

## **MENON BEARINGS LIMITED**

G 1 MIDC GOKULSHIRGAON KOLHPUR MH 416234 India  
Visit us at: <http://www.menonbearings.in> Email: [admin@menonbearings.in](mailto:admin@menonbearings.in)  
Phone: +91 231 26 72 279/533/478 Fax: +91 231 267 22 78  
CIN: L29130PN1991PLC062352

**31st July, 2020**

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

To,  
The Manager-Listing  
**National Stock Exchange of India Ltd**  
Exchange Plaza,  
BandraKurla Complex,  
Bandra (East), Mumbai- 400 051

**Scrip Code - 523828**

**Symbol: MENONBE**

Dear Sir,

**Sub.: Submission of Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2020 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated 8<sup>th</sup> February 2019; please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 issued by M/s M. Baldeva Associates, Practicing Company Secretaries, Thane.

Further, pursuant to the guidelines issued by BSE Limited and National Stock Exchange of India Limited for submission of documents on respective portals in the wake of Covid-2019 and following the Work from Home Policy, we are submitting this intimation in "SD mode" to the exchanges.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Menon Bearings Limited**

Sd/-

**Suraj Patil**

**Company Secretary and Compliance Officer**

**Membership No.: A54404**

Encl.: A/a

**SECRETARIAL COMPLIANCE REPORT OF MENON BEARINGS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

*[Pursuant to Regulation 24A of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

We, M Baldeva Associates, Companies Secretaries, Thane, have examined:

- (a) all the documents and records made available to us and explanation provided by Menon Bearings Limited ("the listed entity");
- (b) the filings and submissions made by the listed entity to the stock exchanges viz., BSE Ltd. (Scrip Code: 523828) and National Stock Exchange of India Ltd. (symbol: MENONBE);
- (c) following websites:
  1. The listed entity i.e. [www.menonbearings.in](http://www.menonbearings.in);
  2. The BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and
  3. The National Stock Exchange of India Ltd. i.e. [www.nseindia.com](http://www.nseindia.com)
- (d) other documents or reports filed with the aforesaid Stock Exchanges from time to time.

for the year ended 31<sup>st</sup> March, 2020 ("review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable during the review period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (not applicable during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and  
(j) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

and based on our examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations, circulars/ guidelines issued thereunder, except in respect of matter specified below:

Sl. No.	Compliance requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations/Remarks
1.	The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information as specified under provisions of Regulation 39(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	In 4 (four) cases intimation to the stock exchange for loss of share certificates / issue of duplicate share certificates were not given within specified time limit.	Delay in intimation was due to heavy rains and flood in Kolhapur District in the month of August, 2019, however the Company has intimated to the stock exchanges about loss of share certificates / issue of duplicate share certificates subsequently.
2	The listed entity shall give prior intimation to stock exchanges about the meeting of the Board of Directors in which proposal for declaration/ recommendation of dividend is due to be considered shall be given atleast two working days in advance excluding the date of the intimation and date of the meeting as specified under provisions of Regulation 29(1)/(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The proper prior intimation (atleast two working days in advance excluding the date of the intimation and date of the meeting) of the meeting of the Board of Directors held on 17 <sup>th</sup> July, 2019, wherein declaration of interim dividend was proposed to be considered, was not given to BSE Limited and National Stock Exchange of India Ltd.	The prior intimation of the meeting of the Board of Directors held on 17 <sup>th</sup> July, 2019, wherein declaration of interim dividend was proposed to be considered, was given to BSE Limited and National Stock Exchange of India Ltd. on 15 <sup>th</sup> July, 2019 i.e. one working day prior to the meeting instead of atleast two working days in advance excluding the date of the intimation and date of the meeting.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following is the detail of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken e.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1.	BSE Ltd. vide its letter no. LIST/COMP/523 828/Reg.29(2)-Jul19/151/2019-20, dated 13 <sup>th</sup> August, 2019	Delay in furnishing prior intimation to BSE Ltd. about the meeting of the Board of Directors in which proposal to declaration / recommendation of dividend was to be considered as specified under provisions of Regulation 29(1) of SEBI (LODR) Regulations, 2015	Fine of Rs. 11,800/-	The Company has paid fine of Rs. 11,800/- for delay in furnishing prior intimation of the meeting of the Board of Directors for declaration of interim dividend as imposed by BSE Ltd.

- (d) The listed entity has taken the following actions to comply with the observations made in previous report:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the Secretarial Compliance Report</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	Registrar and Share Transfer Agent of the Company processed all dematerialization requests within stipulated time as specified under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018, except in one case due to tremendous volume pressure at RTA's place and same was processed on 31 <sup>st</sup> day.	For the year ended 31 <sup>st</sup> March, 2019	The request was processed subsequently.	The request was processed subsequently.

# M Baldeva Associates

Company Secretaries

Office No. G-02, Salasar Jyot CHS Ltd.,  
Bageshree Park, Shivsena Gali, Station Road,  
Bhayander (West), Thane - 401 101  
Email: [manish@csmanishb.in](mailto:manish@csmanishb.in)

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*Note: In the wake of COVID-19 pandemic outbreak, documents maintained by the Company were provided through electronic means for my audit and I could not verify the original documents physically. However, the management of the Company has confirmed that all documents provided by electronic means are true and correct copies of original documents.*

For **M Baldeva Associates**  
Company Secretaries

MANISH  
KUMAR  
BALDEVA

A digital signature stamp with a red scribble over the text. The text reads: "Digitally signed by MANISH KUMAR BALDEVA Date: 2020.05.26 18:59:39 +05'30'".

Digitally signed by  
MANISH KUMAR  
BALDEVA  
Date: 2020.05.26  
18:59:39 +05'30'

**CS Manish Baldeva**  
Proprietor

**M. No. FCS 6180 C. P. No. 11062**  
**UDIN: F006180B000280289**

Place : Thane  
Date: 26<sup>th</sup> May, 2020