

SNL Bearings Ltd.



August 18,2017

The Manager
Corporate Relationship Dept.
BSE Ltd.
1st Floor,New Trading Ring
Rotunda Building, P J Towers
Mumbai 400 001

Scrip Code/Symbol: 505827/SNL

Dear Sirs,

Sub: Proceedings of the 37th Annual General Meeting of the Members of the Company.

Please find enclosed herewith the proceedings (Minutes) of the 37th Annual General Meeting of the Members of SNL Bearings Ltd. held on 21st July, 2017 duly signed by the Chairman.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For SNL BEARINGS LTD


BANKIM PUROHIT
COMPANY SECRETARY

Encl: as above

cc: The Secretary
The Calcutta Stock Exchange Association Ltd
7 Lyons Range, Calcutta 700 001 Fax: (033) 22302514/22304486

MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SNL BEARINGS LIMITED HELD AT THE CONFERENCE ROOM, 5TH FLOOR, DHANNUR, SIR P.M. ROAD, FORT, MUMBAI 400 001 ON WEDNESDAY 21ST JULY, 2017 AT 12.00 NOON

PRESENT

1.	MS.H.S.ZAVERI]	CHAIRMAN
2.	MR.S C RANGANI]	DIRECTORS
3.	MR.J S MAINI]	
4.	MR.J D DIWAN]	
5.	MR. BANKIM PUROHIT]	COMPANY SECRETARY
6.	MR. KUNAL BORKHATARIA]	REPRESENTATIVE OF STATUTORY AUDITOR (RETIRING)
7.	MR. UPENDRA C. SHUKLA]	SECRETARIAL AUDITOR & SCRUTINIZER FOR E-VOTING & VOTING BY POLL

19 members present in person representing 76.18% of voting powers.

Welcoming the members to the 37th Annual General Meeting. Ms.H S Zaveri, Chairman called the meeting to order, after confirming with the Company Secretary about the requisite quorum of 19 members present. With the permission of the members present, the notice convening the meeting, the Directors' Report and Auditors' Report all having been already circulated, were taken as read. Thereafter the Chairman read out the following statement (copy of which was circulated to the members at the meeting).

Company's performance for the period under review

Despite the challenging environment in the Indian economy, with demonetization and implementation of BS-IV emission norms, which had a dampening effect on sales, your company achieved sales growth - net revenues during the year at Rs. 3352.78 lacs (previous year Rs.3006.67 lacs) are higher by 11.51%. PBT has increased by 16.56% from Rs.850.33 lacs to Rs.991.71 lacs mainly on account of higher volumes.

FY 2016-17 saw robust GDP growth in India at 7.1% supported by strong consumption growth and government spending. Globally, the environment has been subdued, affected by uncertainties in the global financial markets, slowdown in investments arising from setbacks such as Brexit and weak growth in China.

The Indian economy, helped by lower global fuel and commodity prices and the well managed fiscal and monetary policies of the Government, resulting in domestic savings rate increases and improved tax collections, also positively impacted rural demand for passenger vehicles and farm equipment segments resulting in higher sales for your company.

Your Company's emphasis on improving quality and productivity has further helped it to leverage its competitive strength for sales and profit growth during the year.



CHAIRMAN'S INITIALS

Current year outlook and business strategy

With forecasts of a bountiful monsoon and government spending in the economy mainly in the areas of Transportation (Roads, Railways and Metro Rail projects), Defence (mainly towards indigenization under the " Make In India " drive), and GST implementation, are all expected to benefit the economy and boost industrial growth. With overall GDP growth estimated at 7% and inflation controlled at < 5%, the automotive sector is also expected to benefit, particularly with a growing middle class and rapid urbanization which will drive the need for personal and public transportation in the expanding cities of the country.

As India addresses the twin challenges of inclusive growth and sustainability, a good monsoon with improved availability of rural finance, will positively influence demand for motor cycles as well as agricultural tractors. In line with market demand , OEMs are expanding capacity and have planned many new launches.

The continued capacity expansion by major OEMs, has encouraged auto component manufacturers to invest in new capacities and expand operations while effectively addressing challenges of fuel efficiency, safety and increased comfort.

Your company will continue to focus on manufacturing efficiencies and leverage its competitive strength to meet customer growth plans and increase market share.

FY 2017-18 Q1

During the quarter ended 30th June, 2017, sales turnover (exclusive of excise duty) of Rs. 790 lacs has grown by 5.61% compared to the sales turnover of Rs. 748 lacs achieved during the corresponding quarter of the previous year. Profit after tax during the quarter 1 has also grown by 19.70 % to Rs.158 lacs compared to Rs. 132 lacs during the corresponding quarter of the previous year.

The Company has projected growth in sales turnover with enhanced volumes coming from new products developed and additions to its customer base. Financial results are also projected higher with all measures in place to minimize waste, increase efficiencies and produce high quality products. Management will capitalise on all opportunities and expects to further improve performance during the current year.

Acknowledgements

I take this opportunity to thank the company's shareholders, bankers, customers and stockists, and suppliers, for their dedicated efforts in supporting the company. I would like to express my gratitude to the management teams of the company and the holding company and all the employees for the hard work they have put in to deliver the superior financial performance for the year.



CHAIRMAN'S INITIALS

The Chairman informed all the members present that the E-voting facility had been provided with CDSL and the E-voting had been open from Tuesday, July 18,2017 to Thursday, July 20,2017. For the members attending the meeting the Ballot papers had already been handed over to the members and she requested them after all the resolutions proposed and seconded they can cast their votes in the Ballot box available. She further informed that Mr.U C Shukla, has been appointed as Scrutiniser for the E-voting and the poll at the AGM. The scrutiniser will submit his report within 48 hours from the date of the AGM and the results shall be informed to the Stock Exchange and uploaded on the company's website.

The Chairman then took up the business for the day.

ORDINARY BUSINESS

Item No. 1 - Accounts and Directors' Report/Auditors' Report

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended 31st March, 2017 and the Boards' Report and the Auditors' Report thereon be and the same are hereby received and adopted."

The resolution was proposed by Mr. Rashmi Mehta and seconded by Mr.Vishal Gala.

Item No. 2 - To confirm the payment of interim dividend as final dividend on equity shares for the financial year 2016-17

Proposed by : Mr. S C Rangani

Seconded by : Mr. Anup Rathi

Item No. 3 -Retiring Director - Ms. H S Zaveri

Proposed by : Mr. Mustafa Khedwala

Seconded by : Ms. Chandrika N

"RESOLVED THAT Ms.H S Zaveri who retires by rotation and is eligible herself for re-appointment be and is hereby reappointed as Director of the Company."

Item No.4 -Appointment of Auditors in place of M/s. Deloitte Haskins & Sells - the Outgoing Auditors

Proposed by : Ms.H S Zaveri

Seconded by : Mr.Samir Vora

"RESOLVED THAT M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Registration No. ICAI Firm No. 001076N/N500013) be and are hereby appointed as statutory auditors, in place of M/s. Deloitte Haskins & Sells., retiring auditors, to hold office until the conclusion of the annual general meeting to be held for the Financial Year ending 31st March, 2020, subject to annual ratification by the Shareholders on such remuneration plus out-of-pocket expenses as may be mutually agreed upon between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Audit Committee and / or Board of Directors be and is hereby authorized to fix their remuneration according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard."



CHAIRMAN'S INITIALS

SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No. 5 - Payment of yearly commission to the Non-Executive Directors of the Company.

Proposed by : Mr.T S Narayanan

Seconded by : Mr.Anup Rathi

"RESOLVED THAT in accordance with the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013, and Article 68(i)(a) of the Articles of Association of the Company, consent of the Company be and is hereby accorded for payment of a yearly commission (to be divided amongst them in such manner as the Board of Directors may from time to time determine) of such amount as may be determined by the Board of Directors, not exceeding Rs.2 lacs p.a. per Director and not exceeding an amount equal to 1.0% of the net profits of the company to the Non- Executive Directors and that the net profits of the company shall be computed in the manner prescribed under Section 198(1) of the Companies Act, 2013 for each year commencing from the financial years 2016-17 to 2020-21."

The business for the day having been completed, the Chairman requested the members to complete the casting of their votes and then invited members to raise any queries about the company's working.

1. Mr.Mustafa Khedwala (IN30021415721839) complimented management for the results and declaration of Maiden dividend for the Equity Shareholders last year and an Interim Dividend of Rs.3/-per share of Rs.10/- each (30%) for the F.Y. 2016-17. He requested the Chairman to brief about the working of the Company and the performance of the Company for the F.Y. 17-18.

Ms. H S Zaveri responded stating that the major OEMs in the two wheeler, commercial vehicle and tractor segments were the major customers of the Company during the previous year. Bajaj Auto was the single largest OEM with around 18% of sales turnover is contributed by Bajaj. Supplies were also made to the replacement market through the dealer network. The company plans to expand the customer base in all segments and the expected growth is around 15% over the F.Y. 2016-17 Rs.3352 lacs.

Mr. Mustafa was also keen to know about the Company's plans to tackle the electrification of vehicles? Ms. H S Zaveri responded that presently the Company does not expect any threats due to introduction of electric vehicles. She further explained electrification could lead to higher demand of needle roller bearings and cages by the makers of electric cars/ two wheelers.

2. Mr. Vishal Gala (IN30160411592204) asked the Management about the Company's plans on expansion and brief the members present about the present land and building capacity and whether any further expansion were needed by the Company?

Ms. H S Zaveri responded that the Plant has adequate capacity and with existing Technology and equipments, no further capacity expansion is envisaged in near future. She informed that, from time to time additional investments, if required will be made to further improve the processes by use of latest technology and high-speed machines. Ms. Zaveri added that the Company is building the capacity in Marketing and Sales and in near future there is no requirement for expansion in land and building.



CHAIRMAN'S INITIALS

3. Mr. Vinay Bhide (IN30075710179670) requested the management to provide information on whether the raw materials are imported or localized. Mr. Rangani updated on Mr. Vinay's query that around 45% of the Raw materials mainly Steel Strips are imported and if the Government takes the necessary steps to control the steel prices in India then Company would like to explore the purchasing of Raw Material within India which will save the Cost due to GST rates which are favorable to the industry.
4. Mr. Keshav Garg (IN30075710179670) inquired on the impact due to changes in the Finance Bill for lower tax slab on the Company based on the turnover. Mr. Rangani replied positively that there will be improved profit in the Company in current year 2017-18 due to the dip in the tax rate from 30% to 25%.

Mr. Keshav Garg further inquired on the stand of the Company on Autonomous vehicles such as Tesla Car. Ms. Zaveri replied that, the bearings used in the Autonomous cars are different and also the materials used are different from the existing vehicles and the Company will have an advantage on cost effectiveness.

The meeting ended with a Vote of Thanks to the Chairman by the members present.

The Meeting commenced at 12.00 noon and concluded at 1.35 p.m.

CHAIRMAN : *H. Zaveri*
DATE : *18-08-2017*

Entered in the minutes book on 18.8.2017