

29<sup>th</sup> May, 2019

To  
The Manager  
Department of Corporate Services  
**BSE Limited** ✓  
PheerozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: 523828

To,  
The Manager - Listing  
**National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor, 'G' Block  
BandraKurla Complex  
Bandra (East),  
Mumbai- 400 051  
Symbol - MENONBE

Dear Sir(s),

**Sub.: Submission of Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2019 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated 8<sup>th</sup> February 2019; please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 issued by M/s M. Baldeva Associates, Practicing Company Secretaries, Thane.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

for MENON BEARINGS LIMITED



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



Encl.: A/a





**SECRETARIAL COMPLIANCE REPORT OF MENON BEARINGS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

*[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

We, M Baldeva Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Menon Bearings Limited ("the listed entity");
- (b) the filings and submissions made by the listed entity to the stock exchanges viz., BSE Ltd. (Scrip Code: 523828) and National Stock Exchange of India Ltd. (symbol: MENONBE);
- (c) following websites:
  1. The listed entity i.e. [www.menonbearings.in](http://www.menonbearings.in);
  2. The BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and
  3. The National Stock Exchange of India Ltd. i.e. [www.nseindia.com](http://www.nseindia.com)
- (d) other documents or reports filed with the aforesaid Stock Exchanges from time to time.

for the year ended 31<sup>st</sup> March, 2019 ("review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable during the review period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not applicable during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (not applicable during the review period);







- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (j) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

And based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations, circulars and guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observation/ Remarks
1.	Securities received for dematerialization should be proceed within *15 days as specified under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.  *SEBI vide its letter no. MRD/DOP2/DSA2/OW/2019/25 03/1 dated 24 <sup>th</sup> January, 2019 has granted relaxation in timeline for processing of Dematerialization request number to 30 days till 30 <sup>th</sup> June 2019 from the current 15 days as specified in Regulation 74(5) of SEBI (Depository & Participants) Regulations, 2018.	One dematerialization request was not processed within stipulated time as specified under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	Registrar and Share Transfer Agent of the Company processed all dematerialization requests within stipulated time as specified under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018, except in one case due to tremendous volume pressure at RTA's place and same was processed on 31 <sup>st</sup> day.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action was taken against the Company, its promoters and directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars), under the aforesaid Acts, Regulations and circulars or guidelines issued thereunder.


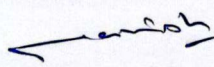




- (d) This being the first financial year of the applicability of this report, reporting regarding the observation(s) of the Practicing Company Secretary in the previous Secretarial Compliance report or any action taken by the Company or any comments on action taken by the Company is not applicable..

Place : Thane  
Date: 23<sup>rd</sup> April, 2019

For **M Baldeva Associates**  
Company Secretaries



**CS Manish Baldeva**  
Proprietor  
M. No. FCS 6180 C. P. No. 11062