

BIMETAL BEARINGS LIMITED

"Huzur Gardens", Sembium, Chennai 600 011

Proceedings of the **Forty Ninth Annual General Meeting** of the Share-holders of **Bimetal Bearings Limited** held on **Friday the 23rd day of July 2010 at 10.15 a.m.** at **Hotel New Woodlands, 72/75, Dr.Radhakrishnan Salai, Mylapore, Chennai - 600 004.**

PRESENT:

Mr.A.Krishnamoorthy

Chairman & Managing Director & Shareholder.

Also representing

India Pistons Limited,

Amalgamations Private Limited

Simpson & Company Limited

Sri Rama Vilas Service Limited

Associated Printers [Madras] Private Limited

Higginbothams Private Limited

Mr.N.Venkataramani

Director, Shareholder & Chairman - Share Transfer &
Shareholders / Investors' Grievance Committee

Mr.P.M.Venkatasubramanian

Director & Chairman - Audit Committee

Dr.R.Mahadevan

Director

Mr.Krishna Srinivasan

Director

Mr.N.Venkataraman

Vice President (Finance)

K. Vidhya Shankar

Deputy General Manager [Costing] & Company Secretary

In addition to the above, 1141 members of the company were present [in all representing 75.08% of the paid-up share capital of the Company] either in person or by proxy. Pursuant to Section 307(7) of the Companies Act, 1956, the Register of Director' Shareholdings was kept open and was accessible to the members during the meeting. As per article 27(a) of the Articles of Association of the Company, Mr.A.Krishnamoorthy, Chairman & Managing Director took the Chair. The chairman formally declared that the necessary quorum as per article 26(a) of the Articles of Association of the Company was present for the meeting. As per the directions of the Chair, Mr.K.Vidhya Shankar, Deputy General Manager [Costing] & Company Secretary read the notice convening the meeting and also the Auditors' Report.

The chairman later addressed the members and in his speech covered the performance of the Company during the year ended 31st March 2010. He said that the economic slowdown during the last Financial Year and its consequent impact on the Company continued for the first half of the year under review. However the second half saw a significant recovery in schedules of off-take from the OE Manufacturers and the After Market. The Company was able to respond effectively, particularly in the Passenger Cars and Commercial Vehicles. The Replacement Market was quite buoyant. The export segment of the activity witnessed a substantial reduction during the year under review. The good performance with improved mix during the second half of the financial year enabled the Company to post better profits despite reduction in turnover and increase in energy charges and in ferrous and non-ferrous material costs. The treasury gains well supported the productive efforts. Consequently profits before tax and after tax were higher than last year.

The Company was pursuing the newer opportunities to grow the volumes with increased presence in the existing customers as also in the newer passenger and cargo vehicles. Investments both in capital equipments and in development activities are continuing. The Company has undertaken initiatives to develop material technology to meet the requirements of the OE Manufacturers.



The share holders who spoke on the occasion wanted to know the details of

- a) Dividend pay-out policy followed by the Company
- b) Miscellaneous expenses
- c) High level of Bank Balances as at 31st March, 2010
- d) Increased level of stock holding
- e) Loss on assets discarded
- f) Loan given to Company in which Directors are interested
- g) Investment made in Arkay Energy, (Rameswaram) limited.

They also said that the Percentage of Dividend declared could be higher, compared to large reserves that the Company was having apart from healthy funds position. They also suggested that the 50th Year of the Company was to be celebrated in a grand scale.

The Chairman answered all the queries raised by the share holders to their satisfaction and furnished the details sought for by them. Later the Chairman took up for consideration the items listed in the agenda.

ORDINARY BUSINESS:

01) Adoption of Annual Balance Sheet as at 31st March 2010 and the Audited Profit and Loss Account for the year ended 31-03-2010 and the Auditors' and Directors' Report thereon :

Mr.A.Gopinathan proposed and Mr.S.Viswanathan seconded that it be: **"RESOLVED** that the audited Balance Sheet as at **31st March 2010**, the Profit and Loss Account for the year ended on that date, and the relevant cash flow statement together with the Auditors' and Directors' Report thereon be approved and adopted" - **This resolution was carried unanimously.**

02) Declaration of Dividend :

Mr.R.G.Muthuswamy proposed and Mr.C.Nagendra Prasad seconded that it be: **"RESOLVED** that a **Dividend of Rs.8/- per share** on the paid-up capital of the company of Rs.3,82,50,000/- be and is hereby declared for the year ended **31-03-2010** absorbing a sum of **Rs.3,06,00,000/-** and that the Board of Directors are hereby authorised to pay such Dividend to the eligible members before the stipulated period" - **This resolution was carried unanimously.**

03) Election of Dr.R.Mahadevan as Director :

Mr.R.Sivakumar proposed and Mr.C.Nagendra Prasad seconded that it be: **"RESOLVED** that **Dr.R.Mahadevan** who retires by rotation under Article 30(f) (ii) of the Articles of Association of the Company and being eligible be and is hereby re-elected as Director of the Company whose term of office is liable to determination by retirement of Directors by rotation" - **This resolution was carried unanimously.**

04) Election of Mr.P.M.Venkatasubramanian as Director :

Mr.N.Sethuvenkataraman proposed and Mr.N.Sivasailam seconded that it be: **"RESOLVED** that **Mr.P.M.Venkatasubramanian** who retires by rotation under Article 30(f) (ii) of the Articles of Association of the Company and being eligible be and is hereby re-elected as Director of the Company whose term of office is liable to determination by retirement of Directors by rotation" - **This resolution was carried unanimously.**



05) To appoint Auditors and fix their remuneration :

Mr.N.Sivasailam proposed and Mr.A.Gopinathan seconded that it be:

"RESOLVED that the retiring Auditors, M/s.Price Waterhouse, Chartered Accountants, Chennai be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them". - This resolution was carried unanimously.

SPECIAL BUSINESS:

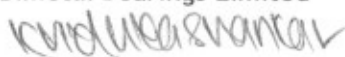
06) Election of Mr.R.Vijayaraghavan as Additional Director :

The following resolution was moved by Mr.K.Mohnasundaram and seconded by Mr.K.S.Jeyaraman as Ordinary Resolution:

"RESOLVED THAT Mr.R.vijayaraghavan who was appointed as Additional Director by the Board of Directors on 10-05-2010 and who holds office up to the date of the Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr.R.Vijayaraghavan as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation". - The resolution was put to vote and declared carried unanimously.

With the vote of thanks to the chair, the meeting terminated.

/Certified True Copy/
For Bimetal Bearings Limited



K.Vidhya Shankar
DGM (Costing) & Company Secretary /
Compliance Officer