

20<sup>th</sup> March, 2019

To

The Manager, Department of Corporate Services The Manager - Listing

Department of Corporate Services

**BSE Limited** ✓

PheerozeJeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001

**Scrip Code: 523828 .**

**National Stock Exchange of India Ltd.**

Exchange Plaza,

BandraKurla Complex

Bandra (East),

Mumbai- 400 051

**Symbol – MENONBE**

Dear Sir(s),

**Sub. : Disclosure of Voting Result of Postal Ballot process in terms of Regulations 30 AND 44of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

With reference to above, we wish to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has conducted Postal Ballot Process (including e-voting) for seeking its shareholders' approval for the matters as mentioned in the Postal Ballot Notice dated 31<sup>st</sup> January, 2019, viz.:

- I. Ordinary resolution under Sections 161, 196, 197 and 203 of the Companies Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for appointment of Mr. ArunAradhy, CFO of the Company as Whole Time Director(Designated as WTD & CFO) of the Company for a period of 5 (Five) years w.e.f. 31<sup>st</sup> January, 2019;
- II. Ordinary resolution under Sections 161, 149, 150 and 152 of the Companies Act, 2013 for appointment of Dr. SantoshPrabhua as an Independent Director of the Company for a period of five years w.e.f. 24<sup>th</sup> October,2018;and
- III. Special Resolution under Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations& Disclosure Requirements) (Amendment) Regulations, 2018for confirming appointment of Mr. Gajendra Vasa, as an Independent Director of the Company,who was appointed as such for the period of 5 (five) years w.e.f. 30<sup>th</sup> December, 2017and has attained the age of 75 years.

The voting through postal ballot through forms and e-voting was kept open from 17<sup>th</sup> February, 2019 (9.00 a.m.) to 18<sup>th</sup> March, 2019 (5.00 p.m.).

REGD. OFFICE & WORKS :  
MIDC, GOKUL SHIRGAON, KOLHAPUR - 416 234. INDIA  
Phones : + 91 231 26 72 279 / 533 / 487 Fax : + 91 231 267 22 78



E-mail : admin@menonbearings.in  
Visit us at : http : // www.menonbearings.in  
CIN : L29130PN1991PLC062352



The members of the Company have passed all the resolutions as mentioned in Postal Ballot Notice dated 31<sup>st</sup> January, 2019 with requisite majority, result of which is declared today i.e. 20<sup>th</sup> March, 2019.

The result of the Postal Ballot process along with the Consolidated Scrutinizer's report and voting results are enclosed herewith for your information and records.

The Postal Ballot Result is also hosted on the Company's website at [www.menonbearings.in](http://www.menonbearings.in) and e-voting agency's website at [www.linkintime.co.in](http://www.linkintime.co.in).

Request you to kindly take the above on your records.

Thanking you,

Yours faithfully,

For MENON BEARINGS LIMITED



**Suraj Patil**  
**Company Secretary & Compliance Officer**  
**Membership No. A54404**



Encl.: A/a

# MENON BEARINGS LIMITED



Postal Ballot Voting Results		MENON BEARINGS
Company Name	Menon Bearings Limited	
Date of Notice of Postal Ballot	31 <sup>st</sup> January, 2019	
Date of the AGM/EGM/ Declaration of results of Postal Ballot	20 <sup>th</sup> March, 2019	
Total No. of shareholders as on the record date/cut-off date (1 <sup>st</sup> February, 2019)	14099	
No. of Shareholders present in the meeting in person or through proxy:	Not Applicable	
Promoters and Promoters Group:		
Public:		
No. of Shareholders attended the meeting through video conferencing:	Not Applicable	
Promoters and Promoters Group:		
Public:		
Mode of voting	Remote e-voting and through postal ballot forms	

**RESOLUTION NO. 1: APPOINTMENT OF MR. ARUN ARADHYE, CFO OF THE COMPANY AS WHOLE TIME DIRECTOR (DESIGNATED AS WTD & CFO) OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F. 31<sup>st</sup> JANUARY, 2019.**

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.0000
	<b>Total</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100.0000</b>

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CIN : L29130PN1991PLC062352





# MENON BEARINGS LIMITED



Public-Non Institutions	E-Voting	15491759	13471	0.0870	13163	308	97.7136	2.2864
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		274258	1.7703	273435	823	99.6999	0.3001
	<b>Total</b>		<b>15491759</b>	<b>287729</b>	<b>1.8573</b>	<b>286598</b>	<b>1131</b>	<b>99.6069</b>
<b>Total</b>		<b>56040000</b>	<b>40682209</b>	<b>72.5949</b>	<b>40681078</b>	<b>1131</b>	<b>99.9972</b>	<b>0.0028</b>

Number of invalid votes: 31610

**Result: The Ordinary Resolution is passed with requisite majority.**

**RESOLUTION NO. 2: APPOINTMENT OF DR. SANTOSH PRABHUAS AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 24<sup>TH</sup> OCTOBER, 2018.**

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.000
	<b>Total</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	15491759	13471	0.0870	13421	50	99.6288	0.3712
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		274856	1.7742	271633	3223	98.8274	1.1726
	<b>Total</b>		<b>15491759</b>	<b>288327</b>	<b>1.8612</b>	<b>285054</b>	<b>3273</b>	<b>98.8648</b>

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# MENON BEARINGS LIMITED



<b>Total</b>	<b>56040000</b>	<b>40682807</b>	<b>72.5960</b>	<b>40679534</b>	<b>3273</b>	<b>99.9920</b>	<b>0.0080</b>
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Number of invalid votes: 31010

**Result: The Ordinary Resolution is passed with requisite majority.**

**RESOLUTION NO. 3: APPOINTMENT OF MR. GAJENDRA VASA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY, WHO WAS APPOINTED AS SUCH FOR THE PERIOD OF 5 (FIVE) YEARS W.E.F. 30<sup>TH</sup> DECEMBER, 2017 AND HAS ATTAINED THE AGE OF 75 YEARS.**

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	39733880	6295336	15.8437	6295336	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0
<b>TOTAL</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Inst.	E-Voting	814361	660600	81.1188	660600	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
<b>TOTAL</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public NI	E-Voting	15491759	13471	0.0870	13088	383	97.1569	2.8431

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# MENON BEARINGS LIMITED



	Poll		NA	NA	NA	NA	NA	MENON BEARINGS NA
	Postal Ballot		273116	1.7630	264583	8533	96.8757	3.1243
	<b>TOTAL</b>	<b>15491759</b>	<b>286587</b>	<b>1.8499</b>	<b>277671</b>	<b>8916</b>	<b>96.8889</b>	<b>3.1111</b>
<b>TOTAL</b>		<b>56040000</b>	<b>40681067</b>	<b>72.5939</b>	<b>40672151</b>	<b>8916</b>	<b>99.9781</b>	<b>0.0219</b>

Number of invalid votes: 32750

**Result: The Special Resolution is passed with requisite majority.**

Date: 20<sup>th</sup> March, 2019  
Place: Kolhapur

For MENON BEARINGS LIMITED

**Suraj Patil**  
**Company Secretary & Compliance Officer**  
**Membership No. A54404**



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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with  
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]

To,  
Mr. R. D. Dixit  
Chairman & Managing Director,  
MENON BEARINGS LIMITED  
G-1, MIDC, Gokul Shirgaon,  
Kolhapur-416 234

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Postal Ballot and E-voting Process**

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, was appointed as Scrutinizer by the Board of Directors of the Company in its meeting held on 31<sup>st</sup> January, 2019 , for the purpose of:
  - a. Scrutinizing Postal Ballot forms under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; and
  - b. Scrutinizing the e-voting process in terms of the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
  - c. For passing of resolutions for
    - (a) appointment of Mr. Arun Aradhy, CFO of the Company as Whole Time Director (designated as WTD & CFO) of the Company for a period of 5 (Five) years w.e.f. 31<sup>st</sup> January, 2019;
    - (b) appointment of Dr. Santosh Prabhu as an Independent Director of the Company for a period of five years w.e.f. 24<sup>th</sup> October, 2018 and







- (c) confirming the appointment of Mr. Gajendra Vasa, as an Independent Director of the Company, who was appointed as such for the period of 5 (five) years w.e.f. 30<sup>th</sup> December, 2017 and has attained the age of 75 years.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot process for voting on the resolutions contained in the said notice. My responsibility as Scrutinizer for the e-voting and postal ballot process is to make the Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions stated in the said notice.
  3. The electronic transmission / physical dispatch of postal ballot notice dated 31<sup>st</sup> January, 2019, along with postal ballot form and a self-addressed Business Reply Envelope was completed on Saturday, 16<sup>th</sup> February, 2019. The said notice was dispatched to the members of the company on the basis of Register of Members and List of Beneficiaries as on Cut-off date i.e. Friday, 1<sup>st</sup> February, 2019.
  4. As per the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of postal ballot and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Pudhari (Kolhapur)" on 17<sup>th</sup> February, 2019.
  5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 1<sup>st</sup> February, 2019.
  6. In terms of the aforesaid Notice, voting through postal ballot forms and electronic means was kept open from Sunday, 17<sup>th</sup> February, 2019 (9.00 A.M.) till Monday, 18<sup>th</sup> March, 2019 (5.00 P.M).
  7. All postal ballot forms received upto the closing of working hours i.e upto 5.00 P.M. on 18<sup>th</sup> March, 2019, the last date and time fixed by the Company for receipt of the forms are considered for scrutiny.
  8. The e-voting were unblocked at 5:50 PM on 18<sup>th</sup> March, 2019 in the presence of Ms. Bhavna Singh and Mrs. Divya Lohia, who are not in the employment of the Company.
  9. Particulars of all postal ballot forms received from the members of the Company have been entered into a register maintained separately for the purpose.
  10. There was no defaced or mutilated ballot paper.
  11. The summary of the voting is as follows:







**RESOLUTION NO. 1: APPOINTMENT OF MR. ARUN ARADHYE, CFO OF THE COMPANY AS WHOLE TIME DIRECTOR (DESIGNATED AS WTD & CFO) OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F. 31<sup>st</sup> JANUARY, 2019.**

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes- against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.0000
	<b>Total</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	15491759	13471	0.0870	13163	308	97.7136	2.2864
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		274258	1.7703	273435	823	99.6999	0.3001
	<b>Total</b>		<b>15491759</b>	<b>287729</b>	<b>1.8573</b>	<b>286598</b>	<b>1131</b>	<b>99.6069</b>
<b>Total</b>		<b>56040000</b>	<b>40682209</b>	<b>72.5949</b>	<b>40681078</b>	<b>1131</b>	<b>99.9972</b>	<b>0.0028</b>

Number of invalid votes: 31610

**Result: The Ordinary Resolution is passed with requisite majority.**







**RESOLUTION NO. 2: APPOINTMENT OF DR. SANTOSH PRABHUAS AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 24<sup>TH</sup> OCTOBER, 2018.**

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.000
	<b>Total</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	15491759	13471	0.0870	13421	50	99.6288	0.3712
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		274856	1.7742	271633	3223	98.8274	1.1726
	<b>Total</b>		<b>15491759</b>	<b>288327</b>	<b>1.8612</b>	<b>285054</b>	<b>3273</b>	<b>98.8648</b>
<b>Total</b>		<b>56040000</b>	<b>40682807</b>	<b>72.5960</b>	<b>40679534</b>	<b>3273</b>	<b>99.9920</b>	<b>0.0080</b>

Number of invalid votes: 31010

**Result: The Ordinary Resolution is passed with requisite majority.**







**RESOLUTION NO. 3: APPOINTMENT OF MR. GAJENDRA VASA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY, WHO WAS APPOINTED AS SUCH FOR THE PERIOD OF 5 (FIVE) YEARS W.E.F. 30<sup>TH</sup> DECEMBER, 2017 AND HAS ATTAINED THE AGE OF 75 YEARS.**

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	39733880	6295336	15.8437	6295336	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0
<b>TOTAL</b>		<b>39733880</b>	<b>39733880</b>	<b>84.1563</b>	<b>39733880</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Inst.	E-Voting	814361	660600	81.1188	660600	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
<b>TOTAL</b>		<b>814361</b>	<b>660600</b>	<b>81.1188</b>	<b>660600</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public NI	E-Voting	15491759	13471	0.0870	13088	383	97.1569	2.8431
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		273116	1.7630	264583	8533	96.8757	3.1243
<b>TOTAL</b>		<b>15491759</b>	<b>286587</b>	<b>1.8499</b>	<b>277671</b>	<b>8916</b>	<b>96.8889</b>	<b>3.1111</b>
<b>TOTAL</b>		<b>56040000</b>	<b>40681067</b>	<b>72.5939</b>	<b>40672151</b>	<b>8916</b>	<b>99.9781</b>	<b>0.0219</b>

Number of invalid votes: 32750

**Result: The Special Resolution is passed with requisite majority.**







The Register, all other papers and relevant records relating to postal ballot and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot Process and the same will be handed over to the Company Secretary for safe keeping.

For M Baldeva Associates  
Company Secretaries



CS Manish Baldeva  
Proprietor

M. No. FCS 6180 C.P. No. 11062

Place: Thane  
Date: 20<sup>th</sup> March, 2019

Countersigned  
For Menon Bearings Limited



Authorized Signatory