



MENON BEARINGS LIMITED

CIN: L29130PN1991PLC062352

Registered Office: G1, MIDC, Gokul Shirgaon, Kolhapur - 416234

Tel.: 0231-2672279, Fax: 0231-2672278,

E-mail: admin@menonbearings.in, Website: www.menonbearings.in

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013, (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), the resolutions as set out in this notice at Item Nos. 1 and 2 are proposed to be passed by means of Postal Ballot process.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning below items and reasons thereof along with the Postal Ballot Form and self addressed business reply envelope are enclosed hereto for your consideration.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) being, Friday, 13th February, 2015.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out. Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, 21st March, 2015. Postal Ballot Form received after this time and date shall be treated as invalid.

The Notice is being sent to all Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date (Record date) being Friday, 13th February, 2015. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post.

The Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in electronic and physical modes. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Saturday, 28th March, 2015 at 4.00 p.m. at the Registered Office of the Company. The said results alongwith the Scrutinizer's report will be displayed on the Company's website viz; www.menonbearings.in and NSDL's website viz; <https://www.evoting.nsdl.com>.

The resolutions will be taken as passed effectively on the day of declaration of the results at the Registered Office of the Company, if the result of Postal Ballot indicates that the requisite majority of the Members have assented to the Resolutions.

DRAFT RESOLUTIONS:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:

To consider and if thought fit, to accord assent / dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules, 2014 (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, if any, each existing Equity share having face value of Rs.5/- (Rupees Five only) each fully paid up be sub-divided into 5 Equity shares of Re. 1/- (Rupee One only) each fully paid up.

RESOLVED FURTHER THAT upon sub-division of the Equity shares as aforesaid, the existing Share Certificates in relation to the existing Equity shares of Rs. 5/- each held in physical form shall be deemed to have automatically cancelled and be of no effect on and from the "Record date" and the Company may, without requiring the surrender of the existing Share Certificates, directly issue and dispatch the new Share Certificates for Equity Shares having face value of Re. 1/- each in lieu of existing share certificates for Equity Shares having face value of Rs. 5/- each and in the case of shares held in dematerialized form, the corresponding number of sub-divided Equity Shares having face value of Re. 1/- each be credited to the respective beneficiary accounts of the shareholders with Depository Participants in lieu of the existing credits representing the Equity Shares having face value of Rs. 5/- each of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including issue of fresh share certificates and sign and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in it to any committee of Directors or any Director(s) to give effect to the aforesaid resolution."

ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to accord assent / dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation of Company) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be altered by substituting existing Clause V with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 10,10,00,000/- (Rupees Ten Crores Ten Lacs Only) divided into 10,10,00,000 (Ten Crores Ten Lacs) Equity Shares of Re. 1/- (Rupee One) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be expedient and necessary to give effect to the above resolution."

**By Order of the Board of Directors
Menon Bearings Limited**

Place: Kolhapur
Date: 10th February, 2015

**Ram Menon
Chairman**

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2:

The Equity Shares of the Company are listed on BSE Limited. In order to facilitate the benefits like more liquidity, less volatility and broad base to small investors, it is proposed to sub-divide existing Equity Share of Rs. 5/- each fully paid up into 5 Equity Shares of Re. 1/- each fully paid up.

Presently the Authorised Share Capital of the Company is Rs. 10,10,00,000 (Rupees Ten Crores Ten Lacs Only) divided into 2,02,00,000 (Two Crores Two Lacs) Equity Shares of Re. 5/- (Rupee Five) each. The proposed sub-division of existing Equity Shares requires the alteration of Capital Clause V of the Memorandum of Association with the approval of the members.

A copy of Memorandum of Association of the Company together with the proposed alteration would be available for inspection by the members at the Registered Office of the Company during business hours on any working day except Monday and Public holidays upto the date of declaration of result of Postal Ballot.

The Board of Directors of the Company accordingly recommends the resolutions as set out in item nos. 1 & 2 of the notice for approval of the members through Postal Ballot process.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is concerned or interested in the said resolution.

**By Order of the Board of Directors
Menon Bearings Limited**

Place: Kolhapur
Date: 10th February, 2015

**Ram Menon
Chairman**

**MENON BEARINGS LIMITED**

CIN: L29130PN1991PLC062352

Regd. Office: G1, MIDC, Gokul Shirgaon, Kolhapur - 416234

Tel.: 0231-2672279, Fax: 0231-2672278, E-mail: admin@menonbearings.in, Website: www.menonbearings.in

POSTAL BALLOT FORM*(Please read carefully the instructions printed overleaf before exercising the vote)*

Serial No.:

1.	Name and Registered Address of Sole / First named Shareholder(s) (In Block letters)	
2.	Name(s) of the Joint Shareholder(s) if any	
3.	Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the notice of the Company dated 10th February, 2015 by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution under Section 61(1)(d) of the Companies Act, 2013 for sub-division of each existing Equity share having face value of Rs. 5 each fully paid into 5 Equity shares of Re. 1 each fully paid			
2.	Special Resolution under Section 13 for alteration of Capital clause – V of Memorandum of Association of the Company.			

Place :

Date :

(Signature of the shareholder)**Electronic Voting Particulars:**

Electronic Voting Event Number	User ID	Password
101613		

Note: Please send your postal ballot form in the envelope enclosed herewith.

INSTRUCTIONS FOR E-VOTING

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i) Open email and open PDF file viz; "Menon e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii) Click on Shareholder – Login. Put user ID and password noted in step (i) above. Click Login.
 - iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of Menon Bearings Limited.
 - viii) Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to admin@menonbearings.in with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i) Initial password is provided in the Postal Ballot Form:
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com.
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The e-voting period commences on Friday, 20th February, 2015 (9:00 am) and ends on Saturday, 21st March, 2015 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 13th February, 2015.
7. CS Manish L. Ghia, Partner, M/s. Manish Ghia and Associates, Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted.
2. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his/her absence, by the next named Member.
3. Voting through Postal ballot cannot be exercised by proxies.
4. Incomplete or unsigned Postal Ballot Forms will be rejected.
5. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holder(s).
6. The Scrutinizer's decision on the validity of Postal Ballot will be final.
7. Duly completed Postal Ballot Form should reach the Scrutinizer/RTA not later than the close of working hours on Saturday, 21st March, 2015. Postal Ballot Form received after this time and date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authority together with specimen signatures of the duly authorized signatories.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut off date i.e. Friday, 13th February, 2015.
10. A member need not use all his/her votes in the same manner.
11. Members are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.