### MENON BEARINGS LIMITED



23rdJuly, 2016

To,

Manager (CRD)
BSE Limited

PhirozeJeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Scrip Code: 523828

Dear Sirs,

To,

Manager - Listing Department National Stock Exchange of India Ltd

Exchange Plaza, Bandra Kurla Complex

Bandra (East),

Mumbai - 400051

Symbol - MENONBE

Sub:

Voting results of the 25th Annual General Meeting ("AGM") of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results in the prescribed format, for the business transacted at the 25th AGM of the Company held on Thursday, 21st July 2016 at 10.00 a.m. at "The Residency Club, P.O. New Palace, Kolhapur – 416003".

We are also enclosing the consolidated report of the Scrutinizer for the resolutions passed through Remote E-Voting and voting by poll at the AGM. The above are being uploaded on the Company's website.

Kindly take the same on record.

Thanking you

Yours faithfully

For Menon Bearings Limited

Anup Padmai

Company Secretary & Compliance Officer

ACS No.: A33422

Encl.: As stated above

TÜV SÜD ISO/TS 16949

# $25^{\mathrm{TH}}$ ANNUAL GENERAL MEETING OF MENON BEARINGS LIMITED

No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 7856 Date of AGM: 21st July, 2016 Public: 0 Promoters and Promoter Group: 0 Public: 91 Promoters and Promoter Group: 7

0.01	99.99	2300	3,51,06,153	75.18	3,51,08,453	4,67,00,000	Total	
0.97	99.03	2300	2,35,153	2.01	2,37,453	1,18,29,000	Total	
0	0	0	0	0	0	1,10,100	Postal Ballot (if applicable)	
0.00	100.00	0	2,04,191	1.73	2,04,191	1 18 29 000	Poll	
6.91	93.09	2300	30,962	0.28	33,262		E-Voting	Public- Non Institutions
		month fragments						
0.00	0.00	0	0	0.00	0	0	Total	
0	0	0	0	0	0		applicable)	
							Postal Ballot (if	-
0	0	0	0	0	0		Poll	
0	0	0	0	0	0		E-Voting	Public- Institutions
0.00	100.00	0	3,48,71,000	100.00	3,48,71,000	3,48,71,000	Total	
0	0	0	0	0	0		applicable)	
				1.0		7,40,/1,000	Postal Ballot (if	
0.00	100.00	0	3,06,66,990	87.94	3,06,66,990	3 40 71 000	Poll	
0.00	100.00	0	42,04,010	12.06	42,04,010		E-Voting	Promoter and Promoter Group
% of votes against on votes polled	% of votes in favour on votes polled	No. of votes - against	No. of Votes in favour	% of votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
					No	enda/	are interested in age	Whether promoter/promoter group are interested in agenda, resolution?
nded 31 <sup>st</sup> March,	ts for the year ei	dited Financial Statement and of the Auditors		Ordinary Resolution for Adoption of Au 2016 along with Reports of the Directors	Ordinary Resolu 2016 along with		cial)	Resolution required: (Ordinary/Special)



# $25^{\mathrm{TH}}$ ANNUAL GENERAL MEETING OF MENON BEARINGS LIMITED

No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 7856 Date of AGM: 21st July, 2016 Public: 91 Promoters and Promoter Group: 0 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	cial)		Ordinary Resol financial year e	Ordinary Resolution for confirmation of interim dividend paid on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2016.	ation of interim 2016.	dividend paid o	n Equity Shares	for the
Whether promoter/promoter group are interested in agenda/resolution?	are interested in ager		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		42,04,010	12.06	42,04,010	0	100.00	0.00
	Poll	3 48 71 000	3,06,66,990	87.94	3,06,66,990	0	100.00	0.00
	Postal Ballot (if	0,30,, 1,000					***************************************	
	applicable)		0	0	0	0	0	0
	Total	3,48,71,000	3,48,71,000	100.00	3,48,71,000	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if							
	applicable)		0	0	0	0	0	0
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		34,090	0.29	31,790	2,300	93.25	6.75
	Poll	1 18 29 000	2,04,191	1.73	2,04,191	0	100.00	0.00
	Postal Ballot (if applicable)	1,10,22,000	0	0	0	0	0	0
	Total	1,18,29,000	2,38,281	2.01	2,35,981	2,300	99.03	0.97
	Total	4,67,00,000	3,51,09,281	75.18	3,51,06,981	2,300	99,99	0.01



No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 7856 Date of AGM: 21<sup>st</sup> July, 2016 Public: 0 Promoters and Promoter Group: 0 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	cial)		Ordinary Resc Director, who	Ordinary Resolution for appointment of director in place of Mr. Sachin Menon, Non E Director, who retires by rotation and being eligible, offers himself for re-appointment.	ment of director and being eligi	r in place of Mr. ble, offers himse	in place of Mr. Sachin Menon, Non Executive ple, offers himself for re-appointment.	Non Executive tment.
Whether promoter/promoter group are interested in agenda/resolution?	are interested in age	nda/	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		42,04,010	12.06	42,04,010	0	100.00	0.00
	Poll	3 18 71 000	3,06,66,990	87.94	3,06,66,990	<u>0</u>	100.00	0.00
	Postal Ballot (if	0,40,71,000						
	applicable)		0	0	0	0	0	0
	Total	3,48,71,000	3,48,71,000	100.00	3,48,71,000	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if							
	applicable)		0	0	0	0	0	0
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		33,262	0.28	30,962	2,300	93.09	6.91
	Poll	1 18 29 000	2,04,191	1.73	2,04,191	-	100.00	0.00
	Postal Ballot (if	1,10,10,000			)	<b>)</b>	)	
	Total	1 18 29 000	207 762	3 01	0 07 470	200	8 0	
	TOTAL	1,10,29,000	4,37,433	7.07	2,35,153	2,300	99.03	0.97
	Total	4,67,00,000	3,51,08,453	75.18	3,51,06,153	2,300	99.99	0.01



Date of AGM: 21<sup>st</sup> July, 2016

Total number of shareholders on record date: 7856 No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Public: 0 Promoters and Promoter Group: 0 Public: 91 Promoters and Promoter Group: 7

0.01	99.99	2,300	3,51,06,153	75.18	3,51,08,453	1 4,67,00,000	Total	
0.97	99.03	2,300	2,35,153	2.01	2,37,453	1,18,29,000	Total	
0	0	0	0	0	0		Postal Ballot (if applicable)	
0.00	100.00	0	2,04,191	1.73	2,04,191	1 18 29 000	Poli	
6.91	93.09	2,300	30,962	0.28	33,262		E-Voting	Public- Non Institutions
0.00	0.00	0	0	0.00	0	0	Total	
0	0	0	0	0	0		Postal Ballot (if applicable)	
0	0	0	0	0	0	0	Poll	
0	0	0	0	0	0		E-Voting	Public- Institutions
0.00	100.00	0	3,48,71,000	100.00	3,48,71,000	3,48,71,000	Total	
0	0	0	0	0	0	0/10/11/000	Postal Ballot (if applicable)	
0.00	100.00	0	3,06,66,990	87.94	3,06,66,990	3 48 71 000	Poll	
0.00	100.00	0	42,04,010	12.06	42,04,010		E-Voting	Promoter and Promoter Group
% of votes against on votes polled	% of votes in favour on votes polled	No. of votes -	No. of Votes in favour	% of votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
					No	enda/resolution?	are interested in ago	Whether promoter/promoter group are interested in agenda / resolution? No
office from the eneral Meeting.	M. Vardhe & Co., Chartered Accountants, litors of the Company, to hold office from conclusion of next Annual General Meet	2. M. Vardhe & Cuditors of the Conhe conclusion of	ntment of M/s F as Statutory Au Meeting until t	Ordinary Resolution for re-appointment of M/s P. M. Vardhe & Co., Chartered Accountants, Kolhapur (having FRN: 111274W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.	Ordinary Resolu Kolhapur (havin conclusion of thi		ecial)	Resolution required: (Ordinary/Special)
					-			



No. of shareholders attended the meeting through video conferencing: Total number of shareholders on record date: 7856 No. of shareholders present in the meeting either in person or through proxy: Date of AGM: 21st July, 2016 Public: 0 Promoters and Promoter Group: 0 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	ecial)		Ordinary Resolution to r (having FRN: 108416W), Annual General Meeting.	olution to ratify a 108416W), as Brand Meeting.	ppointment of Nanch Auditors	M/s. Rajesh Loh of the Company	uia & Co., Chart until the conc	Ordinary Resolution to ratify appointment of M/s. Rajesh Lohia & Co., Chartered Accountants (having FRN: 108416W), as Branch Auditors of the Company until the conclusion of the 26 <sup>th</sup> Annual General Meeting.
Whether promoter/promoter group are interested in agenda / resolution?	are interested in age		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		42,04,010	12.06	42,04,010	0	100.00	0.00
	Poll	2 /8 71 000	3,06,66,990	87.94	3,06,66,990	0	100.00	0.00
Militarame	Postal Ballot (if	0,40,71,000						
	applicable)		0	0	0	0	0	0
	Total	3,48,71,000	3,48,71,000	100	3,48,71,000	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	O	0	0	0	0	0	0
	Postal Ballot (if	c						
	applicable)		0	0	0	0	0	0
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		33,262	0.28	30,962	2,300	93.09	6.91
	Poll	1 18 20 000	2,04,191	1.73	2,04,191	0	100.00	0.00
	Postal Ballot (if applicable)	1,10,20,000	0	0	0	0	0	0
	Total	1,18,29,000	2,37,453	2.01	2,35,153	2,300	99.03	0.97
	Total	4,67,00,000	3,51,08,453	75.18	3,51,06,153	2,300	99.99	0.01



No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 7856 Date of AGM: 21st July, 2016 Public: 0 Promoters and Promoter Group: 0 Public: 91 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	ecial)		Ordinary Reso. Director upto 2	Ordinary Resolution for appointment of Mr. M. L Shinde (DIN: 07417527) as an Independent Director upto 28 <sup>th</sup> January, 2021.	ment of Mr. M.	L Shinde (DIN: ı	07417527) as an	Independent
Whether promoter/promoter group are interested in agenda/resolution? No	are interested in age	nda/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		42,04,010	12.06	42,04,010	0	100.00	0.00
	Poll	3 48 71 000	3,06,66,990	87.94	3,06,66,990	0	100.00	0.00
	Postal Ballot (if applicable)	0,70,71,000	0	0	0	0	0	0
	Total	3,48,71,000	3,48,71,000	100.00	3,48,71,000	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	O	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		33,262	0.28	30,962	2300	93.09	6.91
	Poll	1 18 29 000	2,04,191	1.73	2,04,191	0	100.00	0.00
	Postal Ballot (if applicable)	1,10,2/,000	0	0	0	0	0	0
	Total	1,18,29,000	2,37,453	2.01	2,35,153	2300	99.03	0.97
	Total	4 64 00 000	000	77 40	0 74 07 450	200	8	
	TOTAL	±,07,000,000	CCE/OU/IC/C	01.07	0,01,00,100	2000	22.22	10.0



No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Date of AGM: 21st July, 2016 Total number of shareholders on record date: 7856 Public: 91 Public: 0 Promoters and Promoter Group: 7 Promoters and Promoter Group: 0

Resolution required: (Ordinary/Special)	cial)		Ordinary Resolu Cost Accountan	Ordinary Resolution for approval of remuner Cost Accountants, Pune, for the financial year	Ordinary Resolution for approval of remuneration payable to Mr. Chandrashekhar S. Adawadkar, Cost Accountants, Pune, for the financial year 2016-17.	payable to Mr. 6-17.	Chandrashekha	r S. Adawadkar,
Whether promoter/promoter group are interested in agenda/resolution?	are interested in ager	·	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in No. of votes - favour against		% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		42,04,010	12.06	42,04,010	0	100.00	0.00
	Poll	3 /8 71 000	3,06,66,990	87.94	3,06,66,990	0	100.00	0.00
	Postal Ballot (if	0,±0,/1,000						
	applicable)		0	0		0	0	0
	Total	3,48,71,000	3,48,71,000	100	3,48,71,000	0	100.00	0.00
Public- Institutions	E-Voting		0 و م	0	0	0	0	0
	Poll	D.	0	0	0	0	0	0
	Postal Ballot (if	c				o o	>	
	Total	0	0	000		0	00.00	0.00
Public- Non Institutions	E-Voting		33,262	0.28	30,962	2,300	93.09	6.91
	Pol1	1 18 29 000	2,04,191	1.73	2,04,191	0	100.00	0.00
	Postal Ballot (if applicable)	1,10,27,000	0	0	0	0	0	0
	Total	1,18,29,000	2,37,453	2.01	2,35,153	2,300	99.03	0.97
	Total	4,67,00,000	3,51,08,453	75.18	3,51,06,153	2,300	99.99	0.01

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					Public- Non Institutions					Public- Institutions						Promoter and Promoter Group	Category	Whether promoter/promoter group are interested in agenda/resolution?	Resolution required: (Ordinary/Special)
Total	-	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting		Total	applicable)	Postal Ballot (if	Poll	p E-Voting	Mode of Voting	group are interested in age	ıry/Special)
4,67,00,000		1,18,29,000		1,18,29,000		0			<u> </u>			3,48,71,000		0,10,71,000	3 /8 71 000		No. of shares held	nda/	
3,51,08,453		2,37,453	0	2,04,191	33,262	0	0		0	0		3,48,71,000	0		3,06,66,990	42,04,010	No. of votes polled	Mr. Nitin Men Mrs. Sucheta N M/s. Karveer I be interested in	Special Resolu Director of the
75.18		2.01	0	1.73	0.28	0.00	0		0	0		100.00	0		87.94	12.06	% of votes Polled on outstanding shares	Mr. Nitin Menon, to the extent of Remuneration payable and Mr. Ram Menon, Mr. Sachin Meno Mrs. Sucheta Menon, Mr. Anshul Menon, Mr. Aditya Menon (relative of Mr. Nitin Menon) and M/s. Karveer United Private Limited (related party) in their capacity as Promoters are deemed be interested in this resolution.	Special Resolution for approval of managerial remuneration to Mr. Nitin Menon, Joint Director of the Company for a period of 2 years from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2018
3,51,05,773		2,34,773	0	2,04,191	30,582	0	0		0	0		3,48,71,000	0	EALLY IN CO.	3,06,66,990	42,04,010	No. of Votes in favour	of Remuneration ul Menon, Mr. A mited (related p	of managerial reperiod of 2 years
2,680		2,680	0	0	2,680	0	0		0	0		0	0		0	0	No. of votes - against	payable and Maditya Menon (rearty) in their cap	emuneration to l from 1 <sup>st</sup> April, 2
99.99		98.87	0	100.00	91.94	0.00	0		0	0	12.00	100.00	0		100.00	100.00	% of votes in favour on votes polled	r. Ram Menon, Native of Mr. Nii Nacity as Promot	Mr. Nitin Menor 016 to 31 <sup>st</sup> Marcì
0.01		1.13	0	0.00	8.06	0.00	0		0	0		0	0		0	0	% of votes against on votes polled	Mr. Nitin Menon, to the extent of Remuneration payable and Mr. Ram Menon, Mr. Sachin Menon, Mrs. Sucheta Menon, Mr. Anshul Menon, Mr. Aditya Menon (relative of Mr. Nitin Menon) and M/s. Karveer United Private Limited (related party) in their capacity as Promoters are deemed to be interested in this resolution.	Special Resolution for approval of managerial remuneration to Mr. Nitin Menon, Joint Managing Director of the Company for a period of 2 years from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2018

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	 		т			 													
					Public- Non Institutions					Public- Institutions						Promoter and Promoter Group	Category	Whether promoter/promoter group are interested in agenda / resolution? Mr. R. D. Dixit, to the extent of Remuneration payable and Mrs. Smita Ramesh Dixit (relative of Mr. R. D. Dixit) in their capacity as Promoters are deemed to be interested in this resolution.	Resolution required: (Ordinary/Special)
Total	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	V)	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting	are interested in agen	ecial)
4,67,00,000	1,18,29,000		1,10,29,000	1 10 20 000		0			<b>O</b>			3,48,71,000		0/10// 1/000	3 48 71 000		No. of shares held	nda / resolution?	
3,51,08,453	2,37,453	0		2,04,191	33,262	0	0		0	0		3,48,71,000	0		3,06,66,990	42,04,010	No. of votes polled	Mr. R. D. Dixit, Mr. R. D. Dixit)	Special Resoluti Managing Direc
75.18	2.01	0		1.73	0.28	0.00	0		0	0		100.00	0		87.94	12.06	% of votes Polled on outstanding shares	Mr. R. D. Dixit, to the extent of Remuneration payable and Mrs. Smita Ramesh Dixit (relative Mr. R. D. Dixit) in their capacity as Promoters are deemed to be interested in this resolution.	Special Resolution for approval of managerial remuneration to Mr. R. D. Dixit, Vice Chairman & Managing Director of the Company for a period of 2 years from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2018
3,51,06,153	2,35,153	0		2,04,191	30,962	0.0	0		0	0		3,48,71,000	0		3,06,66,990	42,04,010	No. of Votes in favour	emuneration pay as Promoters are	of managerial ren ny for a period c
2,300	 2,300	0		0	2,300	0	0	-	0	0		0	0		0	0	No. of votes - against	/able and Mrs. Si deemed to be in	nuneration to Mi of 2 years from 1°
99.99	99.03	0		100.00	93.09	0.00	0		0	0		100.00	0		100.00	100.00	% of votes in favour on votes polled	mita Ramesh Di ıterested in this ı	muneration to Mr. R. D. Dixit, Vice Chairman & of 2 years from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2018.
0.01	0.97	0		0.00	6.91	0.00	0		0	0		0.00	0		0.00	0.00	% of votes against on votes polled	xit (relative of resolution.	ce Chairman & 31 <sup>st</sup> March, 2018.

No. of shareholders attended the meeting through video conferencing: No. of shareholders present in the meeting either in person or through proxy: Date of AGM : 21<sup>st</sup> July, 2016

Total number of shareholders on record date : 7856 Promoters and Promoter Group: 0 Public: 91 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	cial)		Special Resoluti the Company ar	on for approval t	Special Resolution for approval to continue material related party transactions, in which directors of the Company are interested for a period of 2 years w.e.f. 1 <sup>st</sup> April, 2016	al related party trans w.e.f. 1 <sup>st</sup> April, 2016	ransactions, in w	vhich directors of
Whether promoter/promoter group are interested in agenda/resolution?	are interested in ager		Ὺes		·			
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 *		1	0.00	-	0	0.00	0.00
	Poll*	3 48 71 000	1	0.00	-	0	0.00	0.00
	Postal Ballot (if	۵,±۵,/ ۱,∪∪∪				)	)	<b>)</b>
	пррисполе)							
	Total	3,48,71,000		0.00		0	0.00	0.00
Public- Institutions	E-Voting		0	. 0	0	0	0	0
	Poll	D.	0	0	0	0	0	0
	Postal Ballot (if		0	0	0	9	0	0
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		33,262	0.28	30,556	2,706	91.86	8.14
	Poll	1 18 29 000	2,04,191	1.73	2,04,191	0	100.00	0.00
	Postal Ballot (if applicable)	1,10,27,000	0	0	0	0	0	0
	Total	1,18,29,000	2,37,453	2.01	2,34,747	2,706	98.86	1.14
	Total	4,67,00,000	2,37,453	0.51	2,34,747	2,706	98.86	1.14

\* Note: Voting by related party members are excluded



COMPANY SECRETARIES

Manish Ghia & Associates

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### SCRUTINIZER'S REPORT

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

To Mr. Ram Menon Chairman Menon Bearings Limited G-1, MIDC, Gokul Shirgaon, Kolhapur - 416234

Respected Sir,

Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and voting by Poll at 25th Annual General Meeting (AGM) of members of Menon Bearings Limited (the Company) held on Thursday, 21st July, 2016

- I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
  - b) Conducting Poll through polling papers under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 10 as set out in the Notice of 25th Annual General Meeting (AGM) of the members of the Company dated 10th May, 2016.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by National Securities

Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.

- 3. Due to administrative reasons, the Board of Directors of the Company at their meeting held on Sunday, 26th June, 2016 decided to pre-pone the timing of the AGM of the Company to 10.00 a.m. at the same date and same venue. The necessary intimations were given to the Stock Exchanges were the shares of the Company are listed.
- 4. The Notice dated 10th May, 2016 alongwith Statement setting out material facts under Section 102 of the Act was sent to the shareholders through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent / Depositories and dispatched through courier on Saturday, 25th June, 2016. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 10th June, 2016.
- 5. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Pudhari" on Monday, 27th June, 2016.
- 6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, 18th July, 2016 (9.00 a.m.) till Wednesday, 20th July, 2016 (5.00 p.m.).
- The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 14th July, 2016.
- 8. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Priyanka Goenka and CS Khyati Panchal who are not in employment with the Company.
- 9. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



### 10. Summary of the remote e-voting and poll at the AGM is as follows:

### Resolution No.1

Ordinary R ended 31st I	esolution for March, 2016	or adoption of along with Re	Audited Finan ports of the Di	icial Statements rectors and of t	for the year he Auditors.
			· · · · · · · · · · · · · · · · · · ·	Valid vote	
Total received	Valid	Total	Valid	In favour	Against
98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
27	27	42,37,272	42,37,272	42,34,972	2,300
125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)
	Total received 98	received 98 74 27	ended 31st March, 2016 along with Re   Counts	ended 31st March, 2016 along with Reports of the Di Counts           Votes           Total received         Valid 70tal Valid 70tal	Total received         Valid         Total Total         Valid         In favour           98         74         3,09,59,331         3,08,71,181         3,08,71,181           27         27         42,37,272         42,37,272         42,34,972

### Resolution No.2

Ordinary F Shares for t	lesolution d he financia	for confirmati I year ended 31	on of Interim st March, 2016.	Dividend paid	d on Equity
Cou	nts	Vot	es	Valid vote	s casted
Total received	Valid	Total	Valid	In favour	Against
98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
28	28	42,38,100	42,38,100	42,35,800	2,300
126	102	3,51,97,431	3,51,09,281	3,51,06,981 (99.99)	2,300 (0.01)
	Total received 98	Shares for the financia  Counts  Total Valid received  98 74  28 28	Shares for the financial year ended 31   Counts   Vot	Shares for the financial year ended 31st March, 2016.           Counts         Votes           Total received         Valid 70tal Valid 70tal	Total received         Valid         Total Total         Valid         In favour           98         74         3,09,59,331         3,08,71,181         3,08,71,181           28         28         42,38,100         42,38,100         42,35,800           126         102         3,51,97,431         3,51,09,281         3,51,06,981

### Resolution No.3

Particulars		on-Executiv	e Director, wh		or in place of otation and be	
Voting	Cou	nts	Vot	es	Valid vote	s casted
pattern	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)
Result: May	be considere	ed passed w	ith requisite m	ajority		COLUMN TO THE COLUMN T



### Resolution No.4

Particulars	Ordinary Resolution for re-appointment M/s P. M. Vardhe & Co., Chartered Accountants, Kolhapur (having FRN: 111274W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.							
Voting	Cou	nts	Vo	tes	Valid votes casted			
pattern	Total received	Valid	Total	Valid	In favour	Against		
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0		
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300		
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)		
Result: May	be considere	ed passed w	ith requisite m	najority		and the second s		

### Resolution No.5

Particulars	Chartered	Accountant	s (having FR)	N: 108416W),	M/s. Rajesh Lo as Branch Aud eneral Meeting.	itors of the
Voting	Cou	nts	Votes		Valid votes casted	
pattern	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)

### Resolution No.6

Particulars			or appointment upto 28th Janua		hinde (DIN: 07	417527) as an		
Voting	Cou	nts	Vot	es	Valid vote	Valid votes casted		
pattern	Total received	Valid	Total	Valid	In favour	Against		
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0		
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300		
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)		
Result: May	be considere	ed passed w	ith requisite m	ajority	A CONTRACTOR OF THE PROPERTY O	<u> </u>		



### Resolution No.7

Particulars					neration payab Pune, for the fi		
Voting	Cou	nts	Vot	es	Valid votes casted		
pattern	Total received	Valid	Total	Valid	In favour	Against	
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0	
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300	
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)	
Result: May	be considere	ed passed w	ith requisite m	ajority	and the second s		

### **Resolution No.8**

Particulars	Menon, Joi		g Director of		remuneration t for a period of	
Voting	Counts		Vot	otes Valid votes casted		s casted
pattern	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
E-voting	27	27	42,37,272	42,37,272	42,34,592	2,680
Total	125	101	3,51,96,603	3,51,08,453	3,51,05,773 (99,99)	2,680 (0.01)

### Resolution No.9

Particulars	Vice Chair	man & Mai	* *	r of the Comp	uneration to Mr any for a perio	
Voting	Cou	nts	Vot	es	Valid vote	s casted
pattern	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	98	74	3,09,59,331	3,08,71,181	3,08,71,181	0
E-voting	27	27	42,37,272	42,37,272	42,34,972	2,300
Total	125	101	3,51,96,603	3,51,08,453	3,51,06,153 (99.99)	2,300 (0.01)
Result: May	be considere	ed passed w	ith requisite m	ajority		are or a later or a series of the series of



### Resolution No.10

Particulars	Special Re in which o 1st April, 20	OA (	approval to co the Company a	ntinue materiare re interested f	al related party for a period of	transactions 2 years w.e.f		
Voting pattern		ınts	Votes		Valid vote	Valid votes casted		
	Total received	Valid *	Total	Valid *	In favour	Against		
Poll Paper	98	67	3,09,59,331	2,04,191	2,04,191	0		
E-voting Total	27	26	42,37,272	33,262	30,556	2,706		
	125	93	3,51,96,603	2,37,453	2,34,747 (98.86)	2,706 (1.14)		

with requisite majority

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the 25th Annual General Meeting and the same will be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you

Place: Mumbai Date: 22nd July, 2016 Manish Ghia & Associates Company Secretaries

CS Manish L. Ghia

Partner

M. No. FCS 6252 C. P. No. 3531

'ny Secre

Counter signed by

Ram Menon

Chairman

<sup>\*</sup> Note: Voting by related party members is excluded