



**SECRETARIAL COMPLIANCE REPORT OF MENON BEARINGS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022**

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

I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Companies Secretaries, Thane, have examined:

- (a) all the documents and records made available to me and explanation provided by **Menon Bearings Limited** ("the listed entity");
- (b) the filings / 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;
 2. BSE Limited i.e. www.bseindia.com and
 3. National Stock Exchange of India Ltd. i.e. www.nseindia.com
- (d) other documents or reports filed with the aforesaid Stock Exchanges from time to time.

for the year ended 31st March, 2022 ("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 ("Listing Regulations");
- (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 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (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 circulars / guidelines issued thereunder.

And based on my examination, I hereby report that, during the review period:

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

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
NIL			

- (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 are the details of actions 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:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations / remarks of the Practicing Company Secretary, if any
NIL				



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-compliance of Regulation 18(1)(b) of the Listing Regulations, regarding constitution of Audit Committee during the period from 29 th July, 2020 to 21 st October, 2020.	For the year ended 31 st March, 2021.	The Company re-constituted the Audit Committee w.e.f. 22 nd October, 2020 in compliance with the provisions of Regulation 18(1)(b) of the Listing Regulations.	Complied with the provisions of Regulation 18(1)(b) of the Listing Regulations.

(e) There was no event of appointment / re-appointment / resignation of Statutory Auditors of the Company during the review period. Further, terms of appointment of its existing auditors are in compliance with Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019.

Place: Thane
Date: 12th May, 2022

For M Baldeva Associates
Company Secretaries



CS Manish Baldeva
Proprietor
M. No. FCS 6180; C. P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180D000310638

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.