vote cast successfully" will be displayed.
- l) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- m) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
30. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms.Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545.

You may also send an e-mail to the Company at [vidhyashankar@bimite.co.in](mailto:vidhyashankar@bimite.co.in) / [csdept@bimite.co.in](mailto:csdept@bimite.co.in)

31. The results of the voting will be announced within forty-eight (48) hours after the conclusion of the meeting and will be communicated to M/s.BSE Limited, Mumbai. Further the voting results will be also displayed in the Company's website [www.bimite.co.in](http://www.bimite.co.in) immediately.

# BIMETAL BEARINGS LIMITED

CIN: L29130TN1961PLC004466

## REPORT OF DIRECTORS

Your Directors have pleasure in presenting the Fifty Ninth Annual Report covering the operations for the year ended 31st March 2020 together with the accounts and Auditors' Report thereon.

### FINANCIAL RESULTS:

	Year ended 31-03-2020 (Rs. in Lakhs)	Year ended 31-03-2019 (Rs. in Lakhs)
Net Revenue	14,912.90	20,640.69
Profit before Interest, Depreciation and Taxation	714.95	2,043.73
Less: Interest	8.32	3.16
Depreciation	566.99	505.67
Profit before Tax	139.64	1,534.90
Less: Taxation [including Deferred Tax]	(24.90)	503.51
Profit after Tax	164.54	1,031.39
Other Comprehensive Income	(503.18)	70.08
Total Comprehensive Income for the year	(338.64)	1,101.47
Earnings per share (INR) (Basic & Diluted)	4.30	26.96

### Operations:

The first quarter of Financial Year 2019 – 2020 saw demand from OEM's similar to the last quarter of the previous year. Balance period of the current year saw the demand for most segments drop precipitously from the previous year levels. Implementation of regulatory measures like axle load increase, safety norms, emission norm change etc., created this phenomenon across the Industry. The reduction in demand impacted the Company and Plants were having lower utilization in its facilities. The measures taken to control the spread of pandemic during the last week of March affected the overall demand and sales in all segments.

The sale of intermediate and the end products was good for the year and we have been able to perform as per the projections in this market. The focus on cost reduction measures has been a regular exercise and we will be undertaking further rationalization of product and production facilities to benefit the performance and results for the current year.

The current year projections are being viewed closely in the light of restrictions being imposed at various places in the Country. The demand from customers have also yet to materialize due to their own restricted operations. The Company is closely regulating the demand and ensuring fulfillment of demand whenever schedules are received. We have restricted the work schedules to match the demand on hand and have engaged in aggressive cost reduction activities in preparation for the second half of the year.

### Dividend:

Your Directors recommend a dividend of Rs.7/- per share (previous year: Rs.10/- per share) on the paid up capital for the financial year ended 31 March 2020.

### Transfer of Unclaimed Dividend to Investors 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 2012 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 IEPF.

### Reserves:

Your Directors have recommended transfer of Rs.550 lakhs to the General Reserve for the year ended 31st March 2020 increasing the General Reserve to Rs.14,553.81 lakhs.

### Consolidated Financial Statements:

The consolidated financial statements of your Company for the financial year 2019-20 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 (P) Ltd., a Joint Venture Company with M/s.Daido Metal Company Limited, Japan has achieved a turn-over of Rs.8,548.92 Lakhs and earned a profit of Rs.104.85 Lakhs and Rs.75.96 Lakhs before and after taxes respectively for the year 2019-20 as against a turnover of Rs.9,136.45 Lakhs and a profit before and after tax of Rs.679.92 Lakhs and Rs.543.81 Lakhs respectively for the previous year 2018-19. M/s. IPL Green Power Ltd., 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 the salient features of the financial statements of the Company's Associates/Joint Ventures in Form AOC-1 is attached as Annexure - I to this report.