

19th July, 2019

To,
Manager (CRD)
BSE Limited ✓
PhirozeJeebhoy Towers,
Dalal Street,
Mumbai - 400001
Scrip Code: 523828

To,
Manager - Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, BandraKurla Complex
Bandra (East),
Mumbai - 400051
Symbol - MENONBE

Dear Sir,

Sub.: Proceedings of 28th Annual General Meeting held on Thursday, 18th July, 2019.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 28th Annual General Meeting (AGM) of the Members of the Company held on Thursday, 18th July, 2019 at 11.00 am at The Residency Club, P.O. New Palace, Kolhapur - 416003.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For Menon Bearings Limited



Suraj Patil
Company Secretary & Compliance Officer
ACS No.: A54404

Encl.: As stated above.

PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON THURSDAY, 18TH JULY, 2019

The 28th Annual General Meeting (AGM) of the Company was held at The Residency Club, P. O. New Palace, Kolhapur - 416003 on Thursday, 18th July, 2019.

The meeting commenced at 11.00 A.M.

Mr. R. D. Dixit, Chairman & Managing Director of the Company, chaired the meeting.

Total 108 members were personally present at the AGM.

As the requisite quorum was present, the Chairman called the meeting to order. Mr. Arun Aradhya, Whole Time Director & Chief Financial Officer of the Company, introduced the Board Members and Key Managerial Personnel present on the dais. He informed the members present that:

- The Company had not received any proxy u/s 105 of the Companies Act, 2013.
- The Notice convening the 28th AGM and the Annual Report dated 23rd April, 2019 containing the Audited Financial Statements for the Financial Year ended on 31st March, 2019, Boards of Directors' Report and Auditors' Report thereon along with relevant annexures were duly dispatched to the shareholders by e-mail and courier.
- The relevant documents and registers under the applicable provisions of the Companies Act, 2013 and the Rules made thereunder were laid on the table and were open for inspection for members during the AGM.

Mr. R. D. Dixit, Chairman & Managing Director of the Company briefed the members present at the meeting about the progress & achievements of the Company during the last financial year. With the permission of the shareholders present he took the notice of the AGM as read.

Mr. Arun Aradhya confirmed that the Statutory Auditors' Report does not contain any qualifications, reservations or adverse remarks or disclaimer. The observations given in the



Secretarial Audit Report and directors' response as given in their Report were read out at the meeting.

He further informed that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), all the members were provided with the facility to exercise voting by electronic means through e-voting platform of Link Intime India Private Limited on all the resolutions as set out in the Notice of 28th AGM.
- The e-voting period commenced on Monday, 15th July, 2019 at 09.00 a.m. and ended on Wednesday, 17th July, 2019 at 5.00 p.m.
- The Company had also provided the facility, to vote through polling papers, to those members who were present at the AGM, either personally or by proxy and who had not cast their vote earlier through e-voting on all the resolutions as set out in the Notice of the AGM.
- The Board of Directors had appointed CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane as the Scrutinizer to scrutinize the process of e-voting and voting through poll papers in a fair and transparent manner.

The following items of business, as per the Notice of 28th AGM dated 23rd April, 2019, were then put to vote through Polling Paper (to be voted by only those members who have not casted their vote earlier through e-voting):

Item No.	Agenda Items	Type of Resolution
ORDINARY BUSINESS		
1	Ordinary Resolution for adoption of Audited Financial Statements for theyear ended 31st March, 2019 along with Board of Directors' Report and Auditors' Report thereon.	Ordinary
2	Ordinary Resolution to take note of payment of interim Ordinary dividend (150%) paid on Equity Shares for the financial year ended on 31st March, 2019	

3	Ordinary Resolution to appointment of a director in place of Mr. R. D. Dixit (DIN: 00626827), Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
SPECIAL BUSINESS		
4	Ordinary Resolution for approval of remuneration payable to M/s. C. S. Adawadkar & Co., Cost Auditors, Pune (FRN: 100401) for the financial year 2019-20.	Ordinary

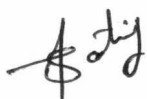
Clarifications were provided to the queries raised by the members.

CS Manish Baldeva, Scrutinizer locked and sealed the empty Poll box in presence of the members. The Poll box with the Poll Papers was handed over to the Scrutinizer.

Mr. Arun Aradhya further informed the members present that the consolidated results of the voting will be declared within 48 hours from the conclusion of the AGM and will be displayed at the Registered Office of the Company situated at G-1, MIDC, Gokul Shirgaon, Kolhapur - 416234. The same will be available on the Company's website www.menonbearings.in and on the website of Link Intime India Pvt. Ltd. [viz.https://instavote.linkintime.co.in](https://instavote.linkintime.co.in) and will be communicated to the BSE Limited and National Stock Exchanges of India Limited where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair

For Menon Bearings Limited




Suraj Patil
Company Secretary & Compliance Officer
 ACS No.:A54404 .

