

26<sup>th</sup> June, 2018

To,  
The Manager - DCS  
BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Dear Sir,

Scrip Code - 523828

**Sub.: Intimation of Annual General Meeting (AGM), Book Closure & Record Date.**

With reference to the captioned subject, we wish to inform you that the 27<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, 21<sup>st</sup> July, 2018 at 10.00 a.m. at "The Residency Club, P.O. New Palace, Kolhapur - 416 003". A copy of the Notice of 27<sup>th</sup> Annual General Meeting is enclosed with this letter.

Further, pursuant to the provisions of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 15<sup>th</sup> July, 2018 to Saturday, 21<sup>st</sup> July, 2018 (both days inclusive) and we wish to inform you that the record date to determine eligible shareholders for payment of final dividend, if approved at the AGM will be Saturday, 14<sup>th</sup> July, 2018. Intimation of Book Closure and Record Date in prescribed format is also enclosed herewith.

Kindly take the above on your record.

Thanking you,  
Yours faithfully,

For Menon Bearings Limited



Anup Padmai  
Company Secretary and Compliance Officer  
Membership No.: 33422

Encl.: A/a



Attn. Market Operations Department

Name of the Company: Menon Bearings Limited

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
523828	Equity	Sunday, 15 <sup>th</sup> July, 2018	Saturday, 21 <sup>st</sup> July, 2018	Saturday, 14 <sup>th</sup> July, 2018	27 <sup>th</sup> Annual General Meeting

For Menon Bearings Limited



**Anup Padmai**  
**Company Secretary and Compliance Officer**  
**Membership No.: 33422**



# Notice

Of 27<sup>th</sup> Annual General Meeting



MENON BEARINGS LIMITED  
CIN - L29130PN1991PLC062352

Regd. Office: G-1, MIDC, Gokul Shirgaon, Kolhapur 416234

Tel: 0231-2672 279/533/487, Fax: 0231-2672 278

Email: admin@menonbearings.in, Website : www.menonbearings.in

Notice is hereby given that the 27<sup>th</sup> (Twenty Seventh) Annual General Meeting of the members of Menon Bearings Limited will be held on Saturday, 21<sup>st</sup> July, 2018 at 10.00 a.m. at:-

**The Residency Club, P.O. New Palace, Kolhapur – 416003**

to transact the following businesses:

## Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 along with Reports of Board and Auditors' thereon.
2. To confirm the payment of
  - 1<sup>st</sup> interim dividend of Re. 0.75 per equity share for the financial year ended on 31<sup>st</sup> March, 2018.
  - 2<sup>nd</sup> interim dividend of Re. 0.50 per equity share for the financial year ended on 31<sup>st</sup> March, 2018
3. To declare final dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2018.
4. To appoint a director in place of Mr. Nitin Menon, Vice Chairman & Joint Managing Director (DIN: 00692754), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. ARNA & Associates, Chartered Accountants, Kolhapur (FRN: 122293W) (Formerly known as M/s. Rahulprasad Agnihotri & Co.), as approved by members at the 26<sup>th</sup> Annual General Meeting ('AGM') as Statutory Auditors of the Company to hold office from the conclusion of 26<sup>th</sup> AGM until the conclusion of 31<sup>st</sup> AGM and to authorize the Board of Directors to fix their remuneration for the financial year 2018-19.

To consider and if thought fit, to pass the following resolution as on **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the resolution passed by the members at the 26<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> June, 2017 the appointment of M/s. ARNA & Associates, Chartered Accountants, Kolhapur (FRN: 122293W) (Formerly known as M/s. Rahulprasad Agnihotri & Co.) as Statutory Auditors of the Company to hold office from the conclusion of 26<sup>th</sup> AGM upto the conclusion of 31<sup>st</sup> AGM to be held for the financial year ending 31<sup>st</sup> March, 2022, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year 2018-19 in consultation with the auditors."

## Special Business :

### 6 APPOINTMENT OF MR. GAJENDRAVASA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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CS ANUP SHRINIVAS PADMAI

Membership No. - A33422



**“RESOLVED THAT** Mr. Gajendra Vasa (DIN: 00461425), who was appointed as an Additional (Independent) Director of the Company with effect from 30<sup>th</sup> December, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such up to the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Gajendra Vasa for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 5 (five) consecutive years i.e. up to 29<sup>th</sup> December, 2022, who shall not be liable to retire by rotation.”

**7. APPOINTMENT OF MRS. KAILASH A. NEVAGI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mrs. Kailash A. Nevagi (DIN:03011076), who was appointed as an Additional (Independent) Director of the Company with effect from 16<sup>th</sup> April, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mrs. Kailash A. Nevagi for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereon for the time being in force) to hold office for a term of 5 (five) consecutive years i.e. up to 15<sup>th</sup> April, 2023, who shall not be liable to retire by rotation.”

**8. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITOR:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) there of, for the time being in force), M/s. C. S. Adawadkar & Co., Cost Accountants, Pune (FRN - 100401) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019, be paid the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus all applicable taxes and out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution.”

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**9. RE-APPOINTMENT OF MR. NITIN MENON AS VICE-CHAIRMAN AND JOINT MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and subject to the approval of the government / regularity authority if any, Mr. Nitin Menon (DIN: 00692754), be and is hereby re-appointed as Managing Director designated as Vice Chairman & Joint Managing Director of the Company for a period of 5 (Five) years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023 at a remuneration as detailed below to be paid for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021:

**Remuneration payable to Mr. Nitin Menon is as follows (per month):**

Sr. no.	Particulars	(Rs. in Lakhs)
1	Salary	7.00
2	House Rent Allowance	0.70
3	PPA	2.00
4	Production Incentive	2.50
5	Education Allowance	1.50
6	Soft Furnishing Allowance	0.75
7	Servant Allowance	0.75
	<b>Total</b>	<b>15.20</b>

**Others:**

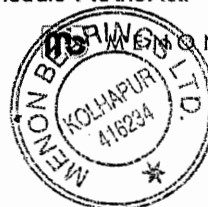
1. Provident Fund: Company's contribution to Provident Fund will not exceed 12% of the salary per annum.
2. Gratuity: Gratuity will be paid as per normal Company's rules.
3. Car: Company's Car will be provided to Mr. Nitin Menon.
4. Conveyance: Actual
5. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members)  
These facilities will not be considered as perquisites.
6. Mr. Nitin Menon will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
7. Whenever Mr. Nitin Menon is required to travel outstation within India or abroad on Company's duty, he shall be paid in the following manner: (including for spouse)
  - a. Executive Air Fare / First Class AC Rail Fare;
  - b. Actual expenses to cover stay in hotels and cost of local conveyance.
8. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
9. Leave Travel Assistance as per the rules.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the tenure of service of Mr. Nitin Menon as Vice – Chairman & Joint Managing Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration by way of salary, allowances and perquisites within the limit specified in Part II of Schedule V to the Act.

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**CS ANUP SHRINIVAS PADMAI**

Membership No. -A33422



MON BEARINGS LIMITED

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

#### 10. RE-APPOINTMENT OF MR. R. D. DIXIT AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company, subject to the approval of government / regularity authority if any; as may be required, Mr. R. D. Dixit (DIN: 00626827) be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of 5 (Five) years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023 at a remuneration as detailed below to be paid for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021:

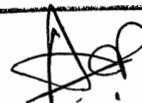
**Remuneration payable to Mr. RD Dixit is as follows (per month):**

Sr. no.	Particulars	(Rs. in Lakhs)
1	Salary	5.00
2	House Rent Allowance	0.50
3	PPA	1.25
4	Production Incentive	0.50
5	Education Allowance	0.40
6	Soft Furnishing Allowance	0.40
7	Servant Allowance	0.60
	<b>Total</b>	<b>8.65</b>

#### Others:

1. Provident Fund: Company's contribution to Provident Fund will not exceed 12% of the salary per annum.
2. Gratuity: Gratuity will be paid as per normal Company's rules.
3. Car: Company's Car will be provided to Mr. R. D. Dixit.
4. Conveyance: Actual
5. Medical expenses: Actual  
These facilities will not be considered as perquisites.
6. Mr. R. D. Dixit will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
7. Whenever Mr. R. D. Dixit is required to travel outstation within India or abroad on Company's duty, he shall be paid in the following manner:
  - a. Executive Air Fare / First Class AC Rail Fare;
  - b. Actual expenses to cover stay in hotels and cost of local conveyance.
8. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
9. Leave Travel Assistance as per the rules.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the tenure of service of Mr. R. D. Dixit as Chairman and Managing Director of the Company, the



remuneration as approved by this resolution shall be payable as minimum remuneration by way of salary, allowances and perquisites within the limit specified in Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

BY ORDER OF THE BOARD OF DIRECTORS

Place : Kolhapur  
Date : 3<sup>rd</sup> May, 2018

R.D.Dixit  
Chairman & Managing Director  
DIN : 00626827

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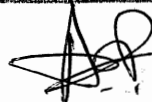


CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422



## Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of this Notice.
3. Members / Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM (including through e-voting)
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
5. (a) Pursuant to Regulation 42 of the Listing Regulations, Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 15<sup>th</sup> July, 2018 to Saturday, 21<sup>st</sup> July, 2018 (both days inclusive) for determining the name of members eligible for dividend on Equity shares, if approved by the members at the ensuing AGM.  
  
(b) The Dividend on Equity Shares, if declared at the ensuing AGM, will be credited / dispatched between 30<sup>th</sup> July, 2018 and 5<sup>th</sup> August, 2018 and those members whose name shall appear on the Company's Register of Member on 21<sup>st</sup> July, 2018 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
6. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized form may update such details with their respective Depository Participants.
8. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
9. Members desirous of seeking any information on the financials and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office






of the Company at least 7 (seven) days in advance of the AGM to enable the Company to provide the information required at the meeting.

10. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the companies to use National Electronic Clearing Service (NECS) facility to deposit the dividend into investors' bank account wherever NECS and bank details are available with the depositories and/or Company. The members who have not updated their bank account details and wish to avail this facility in future are requested to update their bank account details by submitting the NECS Mandate Form available on the website of the Company i.e. <https://www.menonbearings.in>
11. Members holding shares in identical order of names in one or more folio are requested to write to the Company's RTA M/s. Link Intime India Private Limited enclosing their share certificate(s) to enable the Company to consolidate their holding into one folio for better services.
12. Pursuant to the provision of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company for the financial year 2010-11. The balance amount lying in Unpaid Dividend Account for the financial year 2010-11 is due for transfer to the IEPF on 7<sup>th</sup> October, 2018. Members, who have not encashed their dividend for the aforesaid financial year and subsequent financial years, are advised to write to the Company immediately for claiming the dividends declared by the Company.

13. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7<sup>th</sup> September, 2016 as amended by Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 effective from 28<sup>th</sup> February, 2017. The said Rules provide for manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years to DEMAT Account of the IEPF Authority.

In compliance with said rules, the Company has transferred respected shares for F.Y. 2009 - 10 to DEMAT Account of the Authority.

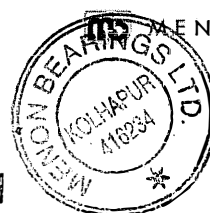
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
15. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details are not furnished earlier.
16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

Members are therefore requested to submit their e-mail ID and other details vide the e-mail updation form available on the website of the Company. The same could be done by filling up and signing at the

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CS ANUP SHRINIVAS PADMAI

Member No. 100100



MENON BEARINGS LIMITED

appropriate place in the said form and by returning the same by post / by submitting the same at the time of AGM.

The E-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

17. The Notice of the 27<sup>th</sup> Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant (s) unless a member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copy of the aforesaid documents is being sent by courier.

18. Route Map of the Venue of the proposed AGM of the Company is appearing at the end of this Annual Report.

#### 19. Voting through Electronic mode:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amended Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 27<sup>th</sup> Annual General Meeting of the Company dated 3<sup>rd</sup> May, 2018.

The Company has engaged services of Link Intime India Pvt. Ltd. to provide the e-voting facility. The facility for voting through polling paper shall also be made available at the venue of the 27<sup>th</sup> AGM. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### E-Voting is optional.

#### Instructions for shareholders to vote electronically:

#### Log-in to e-voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open the web browser and type the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:  
If you are using e-voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section Register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with Depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on e-voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and are eligible to vote, provided that the company opts for e-voting platform of LI IPL.

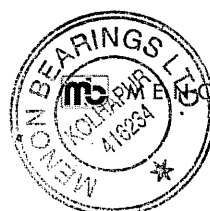
For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

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MEMON BEARINGS LIMITED

CS ANUP SHRINIVAS PADMAI

Membership No. - A33422

7. On the voting page, you will see "Resolution Description" and against the same there will be an option "Favour/Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date i.e. Saturday, 14<sup>th</sup> July, 2018 under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

#### General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000

#### Other Instructions:

- a) The e-voting period begins on Wednesday, 18<sup>th</sup> July, 2018 (9:00 am) and ends on Friday, 20<sup>th</sup> July, 2018 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 14<sup>th</sup> July, 2018 may cast their votes electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting after 5.00 p.m on 20<sup>th</sup> July, 2018.
- b) The voting rights of members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 14<sup>th</sup> July, 2018. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.

- c) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut off date i.e Saturday, 14<sup>th</sup> July, 2018 may obtain the Login Id and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
- d) M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting process and voting through polling papers in a fair and transparent manner.
- e) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted their votes by availing the e-voting facility.
- f) The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e- voting, will not later than 48 hours from the conclusion of the AGM, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.menonbearings.in](http://www.menonbearings.in) and on the website of Link Intime India Private Limited (LIPL)–<https://instavote.linkintime.co.in>. The Results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

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CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422



**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:****Item No: 6:**

Mr. Gajendra Vasa has been appointed as an Additional (Independent) Director of the Company for a term of five consecutive years with effect from 30<sup>th</sup> December, 2017, subject to approval of shareholders at the ensuing Annual General Meeting. He is a Graduate in Arts and has vast experience of more than 50 years in the field of Engineering Industries and trading.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gajendra Vasa holds office as such upto the date of this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), an Independent Director can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mr. Gajendra Vasa has given the requisite declaration pursuant to Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has also received notice along with requisite deposit from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.

In the opinion of the Board, Mr. Gajendra Vasa fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of the management. The Nomination & Remuneration Committee has also recommended his appointment as Independent Director for a term of 5 (Five) consecutive years.

Brief resume of Mr. Gajendra Vasa as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice. The draft letter of appointment is available for inspection to members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the expertise of Mr. Gajendra Vasa as an Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the shareholders.

Mr. Gajendra Vasa is not holding any shares in the Company. Except Mr. Gajendra Vasa, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item No: 7:**

Mrs. Kailash A Nevagi has been appointed as an Additional (Independent) Director of the Company for a term of five consecutive years with effect from 16<sup>th</sup> April, 2018, subject to approval of shareholders at the ensuing Annual General Meeting. She is an active, ambitious and multi-faceted personality leading a team of lawyers as a Partner & Director at Abhay Nevagi and Associates and ANA Cyber Forensic Pvt. Ltd. Her zeal for work and social commitment proves to be a source of inspiration for all of us, as she continues to offer legal support and advice to hundreds of souls who suffer in this complex world of relationship in the clutches of law.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Kailash A Nevagi holds office as

such upto the date of this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), an Independent Director can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mrs. Kailash A Nevagi has given the requisite declaration pursuant to Section 149(7) of the ("Act") to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act. The Company has also received notice along with requisite deposit from a member as per the provisions of Section 160 of the Act, proposing her candidature for the office of Independent Director. Further, she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as such.

In the opinion of the Board, Mrs. Kailash A Nevagi fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and she is independent of the management. The Nomination & Remuneration Committee has also recommended her appointment as Independent Director for term of 5 (Five) consecutive years.

Brief resume of Mrs. Kailash A Nevagi as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice. The draft letter of appointment is available for inspection by members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the expertise of Mrs. Kailash A Nevagi as an Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the shareholders.

Mrs. Kailash A Nevagi is not holding any shares in the Company. Except Mrs. Kailash A Nevagi, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item No:8:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. C. S. Adawadkar & Co., Cost Accountants, Pune (FRN: 100401), the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019 at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company at the AGM.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019.

The Board recommends the Ordinary Resolution as set out at item no.8 of the Notice for approval of the shareholders.

None of the other Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

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CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422



MEMON BEARINGS LIMITED

**Item no. 9:**

Mr. Nitin Menon is a promoter and is associated with the Company since its inception. Mr. Nitin Menon being Vice Chairman & Joint Managing Director of the Company shoulders a huge responsibility. His tenure as Joint Managing Director expired on 31<sup>st</sup> March, 2018.

On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> January, 2018 re-appointed Mr. Nitin Menon as Vice Chairman & Joint Managing Director of the Company for a further period of 5 years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023 and approved the payment of remuneration to him for a period of 3 years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 on such terms and conditions as set out in the resolution at item no. 9 of the Notice, subject to the approval of members of the Company at their General Meeting.

The Board recommends the Special Resolution as set out at item no. 9 of the Notice for approval of the members.

Except Mr. Nitin Menon, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the said resolution.

**Item No. 10:**

Mr. R. D. Dixit being Chairman & Managing Director of the Company looks after day to day business affairs of the Company and is associated with the Menon group since past 50 years. His tenure as Managing Director expired on 31<sup>st</sup> March, 2018.

On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> January, 2018, re-appointed Mr. R. D. Dixit as Chairman & Managing Director of the Company for a further period of 5 years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023 and approved payment of remuneration to him for a period of 3 years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 on such terms and conditions as set out in the resolution at item no. 10 of the Notice, subject to the approval of shareholders of the Company at their General Meeting.

The appointment of Mr. R. D. Dixit aged 75 years requires members approval by passing special resolution as set out at item No. 10 of the Notice, pursuant to the provisions of section 196 of the Act.

Except Mr. R. D. Dixit, none of the other Directors and Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Kolhapur  
Date : 3<sup>rd</sup> May, 2018

R.D.Dixit  
Chairman & Managing Director  
DIN : 00626827

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*(Signature)*



CS ANUP SHRINIVAS PADMA  
Membership No.-A33422



In pursuance of the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 (SS-2) issued by the ICSI, details of directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

<b>Name of Director</b>	<b>Mr. R D Dixit</b> (DIN: 00626827)	<b>Mr. Nitin Menon</b> (DIN: 00692754)	<b>Mr. Gajendra Vasa</b> (DIN: 00461425)	<b>Mrs. Kailash A Nevagi</b> (DIN:03011076)
<b>Date of Birth/Age</b>	25 <sup>th</sup> December, 1943 (75 years)	26 <sup>th</sup> November, 1967 (51 years)	14 <sup>th</sup> April, 1939 (79 years)	23 <sup>rd</sup> January, 1959 (59 years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of appointment as director</b>	1 <sup>st</sup> April, 1992	1 <sup>st</sup> April, 1995	30 <sup>th</sup> December, 2017	16 <sup>th</sup> April, 2018
<b>Designation</b>	Chairman & Managing Director	Vice Chairman & Joint Managing Director	Additional (Independent) Director	Additional (Independent) Director
<b>Qualification</b>	Bachelor of Engineering (Mechanical)	Bachelor of Commerce	Bachelor of Arts	Bachelor of Law
<b>Experience/ Expertise</b>	He is having vast experience of around 51 years in the field of Automobile Sector.	He is an industrialist and associated with Menon Bearings Ltd. since 1992 i.e. from the inception of the Company. He is having 25 years of rich and varied experience in the field of Automobile Sector	He is an industrialist and he has vast experience of around 52 years in the field of Engineering Industries and trading.	She is an active, ambitious and multi-faceted personality leading a team of lawyers as a Partner & Director at Abhay Nevagi and Associates and A N A Cyber Forensics Pvt. Ltd. Her zeal for work and social commitment prove to be a source of inspiration for all, as she continues to offer legal support and advice in the clutches of law.
<b>Shareholding in the Company (Equity Shares of Re.1/- each)</b>	Nil	1,70,16,780	Nil	Nil
<b>Number of Meetings of Board attended during the year</b>	4 (Four)	4 (Four)	1 (One)	Nil (Since Appointed w.e.f. 16 <sup>th</sup> April, 2018)

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CS ANUP SHRINIVAS PADMAI

Membership No. A32422



Name of Director	<b>Mr. R D Dixit</b> (DIN: 00626827)	<b>Mr. Nitin Menon</b> (DIN: 00692754)	<b>Mr. Gajendra Vasa</b> (DIN: 00461425)	<b>Mrs. Kailash A Nevagi</b> (DIN:03011076)
<b>Terms &amp; Conditions of Appointment / Re- appointment &amp; Remuneration sought to be paid or last drawn</b>	As provided in the resolution number 10 of Notice of 27 <sup>th</sup> Annual General Meeting of the Company.	As provided in the resolution number 9 of Notice of 27 <sup>th</sup> Annual General Meeting of the Company.	He is appointed for a term of 5 consecutive years w.e.f. 30 <sup>th</sup> December, 2017 to 29 <sup>th</sup> December, 2022 in the capacity of an Independent Director.	She is appointed for a term of 5 consecutive years w.e.f. 16 <sup>th</sup> April, 2018 to 15 <sup>th</sup> April, 2023 in the capacity of an Independent (Women) Director.
<b>List of Directorships held in various other Companies</b>	1. Menon Pistons Ltd. 2. Menon Piston Rings Pvt. Ltd. 3. Flyga Auto Pvt. Ltd.	1. Menon United Pvt. Ltd. 2. Menon Signature Pvt. Ltd. 3. Mani Agriculture And Research Combine Pvt. Ltd. 4. Flyga Auto Pvt.Ltd.	1. Rocket Engineering Corporation Pvt.Ltd. 2. Nova Auto Pvt.Ltd. 3.Kolhapur Sugar Mills Limited.	1. ANA Cyber Forensic Pvt. Ltd. 2. Ararat Financial Advisory Services Pvt. Ltd.
<b>List of Chairmanship and Membership of various committees in Public Companies</b>	<b>I. Chairmanship:</b> Menon Pistons Ltd. Stakeholders Relationship Committee <b>II. Membership:</b> Menon Bearings Ltd: Audit Committee, Stakeholders Relationship Committee and CSR Committee <b>Menon Pistons Ltd:-</b> Audit Committee, Nomination and Remuneration Committee, CSR Committee and Risk Management Committee	<b>I. Chairmanship:</b> CSR Committee <b>II. Membership:</b> Menon Bearings Ltd: Stakeholders Relationship Committee	<b>I. Chairmanship:</b> Menon Bearings Ltd: Stakeholders Relationship Committee <b>II. Membership:</b> Menon Bearings Ltd: Nomination & Remuneration Committee and Audit Committee	<b>I. Chairmanship:</b> Nil <b>II. Membership:</b> Menon Bearings Ltd: Audit Committee, Nomination & Remuneration Committee
<b>Relationship with existing Directors of the Company</b>	Not Related	Not Related	Not Related	Not Related

**ADDITIONAL INFORMATION FOR ITEM NOS. 9 AND 10:**

The details as required under Clause (B) of Part II of Section II of Schedule V to the Companies Act, 2013 are given below:

**I General Information:**

1.	Nature of industry	The Company is engaged in manufacturing of auto components.
2.	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1991.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	N. A.
4.	Financial performance based on given indicators	EPS: 3.76 Return on Net-worth: 27%, Debt Equity Ratio: 0.33
5.	Foreign investments or collaborators, if any	N.A.

**II. Information about the Directors:****A. Mr. Nitin Menon**

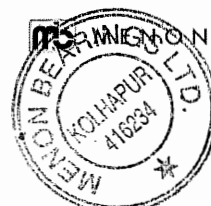
1.	Background details	Mr. Nitin Menon is associated with the Company since inception and was appointed as Director of the Company on 1 <sup>st</sup> April, 1995. Thereafter, he was appointed as Joint Managing Director of the Company w.e.f. 20 <sup>th</sup> October, 2000. Mr. Nitin Menon is promoter of the Company and is working as Vice Chairman & Joint Managing Director of the Company. He possesses vast experience of more than 25 years in the industry.
2.	Past Remuneration	Rs. 9,30,000 per month
3.	Recognition or awards	Mr. Nitin Menon is a commerce graduate.
4.	Job profile and his suitability	Mr. Nitin Menon is engaged in day-to-day activities of the Company and is responsible for overall management.
5.	Remuneration proposed	Rs. 15,20,000/- per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable to Mr. Nitin Menon, as Vice Chairman & Joint Managing Director is at par with the industry standards, in which the company operates.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Mr. Nitin Menon is part of promoter group of the Company and is son of Mr. Ram Menon, Chairman Emeritus of the Company.

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CS ANUP SHRINIVAS PADMAI

Membership No. 488485



**B. Mr. R. D. Dixit**

1.	Background details	Mr. R. D. Dixit is associated with Menon group since last 50 years. For last 25 years he has served as Managing Director of the Company and director in other group companies.
2.	Past Remuneration	Rs. 5,75,000 per month
3.	Recognition or awards	Mr. R. D. Dixit did his B.E. (Mech) from College of Engineering, Karad and did "Production Planning and Control" course from HMT, Bangalore.
4.	Job profile and his suitability	Mr. R. D. Dixit is engaged in day-to-day activities of the Company and is responsible for overall management of the Company.
5.	Remuneration proposed	Rs. 8,65,000/- per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable to Mr. R. D. Dixit, as Chairman and Managing Director is at par with the industry standards, in which it operates.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Mr. R. D. Dixit is part of promoter group of the Company.

**III. Other information**

1.	Reasons of loss or inadequate profits	As on the date of re - appointment of the Mr. Nitin Menon and Mr. R. D. Dixit, the Company has adequate profit but considering the nature of business, the Company is proposing the resolutions to be passed as Special Resolution.
2.	Steps taken or proposed to be taken for improvement	Since the Company is making adequate profit, this point is not applicable to the Company.
3.	Expected increase in productivity and profits in measurable terms	Productivity is expected to increase by 25% (approx.) and Profit's by 30% (approx.).

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CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422



**mb MENON BEARINGS LIMITED**

CIN - L29130PN1991PLC062352  
Regd. Office: G-1, MIDC, Gokul Shirgaon, Kolhapur 416234  
Tel: 0231-2672 279/533/487, Fax: 0231-2672 278  
Email: admin@menonbearings.in, Website : www.menonbearings.in

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**27<sup>TH</sup> ANNUAL GENERAL MEETING ON 21<sup>ST</sup> JULY, 2018**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP Id:

I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

(1) Name .....

Address .....

Email Id:..... Signature.....or failing him/her;

(2) Name .....

Address .....

Email Id:..... Signature..... or failing him/her;

(3) Name .....

Address .....

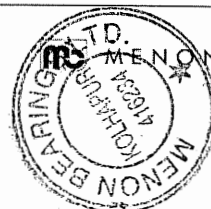
Email Id:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 21<sup>st</sup> July, 2018 at 10.00 a.m at The Residency Club, P.O. New Palace, Kolhapur-416003 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O

**CERTIFIED TRUE COPY**

**CS ANUP SHRINIVAS PADMAI**  
Membership No.-A33422



MENON BEARINGS LIMITED



Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2018 along with Boards' Report and Auditors' Report thereon.			
2	Ordinary Resolution to confirm the payment of 1 <sup>st</sup> and 2 <sup>nd</sup> interim dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2018.			
3	Ordinary Resolution to declare payment of final dividend for the financial year ended on 31 <sup>st</sup> March, 2018.			
4	Ordinary Resolution to appoint director in place of Mr. Nitin Menon, (DIN: 00692754) Vice Chairman & Joint Managing Director of the Company who retires by rotation and offers himself for re-appointment.			
5	Ordinary Resolution for ratification of appointment of M/s ARNA & Associates (Formerly known as M/s. Rahulprasad Agnihotri & Co.), Chartered Accountants, Kolhapur (FRN: 122293W) as Statutory Auditors of the Company until the conclusion of 28 <sup>th</sup> Annual General Meeting.			
	<b>Special Business:</b>			
6	Ordinary Resolution for appointment of Mr. Gajendra Vasa (DIN: 00461425) as an Independent director of the Company for the term of 5 consecutive years w.e.f. 30 <sup>th</sup> December, 2017.			
7	Ordinary Resolution for appointment of Mrs. Kailash A Nevagi (DIN: 03011076) as an Independent director of the Company for the term of 5 consecutive years w.e.f. 16 <sup>th</sup> April, 2018			
8	Ordinary Resolution for approval of remuneration payable to M/s. C. S. Adawadkar & Co., Cost Accountant, Pune (FRN: 100401) for the financial year 2018-19.			
9	Special Resolution for approval of re-appointment of Mr. Nitin Menon (DIN: 00692754) as a Vice Chairman & Joint Managing Director of the Company for a period of 5 years w.e.f. 1 <sup>st</sup> April, 2018 and approve the remuneration payable for the period of 3 years w.e.f. 1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2021.			
10	Special Resolution for approval of re-appointment of Mr. R D Dixit (DIN: 00626827) as a Chairman & Managing Director of the Company for a period of 5 years w.e.f. 1 <sup>st</sup> April, 2018 and approve the remuneration payable for the period of 3 years w.e.f. 1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2021.			

Signed this ..... day of ....., 2018

Signature of shareholder .....


Signature of Proxy holder(s) .....

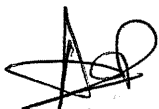
Affixed  
Revenue  
Stamp

**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. In case of multiple proxies, the proxy later in time shall be accepted. Proxy need not be the shareholder of the Company

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 MENON BEARINGS LIMITED

  
CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422





## MENON BEARINGS LIMITED

CIN:L29130PN1991PLC062352

Regd.G-1, MIDC. Gokul Shirgaon, Kolhapur -416234.

Phone:0231-2672 279/533/487, Fax:0231-2672278.

Email: admin@menonbearings.in, Website: www.menonbearings.in

### ATTENDANCE SLIP

27<sup>th</sup> ANNUAL GENERAL MEETING ON SATURDAY, 21<sup>st</sup> JULY, 2018

Sr.No.:

Regd. Folio/ DPID/ Client ID	
Name and Address of the Sole/ First named Shareholder as registered with the Company	
Joint Holder1 Joint Holder2	
No.of Share(s) held	

I/We hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, 21<sup>st</sup> July, 2018 at 10.00 a.m. at The Residency Club, P.O. New Palace, Kolhapur- 416003.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

### ELECTRONIC VOTING PARTICULARS

Event No.	User ID	*PAN/Sequence No.
180064		

\*Only Members who have not updated their PAN with the Company/Depository Participant(s) shall use Sequence No. as default PAN in the PAN Field.

#### Note:

- I. Please read the Instructions printed under the Note No. 19 to the Notice of the 27<sup>th</sup> Annual General Meeting of the Company to be held on 21<sup>st</sup> July, 2018. The e-voting period starts on Wednesday, 18<sup>th</sup> July, 2018 at 9.00 a.m. and ends on Friday, 20<sup>th</sup> July, 2018 at 5.00 p.m. The e-voting module shall be disabled by LIPL for voting thereafter.
- II. Proxy Form is attached to the Annual Report.

CERTIFIED TRUE COPY

CS ANUP SHRINIVAS PADMAI  
Membership No.-A33422

