### MENON BEARINGS LIMITED



MENON REARINGS

1st July, 2017

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

Voting results of the 26th Annual General Meeting ("AGM") of the Company Sub: 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 26th AGM of the Company held on Thursday, 29th June, 2017 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

Anup Padmai

Company Secretary & Compliance Officer

REGD. OFFICE & WORKS:

ACS No.: A33422

Encl.: As stated above

0.00005	99.99995	20	4,22,35,679	75.367	4,22,35,699	5,60,40,000	Total	
0.01	99.99	20	2,28,921	1.632	2,28,941	1,40,31,796	Total	
0.00	0.00	0	0	0.00	0		Postal Ballot (if applicable)	
0.00	100.00	0	2,20,249	1.57	2,20,249	1.40.31.796	Poll Papers	
0.23	99.77	20	8,672	0.06	8,692		E-Voting	Public- Non Institutions
0.000	0.000	0	0	0.000	0	1,446	Total	
0.00	0.00	0	0	0.00	0		Postal Ballot (if applicable)	
0.00	0.00	0	0	0.00	0	1,446	Poll Papers	
0.00	0.00	0	0	0.00	0		E-Voting	Public- Institutions
							and the state of t	
0.000	100.000	0	4,20,06,758	100.000	4,20,06,758	4,20,06,758	Total	
0.00	0.00	0	0	0.00	0		applicable)	
						±,∠∪,∪∪,/ ∪0	Postal Ballot (if	
0.00	100.00	0	4,20,06,758	100.00	4,20,06,758	4 20 06 758	Poll Papers	
0.00	0.00	0	0	0.00	0		E-Voting	<b>Promoter and Promoter Group</b>
% 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	nda/	p are interested in age	Whether promoter/promoter group are interested in agenda/resolution?
ded 31 <sup>st</sup> March,	for the year end	ncial Statements rt thereon	of Audited Finar l Auditors' Repo	ion for adoption bards' Report and	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 alongwith Boards' Report and Auditors' Report thereon		pecial)	Resolution required: (Ordinary/Special)
			THE STATE OF THE S	The state of the s				
		Ameng dylling and the second						Public:
					-	**************************************	p:	Promoters and Promoter Group:
	,				Not Applicable	conferencing:	neeting through video	No. of shareholders attended the meeting through video conferencing: Not Applicable
								Public: 90
		٠		•			p: 7	Promoters and Promoter Group: 7
					эгоху:	son or through p	meeting either in per	No. of shareholders present in the meeting either in person or through proxy:
							record date: 10036	Total number of shareholders on record date: 10036
								Date of AGM: 29th June, 2017

O. ASSIA NON PERSON OF THE PROPERTY OF THE PRO

	- Appropriate Company of the Company							
Date of AGM: 29 <sup>th</sup> June, 2017								
Total number of shareholders on record date: 10036	cord date: 10036					-		-
No. of shareholders present in the meeting either in person or through proxy:	neeting either in per	son or through	proxy:					
Promoters and Promoter Group: 7	7		-					
Public: 90								
No. of shareholders attended the meeting through video conferencing: Not Applicable	eeting through vide	o conferencing:	Not Applicable			:		
Promoters and Promoter Group:			7					
Public:								
Resolution required: (Ordinary/Special)	cial)		Ordinary Resol financial year e	Ordinary Resolution to confirm the payment financial year ended 31 <sup>st</sup> March, 2017	ayment	of interim dividend on Equity Shares for the	on Equity Sha	res for the
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 -	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.0
	Poll Papers	4 20 06 758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.0
	Postal Ballot (if applicable)	2)=0/00/100	0	0.00	0	0	0.00	0.0
	Total	4,20,06,758	4,20,06,758	100.000	4,20,06,758	0	100.000	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.0
	Poll Papers	1 446	0	0.00	0	0	0.00	0.0
	Postal Ballot (if	1/110	0	0.00		O.	0 00	0.0
	Total	1,446	0	0.000		0	0.000	0.00
Public- Non Institutions	E-Voting	•	8,692	0.06	8,692	0	100.00	0.0
	Poll Papers	1.40.31.796	2,20,249	1.57	2,20,249	0	100.00	0.0
	Postal Ballot (if applicable)	2) 20/0 2/0 0	0	0.00		<b>o</b>	0 00	00
	Total	1,40,31,796	2,28,941	1.632	2,28,941	0	100.00	0.0
	Total	5,60,40,000	4,22,35,699	75.367	4,22,35,699	0	100.00	0.0

KOLHAPUR W 416234

No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 10036 Date of AGM: 29<sup>th</sup> June, 2017 No. of shareholders attended the meeting through video conferencing: Not Applicable Public: Promoters and Promoter Group: Public: 90 Promoters and Promoter Group: 7

0.001	99.999	620	4,22,35,079	75.367	4,22,35,699	5,60,40,000	Total	
0.27	99.73	620	2,28,321	1.632	2,28,941	1,40,31,796	Total	
0.00	0.00	0	0	0.00	0		Postal Ballot (if applicable)	
0.00	100.00	0	2,20,249	1.57	2,20,249	1,40,31,796	Poll Papers	
7.13	92.87	620	8,072	0.06	8,692		E-Voting	Public- Non Institutions
0.000	0.000	0	0	0.000	0	1,446	Total	
0.00	0.00	0	0	0.00	0		applicable)	
	-		-			OEE/T	Postal Ballot (if	
0.00	0.00	0	0	0.00	0	1 446	Poll Papers	
0.00	0.00	0	0	0.00	0		E-Voting	Public- Institutions
0.000	100.000	0	4,20,06,758	100.000	4,20,06,758	4,20,06,758	Total	
0.00	0.00	0	0	0.00	0		applicable)	
						±,±0,00,, 00	Postal Ballot (if	
0.00	100.00	0	4,20,06,758	100.00	4,20,06,758	4 20 06 758	Poll Papers	
0.00	0.00	0	0	0.00	0		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
mita Dixit, being relative of the appointee, none of m.	elative of the ap	lta Dixit, being r	pointee, Mrs. Sm l in the resolution	Except Mr. R D Dixit being the appointee, Mrs. Smit the other promoters are interested in the resolution.	Except Mr. R D I the other promo	nda/	are interested in age	Whether promoter/promoter group are interested in agenda / resolution?
r in place of Mr. R. D. Dixit, Chairman & by rotation and being eligible, offers himself for	R. D. Dixit, Cha being eligible, c	in place of Mr. by rotation and l		Ordinary Resolution for appointment of Director in place of Mr. R. D. Dixit, Chairman & Managing Director, (DIN: 00626827) who retires by rotation and being eligible, offers him re-appointment.	Ordinary Resolu Managing Direc re-appointment.		cial)	Resolution required: (Ordinary/Special)



j	P <sub>1</sub>	No. of	Pı	P1	No. of	Total 1	Date o
Darklie.	Promoters and Promoter Group:	No. of shareholders attended the meeting through video conferencing: Not Applicable	Public: 90	Promoters and Promoter Group: 7	No. of shareholders present in the meeting either in person or through proxy:	Total number of shareholders on record date: 10036	Date of AGM: 29th June, 2017
	Promoter Gi	attended tl		Promoter Gi	present in	areholders o	June, 2017
	roup:	ne meeting		roup: 7	the meeting	on record da	
		through vid			; either in p	ite: 10036	
		eo conferen			erson or thr		
		cing: Not A			ough proxy		
		\pplicable			•	100000000000000000000000000000000000000	
3							
						-	

Resolution required: (Ordinary/Special)	cial)		Ordinary Resolt Accountants, Konthe conclusion of Meeting	ution for appoint olhapur (FRN: 12 of 26 <sup>th</sup> Annual Ge	Ordinary Resolution for appointment of M/s Rahulprasad Agnihotri & Co., Chartered Accountants, Kolhapur (FRN: 122293W) as Statutory Auditors of the Company to hold offic the conclusion of 26 <sup>th</sup> Annual General Meeting until the conclusion of 31 <sup>st</sup> Annual General Meeting	ulprasad Agnih ory Auditors of t ntil the conclusi	otri & Co., Chau the Company to on of 31 <sup>st</sup> Annu	Ordinary Resolution for appointment of M/s Rahulprasad Agnihotri & Co., Chartered Accountants, Kolhapur (FRN: 122293W) as Statutory Auditors of the Company to hold office from the conclusion of 26 <sup>th</sup> Annual General Meeting until the conclusion of 31 <sup>st</sup> Annual General Meeting
Whether promoter/promoter group are interested in agenda/resolution?	are interested in ager	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		0	0.00	0	0	0.00	0.00
	Poll Papers	4 20 06 758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
	Postal Ballot (if	11-01001100	0	0 00	o .	n	00 00	0.00
	Total	4,20,06,758	4,20,06,758	100.000	4,20,06,758	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	1 446	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	,	0	0.00	0	0	0.00	0.00
	Total	1,446	0	000.0	0	0	0.000	0.000
Dati: Non Institution	777		9 (99			(2)		
	Poll Papers		2,20,249	1.57	2,20,249	0	100.00	0.00
	Postal Ballot (if applicable)	1,40,31,790	0	0.00	. 0	0	0.00	0.00
	Total	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.27
	Total	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001

Date of AGM: 29 <sup>th</sup> June, 2017						٠		
Total number of shareholders on record date: 10036	ecord date: 10036							
Promotion and Promotion Council Education person or unrough proxy.	meening entirer in beri	son or unough	proxy:		The state of the s			
Promoters and Promoter Group: 7	5: 7							
Public: 90								
No. of shareholders attended the meeting through video conferencing: Not Applicable	neeting through video	conferencing:	Not Applicable					
Promoters and Promoter Group:	3:							
Public:						, and the second		
			1000					
Resolution required: (Ordinary/Special)	ecial)		Ordinary Resolut (FRN: 108416W), General Meeting	Ordinary Resolution to ratify appointment of (FRN: 108416W), as Branch Auditors of the CoGeneral Meeting.		M/s. Rajesh Lohia & Co., Chartered Accountants mpany until the conclusion of the 27 <sup>th</sup> Annual	& Co., Chartere nclusion of the	d Accountants 27 <sup>th</sup> Annual
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 -	% of votes in favour on votes polled	% of votes against on votes polled
<b>Promoter and Promoter Group</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	4 20 06 758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
	Postal Ballot (if applicable)	1,=0,00,00,00	0	0.00	0	0	0.00	0.00
	Total	4,20,06,758	4,20,06,758	100.000	4,20,06,758	0	100.000	(
Public- Institutions	E-Voting		0	0.00		0	0.00	0.00
	Poll Papers	1.446	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	77	0	0.00	0	0	0.00	0.00
	Total	1,446	0	0.000	0	0	0.000	0.00.0
Public- Non Institutions	E-Voting		8,692	0.06	8,072	620	92.87	7.13
	Poll Papers	1 40 31 796	2,20,249	1.57	2,20,249	0	100.00	0.00
•	Postal Ballot (if applicable)	יו ייטיסיויי	0	0.00	0	0	0.00	00.0
	Total	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.25
	Total	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99,999	0.001

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Public:	Promo	Vo. of sha	Public	Prom	No. of sha	Total nun	Date of A
)lic:	Promoters and Promoter Group:	No. of shareholders attended the meeting through video conferencing : Not Applicable	Public: 90	Promoters and Promoter Group: 7	No. of shareholders present in the meeting either in person or through proxy:	Total number of shareholders on record date: 10036	Date of AGM: 29 <sup>th</sup> June, 2017

Resolution required: (Ordinary/Special)	cial)		Ordinary Resolt Accountants, Pu	Ordinary Resolution for approval of remuneration payable to M/s. C. S. Adawadkar & Co., Cost Accountants, Pune, for the financial year 2017-18.	l of remuneration cial year 2017-18.	n payable to M/s	s. C. S. Adawad	kar & Co., Cost
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		0	0.00	0	0	0.00	0.00
	Poll Papers	1 20 06 758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
	Postal Ballot (if applicable)	±,20,00,, 00	0	0.00	0	0	0.00	0.00
	Total	4,20,06,758	4,20,06,758	100.000	4,20,06,758	0	100.000	0.000
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	1 446	0	0.00	0	0	0.00	0.00
	Postal Ballot (if	1,537						
	applicable)		0	0.00	0	0	0.00	0.00
	Total	1,446	0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting		8,692	0.06	8,072	620	92.87	7.13
	Poll Papers	1 40 31 796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Postal Ballot (if applicable)	-1-10/0-1/1	0	0.00	0	0	0.00	0.00
	Total	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.27
	Total	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99,999	0.001

Date of AGM: 29th June, 2017
Total number of shareholders on record date: 10036 No. of shareholders attended the meeting through video conferencing: Not Applicable No. of shareholders present in the meeting either in person or through proxy: Public: Promoters and Promoter Group: Public: 90 Promoters and Promoter Group: 7

Resolution required: (Ordinary/Special)	cial)		Special Resolut Joint Managing	Special Resolution for approval of re-desi Joint Managing Director of the Company.	Special Resolution for approval of re-designation of Mr. Nitin Menon, as a Vice Chairman & Joint Managing Director of the Company.	of Mr. Nitin M	enon, as a Vice	Chairman &
Whether promoter/promoter group are interested in agenda/resolution?	are interested in age	ıda/	Except Mr. Nitin Menon being Menon and Mr. Anshul Nitin N are interested in the resolution.	n Menon being the Anshul Nitin Men the resolution.	Except Mr. Nitin Menon being the appointee, Mrs. Sucheta Nitin Menon and Mr. Aditya Nitin Menon and Mr. Anshul Nitin Menon, being relatives of the appointee, none of the other promoters are interested in the resolution.	Sucheta Nitin Mes of the appoin	fenon and Mr. A tee, none of the	ditya Nitin other promoters
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		0	0.00	0	0	0.00	0.00
	Poll Papers	4 20 06 758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
	Postal Ballot (if	1,20,00,,00						
	аррисарие)		0	0.00	U	0	0.00	0.00
	Total	4,20,06,758	4,20,06,758	100.000	4,20,06,758	0	100.000	0.000
		A Maria Carlo						
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll Papers	1 116	0	0.00	0	0	0.00	0.00
	Postal Ballot (if							
	аррисавте)		0	0.00	0	0	0.00	0.00
	Total	1,446	0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting		8,692	0.06	8,072	620	92.87	7.13
	Poll Papers	1 40 21 706	2,20,249	1.57	2,20,249	0	100.00	0.00
	Postal Ballot (if applicable)	1/10/01// /0	0	0.00	0	0	0.00	0.00
	Total	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.27
	Total	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001



# $26^{\mathrm{TH}}$ ANNUAL GENERAL MEETING OF MENON BEARINGS LIMITED

Public:
Promoters and Promoter Group:
No. of shareholders attended the meeting through video conferencing: Not Applicable
Public: 90
Promoters and Promoter Group: 7
No. of shareholders present in the meeting either in person or through proxy:
Total number of shareholders on record date: 10036
Date of AGM: 29 <sup>th</sup> June, 2017

0.001	99,999	620	4,22,35,079	75.367	4,22,35,699	5,60,40,000	Total	
0.27	99.73	620	2,28,321	1.632	2,28,941	1,40,31,796	Total	
0.00	0.00	0	0	0.00	0		Postal Ballot (if applicable)	
0.00	100.00	0	2,20,249	1.57	2,20,249	1,40,31,796	Poll Papers	
7.13	92.87	620		0.06	8,692		E-Voting	Public- Non Institutions
0.000	0.000	0	0	0.000	0	1,446	Total	
0.00	0.00	0	0	0.00	0		applicable)	
						0.00	Postal Ballot (if	
0.00	0.00	0	0	0.00	0	1 446	Poll Papers	
0.00	0.00	0	0	0.00	0		E-Voting	Public- Institutions
0.000	100.000	0	4,20,06,758	100.000	4,20,06,758	4,20,06,758	Total	
0.00	0.00	0	0	0.00	0		applicable)	
						±,20,00,, 00	Postal Ballot (if	
0.00	100.00	0	4,20,06,758	100.00	4,20,06,758	4 20 06 758	Poll Papers	
0.00	0.00	0	0	0.00	0		E-Voting	<b>Promoter and Promoter Group</b>
% 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
Smita Dixit, being relative of the appointee, none of tion.	elative of the ap	ita Dixit, being r		Except Mr. R D Dixit being the appointee, Mrs. the other promoters are interested in the resolu	Except Mr. R D I the other promo	nda/	are interested in age	Whether promoter/promoter group are interested in agenda/resolution?
n & Managing	ixit, as Chairma	of Mr. R. D. Di	Special Resolution for approval of re-designation of Mr. R. D. Dixit, as Chairman & Managing Director of the Company.	ion for approval Company.	Special Resolution for ap Director of the Company		ecial)	Resolution required: (Ordinary/Special)



No. of shareholders present in the meeting either in person or through proxy: Total number of shareholders on record date: 10036 Date of AGM: 29<sup>th</sup> June, 2017 No. of shareholders attended the meeting through video conferencing: Not Applicable Public: Public: 90 Promoters and Promoter Group: 7 Promoters and Promoter Group:

Resolution required: (Ordinary/Special)	ecial)		Company are interested	ion for approval	Special Kesolution for approval of material related party transactions, in which directors of the Company are interested	d party transact	ions, in which c	directors of the
Whether promoter/promoter group are interested in agenda/resolution?	are interested in age	nda/	All the promote Ramesh Dixit	All the promoters are interested in the resolution, Ramesh Dixit		xcept Mr. Rame	sh Dattraya Dix	except Mr. Ramesh Dattraya Dixit and Mrs. Smita
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 *		0	0.00	0	0	0.00	0.00
	Poll Papers*	4 20 06 758	1,68,000	0.40	1,68,000	0	100.00	0.00
	Postal Ballot (if applicable)	4,20,00,/30	0	0.00	0	0	0.00	0.00
	Total	4,20,06,758	1,68,000	0.400	1,68,000	0	100.000	0.000
Public-Institutions	F-Voting		0	0.00			0.00	
	Poll Papers		0	0.00		0	000	0.00
	Postal Ballot (if	1,440						
	applicable)		0	0.00	0	0	0.00	0.00
	Total	1,446	0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting		8,692	0.06	7,852	840	90.34	9.66
	Poll Papers	1 40 31 796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Postal Ballot (if	11200011						
	applicable)		0	0.00	0	0	0.00	0.00
	Total	1,40,31,796	2,28,941	1.632	2,28,101	840	99.63	0.37
	Total	5,60,40,000	3,96,941	0.708	3,96,101	840	99.79	0.21
* Note: Voting by related party members are excluded	mbers are excluded							



## ${f \Omega}$ anish ${f Q}$ hia & associates

COMPANY SECRETARIES

Manish Ghia & Associate

:+91 22 2682 6286/2681 540

: info@mgconsulting.in 🏥 : www.mgconsulting.in

## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]

To Chairman & Managing Director Menon Bearings Limited G-1, MIDC, Gokul Shirgoan, Kolhapur - 416234

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and Voting by Poll at 26th Annual General Meeting (AGM) of the Members of Menon Bearings Limited (the Company) held on Thursday, 29th June, 2017.

- I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company 1. Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a. Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
  - b. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c. Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of 26th Annual General Meeting (AGM) of

he members of the Company dated 27th April, 2017.



- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote evoting and voting by polling papers at AGM 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 remote e-voting system provided by National Securities Depository Limited (NSDL) the agency engaged by the Company to provide remote e-voting facility and poll conducted at the AGM in a fair and transparent manner.
- 3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated 27th April, 2017 along with Statement setting out material facts under Section 102 of the Act was dispatched on Saturday, 3rd June, 2017 to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.
  - b. The said Notice was dispatched on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agents 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, 26th May, 2017.
- 4. 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, 5th June, 2017.
- 5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, 26th June, 2017 (09.00 a.m.) till Wednesday, 28th June, 2017 (5.00 p.m.).
- 6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 22<sup>nd</sup> June, 2017.



- 7. 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 Rasika Mendhekar and CS Khyati Panchal who are not in employment with the Company.
- 8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.

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

### ORDINARY BUSINESS

### Resolution No.1

Particulars	Ordinary March, 20	Resolution fo	or adoption of Boards' Repo	f Audited Firt and Audit	inancial State tors' Report th	ments fo	r the year e	nded 31s
Category.	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and	E-Voting	4,20,06,758	0	0.00	0	0	0.00	0.00
Promoter	Poll	1,20,00,750	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000
Public- Institutions	E-Voting	1,446	0	0.00	0	0	0.00	0.00
221StittleTions	Poll	1,440	0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	
Public- Non Institutions	E-Voting	1,40,31,796	8,692	0.06	8,672	20	99.77	0.000
	Poll	1/10/31// 90	2,20,249	1.57	2,20,249	0	100.00	0.00
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,921	20	99.99	
Tota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,679	20	99.99995	0.00

Total number of members whose votes were declared invalid	Total number of votes cast
Obia & 4 co	14,297



### Resolution No.2

Particulars	Ordinary Resolution to confirm the payment of interim dividend on Equity Shares for financial year ended 31st March, 2017.							es for the
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and	E-Voting	4,20,06,758	0	0.00	0	0	0.00	0.00
Promoter	Poll	4,20,00,738	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000
Public-	E-Voting		0	0.00	0	0	0.00	0.00
Institutions	Poll	1,446	0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	0.000
Public- Non	E-Voting		8,692	0.06	8,692	0	100.00	0.00
Institutions	Pol1	1,40,31,796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,941	0	100.00	0.00
Tota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,699	0	100.00	0.00

### Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast		
13	14,297		

Result: May be considered passed unanimously





### **Resolution No.3**

Particulars	Managing	Resolution for Director, (Dor re-appointm	IN: 00626827	nt of Director) who retir	or in place of es by rotatio	Mr. R. I	D. Dixit, Choeing eligib	airman & le, offers
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes polled
Promoter	E-Voting	4.00.06.7750	0	0.00	0	0	0.00	0.00
and Promoter	Poll	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000
Public-	E-Voting		0	0.00	0	0	0.00	0.00
Institutions	Poll	1,446	0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	0,000
Public- Non	E-Voting		8,692	0.06	8,072	620	92.87	7.13
Institutions	Poll	1,40,31,796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.00
Tota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99,999	0.001

Result: May be considered passed with requisite majority

Total number of members whose	Total number of votes cast				
votes were declared invalid					
13	14,297				





### Resolution No.4

Particulars	Accounta	Resolution nts, Kolhapur conclusion of leeting.	(FKN: 122293	W) as Statut	orv Auditors	of the Co	mnany to h	old office
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes
Promoter and	E-Voting	4,20,06,758	0	0.00	0	0	0.00	polled 0.00
Promoter	Poll	4,20,00,738	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000
Public-	E-Voting	1 442	0	0.00	0	0	0.00	0.00
Institutions	Poll	1,446	0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	0.000
Public- Non	E-Voting		8,692	0.06	8,072	620	92.87	7.13
Institutions	Poll	1,40,31,796	2,20,249	1.57	2,20,249	0	100.00	
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.00
Tota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001

Result: May be considered passed with requisite majority

Total number of members whose votes were declared invalid	Total number of votes cast			
13	14,297			





### Resolution No.5

Particulars	Accountar	Resolution that (FRN: 1084) nual General	416W), as Bra	ointment onch Audito	of M/s. Raje rs of the Con	sh Lohi npany ur	a & Co., (	Chartered lusion of
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes polled
Promoter	E-Voting	4.00.06.550	0	0.00	0	0	0.00	0.00
and Promoter	Poll	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000
Public-	E-Voting		0	0.00	0	0	0.00	0.00
Institutions	Poll	1,446	0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	0.000
Public- Non	E-Voting		8,692	0.06	8,072	620	92.87	7.13
Institutions	Poll	1,40,31,796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	0.00
Tot	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001

Result: May be considered passed with requisite majority

Total number of members whose	Total number of votes cast				
votes were declared invalid					
13	14,297				





### SPECIAL BUSINESS

### Resolution No.6

Particulars	Ordinary Resolution for approval of remuneration payable to M/s. C. S. Adawadkar & Cost Accountants, Pune, for the financial year 2017-18.							ar & Co.
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes
Promoter	E-Voting	4 20 04 550	0	0.00	0	0	0.00	polled 0.00
and Promoter	Poll	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	
Public-	E-Voting		0	0.00	0	0		0.000
Institutions	Poll	1,446	0	0.00		<u> </u>	0.00	0.00
	Total (B)				. 0	0	0.00	0.00
	in a specification of the second	1,446	0	0.00	0	0	0.00	0.000
Public- Non Institutions	E-Voting	1 40 21 707	8,692	0.06	8,072	620	92.87	7.13
msmunons	Poll	1,40,31,796	2,20,249	1.57	2,20,249	0	100.00	0.00
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,321	620	99.73	
Tota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.27

## Result: May be considered passed with requisite majority

Total number of members whose	Total number of votes cast		
votes were declared invalid			
13	14,297		





### Resolution No.7

Particulars	Special R Joint Mar	pecial Resolution for approval of re-designation of Mr. Nitin Menon, as Vice Chairman & int Managing Director of the Company.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes		
Promoter	E-Voting		0	0.00				polled		
and Promoter	Pol1	4,20,06,758	4,20,06,758		0	0	0.00	0.00		
Group	Total (A)	4,20,06,758		100.00	4,20,06,758	0	100.00	0.0		
Public-	E-Voting	4,20,00,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.000		
Institutions		1,446	0	0.00	0	0	0.00	0.00		
	Poll	1,440	0	0.00	0	0				
	Total (B)	1,446	0				0.00	0.00		
Public- Non	E-Voting	-/170		0.00	0	0	0.00	0.000		
Institutions	Poll	1,40,31,796	8,692	0.06	8,072	620	92.87	7.13		
			2,20,249	1.57	2,20,249	0	100.00			
	Total (C)	1,40,31,796	2,28,941	1.632				0.00		
Total (A+B+C)		5,60,40,000			2,28,321	620	99.73	0.27		
		0,00,30,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001		

Result: May be considered passed with requisite majority

Total number of members whose votes were declared invalid	Total number of votes cast		
13	14,297		





### Resolution No.8

Particulars	Special R Managing	esolution for Director of the	approval of he Company.	re-designa	tion of Mr.	R. D. D	ixit, as Cha	airman &
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes
Promoter	E-Voting		0	0.00	0	0	0.00	polled
and Promoter	Poll	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0		0.00
Group	Total (A)	4,20,06,758	4,20,06,758	100.00	4,20,06,758	0	100.00	0.00
Public-	E-Voting	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0				100.00	0.000
Institutions	Poll	1,446		0.00	0	0	0.00	0.00
			0	0.00	0	0	0.00	0.00
	Total (B)	1,446	0	0.00	0	0	0.00	0.000
Public- Non	E-Voting	1 40 04 504	8,692	0.06	8,072	620	92.87	7.13
Institutions	Poll	1,40,31,796	2,20,249	1.57	2,20,249	0.20		
	Total (C)	1,40,31,796	2,28,941				100.00	0.00
				1.632	2,28,321	620	99.73	0.27
1 Ota	al (A+B+C)	5,60,40,000	4,22,35,699	75.367	4,22,35,079	620	99.999	0.001

Result: May be considered passed with requisite majority

Total number of members whose votes were declared invalid	Total number of votes cast		
13	14,297		





### Resolution No.9

Particulars	Ordinary Resolution for approval of material related party transactions, in which directors of the Company are interested.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - agains t	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter	E-Voting	4,20,06,758	0	0.00	0	0	0.00	0.00	
and Promoter Group	Poll *		1,68,000	0.40	1,68,000	0	100.00	0.00	
	Total (A)	4,20,06,758	1,68,000	0.40	1,68,000	0	100.00	0.00	
Public-	E-Voting	1,446	0	0.00	0	0	0.00	0.00	
Institutions	Pol1		0	0.00	0	0	0.00	0.00	
	Total (B)	1,446	0	0.00	0	0	0.00	0.000	
Public- Non Institutions	E-Voting	1,40,31,796	8,692	0.06	7,852	840	90.34	9.66	
	Poll		2,20,249	1.57	2,20,249	0	100.00	0.00	
	Total (C)	1,40,31,796	2,28,941	1.632	2,28,101	840	99.63	0.37	
Tot	Total (A+B+C)		3,96,941	0.708	3,96,101	840	99.79	0,21	

Result: May be considered passed with requisite majority

Total number of members whose	Total number of votes cast
votes were declared invalid	
13	.14,297





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

### I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s, and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

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For Manish Ghia & Associates

Company Secretaries

CS Manish L. Ghia

Partner

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

Place: Mumbai Date: 1st July, 2017

Countersigned and received the report:

R D Dixit

Chairman & Managing Director

Menon Bearings Limited

Place: Kolhapur

Date: 01/07/2017