

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF MENON BEARINGS LIMITED BY WAY OF POSTAL BALLOT PROCESS, THE RESULT OF WHICH WAS DECLARED ON 28TH MARCH, 2015 AT THE REGISTERED OFFICE: G1, MIDC, GOKUL SHIRGAON, KOLHAPUR - 416234

SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:

“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 shares of 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 Certificate(s) 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 Certificate(s), directly issue and dispatch the new Share Certificate(s) for Equity Shares having face value of Re. 1/- each in lieu of existing share certificate(s) 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 the said 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.”

//Certified to be true//

For Menon Bearings Limited



Anup Padmai
Company Secretary & Compliance Officer
Membership No.: A33422



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

CIN No. : L29130PN1991PLC062352



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 E-mail : admin@menonbearings.in
 Visit us at : <http://www.menonbearings.in>

CERTIFIED TRUE COPY OF THE STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013

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.

//Certified to be true//

For Menon Bearings Limited




Anup Padmai
Company Secretary & Compliance Officer
Membership No.: A33422

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