



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

## of 30<sup>th</sup> Annual General Meeting

Notice is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting of Menon Bearings Limited (CIN: L29130PN1991PLC062352) ('Company') will be held on Friday, 30<sup>th</sup> July, 2021 at 11.00 a.m., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the Members at a common venue, in accordance with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020 and 02/2021 dated 13<sup>th</sup> January, 2021 issued by Ministry of Corporate Affairs ('MCA Circulars') and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'), to transact the business mentioned below. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### 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, 2021 along with Board's Report and Auditors' Report thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To take note of payment of interim dividend paid for the financial year ended on 31<sup>st</sup> March, 2021 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the interim dividend of Rs. 1.50 per equity share on 5,60,40,000 equity shares having face value of Re. 1/- each declared on 27<sup>th</sup> January, 2021 accordingly paid to the shareholders of the Company for the financial year ended 31<sup>st</sup> March 2021, be and is hereby noted."

3. To appoint a director in place of Mr. Arun Aradhya (DIN: 03052587), who retires by rotation and being eligible, offers himself for re-appointment as Director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arun Aradhya (DIN: 03052587), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

### SPECIAL BUSINESS:

#### 4. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS:

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 of the Companies Act, 2013 ("the Act") and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, 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, 2022, be paid a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus taxes as applicable and out of pocket expenses on actual.

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

#### **5. APPOINTMENT OF MR. M.L. SHINDE AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. M. L. Shinde (DIN: 07417527 and ID registration no.:IDDB-DI-202002-013298), who was appointed as an Additional Independent Non-Executive Director of the Company with effect from 9<sup>th</sup> February, 2021 pursuant to the provisions of Section 161 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 holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing his candidature for the office of Director of the Company, and who has submitted the declaration that he meets the criteria for independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Non –Executive Director of the Company for a period of 5 (Five) years w.e.f. 9<sup>th</sup> February, 2021 to 8<sup>th</sup> February 2026, who shall not be liable to retire by rotation.

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

#### **6. APPROVAL OF PAYMENT OF REMUNERATION PAYABLE TO MR. NITIN MENON, EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act 2013, read with 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 as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, the remuneration payable to Mr. Nitin Menon (DIN:00692754), Executive Chairman and Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2021 for remaining period of his tenure be and is hereby approved, with the authority to the

Board of Directors of the Company to revise the terms on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force, as follows:

Sr. No.	Particulars	Amount (Rs. in Lakhs per month)
1.	Salary	8.30
2.	House Rent Allowance	0.35
3.	PPA	0.80
4.	Production Incentive	5.00
5.	Education Allowance	0.60
6.	Soft Furnishing Allowance	0.25
7.	Servant Allowance	0.25
8.	Special Allowance	1.00
	<b>Total</b>	<b>16.55</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 and abroad on Company's duty, he shall be paid in the following manner (including for spouse):
  - a) Executive, First class Air Fare / Charter / 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.
10. Bonus / Ex-gratia as per the rules.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Nitin Menon as Executive Chairman and Whole Time Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be

payable as minimum remuneration.

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

**7. APPROVAL FOR REMUNERATION PAYABLE TO MR. R.D. DIXIT, MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act 2013, read with 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 as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, the remuneration payable to Mr. R. D. Dixit (DIN: 00626827), Managing Director of the Company with effect from 1<sup>st</sup> April, 2021 for remaining period of his tenure be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force, as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (Rs. in Lakhs per month)</b>
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 and 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.
  10. Bonus / Ex-gratia as per the rules.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. R.D. Dixit as Managing Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration .

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

**By order of the Board of Directors**

Place : Kolhapur  
Date : 14<sup>th</sup> May, 2021

**Nitin Menon**  
**Executive Chairman**  
**DIN : 00692754**

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Company has appointed Link Intime India Private Limited, RTA of the Company, to provide Video Conferencing facility for conducting this 30<sup>th</sup> AGM.
3. Pursuant to the provisions of the Companies Act, 2013 (“Act”), a member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote, on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
5. Institutional /Corporate Shareholder (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG format) of its Board Resolution, passed pursuant to Section 113 of the Companies Act, 2013, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution shall be sent to the Scrutinizer by email through its registered email address at manish@csmanishb.in with copies marked to the Company at admin@menonbearings.in and to its RTA at instameet@linkintime.co.in
6. Brief resume of director proposed to be appointed / re-appointed or whom remuneration is proposed to be approved at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed to the Notice.
7. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> July, 2021 to 30<sup>th</sup> July, 2021 (both days inclusive) for the ensuing AGM.
8. 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 Agents quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the Demat form may update such details with their respective Depository Participants.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://www.menonbearings.in>
10. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 48 hours prior to the date of AGM, through email on [admin@menonbearings.in](mailto:admin@menonbearings.in). The same will be replied by the Company suitably.
12. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS facility. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting the NECS mandate form, available on Company's website viz. <https://www.menonbearings.in>
13. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
14. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend declared for the financial years upon 2012-13, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
15. 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 amount of dividend lying with the Company for the financial year 2013-14. The balance amount lying in Unpaid Dividend Account for the financial year 2013-14 is due for transfer to the IEPF during the month of August, 2021. Members, who have not encashed their dividend for the financial year 2013-14 or thereafter, are advised to write to the Company immediately claiming dividends declared by the Company.
16. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

17. In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 9010 shares in respect of which dividend declared for the financial year 2012-13 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection fund via corporate action through National Securities Depository Limited.
18. A member desirous to claim back his shares from IEPF Authority can do so by following procedure as prescribed under the said rules. The said details are available on the Company's website viz. [www.menonbearings.in](http://www.menonbearings.in) and have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: <http://www.mca.gov.in> and on the website of IEPF viz. <http://www.iepf.gov.in>
19. Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared upto financial year 2013-14 and has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.
20. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective 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 Registrar & Share Transfer Agents of the Company viz. Link Intime India Private Limited.
21. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, 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, if the details are not furnished earlier.
22. **Registration of email ID and Bank Account details:**

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit.

**OR**

- (ii) **In the case of Shares held in Demat mode:**  
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

**OR**

- iii) **In the case of Shares held in Physical mode:**  
The shareholder may please forward a letter duly signed by him/her containing email ID, mobile number



and Bank Account details along with self attested copies of PAN and Aadhar Cards and cancelled cheque leaf of his/her bank account. In case cheque does not contain sole/first shareholder's pre-printed name then also attach 1st page of bank passbook. Forward aforesaid documents to the Company or to our RTA, Link Intime India Private Ltd. Unit: Menon Bearings Limited, C- 101, 247 Park, L.B.S. Marg, Vikroli(West), Mumbai-400083, Ph.No.(022)-49186000, E-mail: rnt.helpdesk@linktime.co.in

23. Members are requested to forward all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company.
24. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://menonbearings.in>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA of the Company in case the shares are held in physical form.
26. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.menonbearings.in](http://www.menonbearings.in) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
27. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
28. Instructions for e-voting and joining the AGM are as follows:

#### **A. VOTING THROUGH ELECTRONIC MEANS**

- a. 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, 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 30<sup>th</sup> Annual General Meeting of the Company dated 14<sup>th</sup> May 2021. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- b. The Company has engaged services of Link Intime India Private Limited to provide the e-voting facility.
- c. The remote e-voting shall commence on 27<sup>th</sup> July, 2021 (9.00 a.m.) and end on 29<sup>th</sup> July, 2021 (5.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> July, 2021 may cast their vote electronically. The e-

- voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- d. The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> July, 2021.
  - e. The Board of Directors of the Company has appointed CS Manish Baldeva (FCS 6180), Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane as Scrutinizer to scrutinize the voting during the AGM and through remote e-voting process in a fair and transparent manner.
  - f. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
  - g. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
  - h. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  - i. 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 Pvt. Ltd. ('LI IPL') <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>● If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>● After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>● If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>● Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>● Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>● After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service</li> </ul>

Type of shareholders	Login Method
	<p>provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <ul style="list-style-type: none"> <li>● If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>● Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> homepage. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>● You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>● Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -</p> <ol style="list-style-type: none"> <li>a. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> </ol>

Type of shareholders	Login Method
	<p>d. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>● Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> <ol style="list-style-type: none"> <li>2. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, 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.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

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

# During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS:**

- 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.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

**a) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (VC/OAVM) ARE AS UNDER:**

- i. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- ii. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.
- iii. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
  - (i) Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
    - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
    - c. Mobile No.
    - d. Email ID
  - (ii) Click "Go to Meeting"

**NOTE:**

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : (022-49186175)

**b) INSTRUCTIONS FOR SHAREHOLDERS / MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:**

- i. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at admin@menonbearings.in before 48 hours prior to the date of AGM.
- ii. The first Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- iii. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at admin@menonbearings.in. The same will be replied by the company suitably.

**NOTE:**

- Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**c) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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 under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**NOTE :**

- Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will



not be eligible to vote again during the meeting.

- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

## **STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

### **Item No. 4**

The Board, on the recommendation of the Audit Committee, reappointed M/s. C. S. Adawadkar & Co., Cost Accountants, Pune (FRN: 100401), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2022 at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus taxes, as applicable and out of pocket expenses on actual basis.

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 Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of your Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

### **Item No. 5**

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, appointed Mr. M. L. Shinde (DIN:07417527) as an Additional Independent Non-Executive Director of the Company with effect from 9<sup>th</sup> February, 2021 under the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 and holds office as such upto the date of ensuing Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being eligible for his appointment. Mr. M. L. Shinde is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from him all statutory disclosures /declarations including his consent to act as a Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

Brief resume of Mr. M.L. Shinde and other relevant details relating to his appointment as required by the Act, the SEBI Listing Regulations and Secretarial Standard-2 on General Meeting issued by the ICSI forms part of

the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail expertise of Mr. M. L. Shinde as an Independent Director. Accordingly, the Board recommends the resolution as set out at item no. 5 of the Notice for approval of the members in relation to his appointment as an Independent Director for a period of 5 (Five) years with effect from 9<sup>th</sup> February, 2021 for the approval by the shareholders of the Company.

Mr. M. L. Shinde is not holding any shares in the Company.

Except Mr. M. L. Shinde, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at item 5.

#### **Item No. 6**

Mr. Nitin Menon is a promoter of the Company and is associated with the Company since its inception.

The shareholders of the Company at 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2018 re-appointed Mr. Nitin Menon as Managing Director designated as Vice Chairman and 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 and the terms and conditions with respect to his remuneration was approved for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021. Mr. Nitin Menon was re-designated as Executive Chairman of the Company w.e.f. 1<sup>st</sup> August, 2020 by Board of Directors in its meeting held on 29<sup>th</sup> July, 2020. Mr. Nitin Menon being Executive Chairman shoulder huge responsibilities.

As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> January, 2021 approved the payment of remuneration to Mr. Nitin Menon payable w.e.f. 1<sup>st</sup> April, 2021 for remaining period of his tenure i.e. upto 31<sup>st</sup> March, 2023 on the terms and conditions as set out in the resolution at item no. 6 of the notice, subject to the approval of the members of the Company at their general meeting.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 6 of the Notice for approval of the members.

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

#### **Item No. 7**

Mr. R.D Dixit, Managing Director of the Company looks after day to day business affairs of the Company and is associated with the Company since its inception.

The shareholders of the Company at 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2018 re-appointed Mr. R. D. Dixit 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 and the terms and conditions with respect to his remuneration was approved for a period of 3 (Three) years with effect from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021. Mr. R.D Dixit stepped down from the position of Chairman of the Company w.e.f. 31<sup>st</sup> July, 2020, however he continues as Managing Director of the Company .

As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the

Company, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> January, 2021 approved the payment of remuneration to Mr. R. D. Dixit payable w.e.f. 1<sup>st</sup> April, 2021 for remaining period of his tenure i.e. upto 31<sup>st</sup> March, 2023 on the terms and conditions as set out in the resolution at item no. 7 of the notice, subject to the approval of the members of the Company at their general meeting.

The Board recommends passing of the Special Resolution as set out at item no. 7. of the Notice for approval of the members.

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

**INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED OR WHOSE REMUNERATION IS TO BE APPROVED AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON 'GENERAL MEETINGS' IS GIVEN BELOW:**

<b>Name of Director</b>	Mr. Nitin Menon	Mr. R. D. Dixit	Mr. Arun Aradhya	Mr. M. L. Shinde
<b>Date of Birth/ Age</b>	26 <sup>th</sup> November, 1967 (53 years)	25 <sup>th</sup> December, 1943 (78 years)	26 <sup>th</sup> June, 1956 (64 years)	11 <sup>th</sup> January, 1952 (69 years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of appointment as director</b>	1 <sup>st</sup> April, 1995	1 <sup>st</sup> April, 1992	31 <sup>st</sup> January, 2019	9 <sup>th</sup> February, 2021
<b>Designation</b>	Executive Chairman and Whole Time Director	Managing Director	Whole Time Director and CFO	Independent Director
<b>Qualification</b>	Bachelor of Commerce	Bachelor of Engineering (Mechanical)	M.COM, LLB, GDCA	CS, CA, LLM, M.COM
<b>Experience/Expertise</b>	He is an industrialist and associated with Menon Bearings Ltd. since 1992 i.e. from the inception of the Company. He is having 27 years of rich and varied experience in the field of Automobile Sector	He is having vast experience of around 53 years in the field of Automobile Sector & is associated with Company since its inception.	He is associated with the Company for more than 11 years and is having vast experience of more than 40 years in the fields of Accounts, Finance, Business, Administration & Management.	He has vast experience of around 42 years in the field of Finance, Taxation, Corporate Laws etc.
<b>Shareholding in the Company (Equity Shares of Re. 1/- each) as on 31<sup>st</sup> March, 2021</b>	1,70,16,780	Nil	50	Nil
<b>Number of Meetings of Board attended during the year</b>	4 (Four)	4 (Four)	4 (Four)	4 (Four)

<b>Terms &amp; Conditions of Appointment / Re- appointment &amp; Remuneration sought to be paid/ last drawn</b>	As provided in the resolution number 6 of Notice of 30 <sup>th</sup> Annual General Meeting of the Company. Remuneration details are provided in the additional information sheet.	As provided in the resolution number 7 of Notice of 30 <sup>th</sup> Annual General Meeting of the Company. Remuneration details are provided in the additional information sheet.	He shall be liable to retire by rotation	He is appointed for a term of 5 years w.e.f. 09 <sup>th</sup> February, 2021 to 08 <sup>th</sup> February, 2026 in the capacity of an Independent Director, not liable to retire by rotation
<b>List of Directorships held in various other Companies</b>	1. Menon United Pvt. Ltd. 2. Menon Signature Pvt. Ltd. 3. Mani Agriculture And Research Combine Pvt. Ltd. 4. Flyga Auto Pvt. Ltd. 5. Flyga Resorts Pvt. Ltd.	1. Menon Pistons Ltd. 2. Menon Piston Rings Pvt. Ltd.	1. Menon United Pvt. Ltd. 2. Menon Signature Pvt. Ltd. 3. Flyga Auto Pvt. Ltd. 4. Flyga Resorts Pvt. Ltd.	Nil
<b>List of Chairmanship and Membership of various committees in Public Companies</b>	I. Chairmanship: <b>Menon Bearings Ltd.</b> CSR Committee II. Membership: <b>Menon Bearings Ltd.</b> 1. Stakeholders Relationship Committee	I. Chairmanship: <b>Menon Pistons Ltd.</b> Stakeholders Relationship Committee II. Membership: <b>Menon Bearings Ltd.</b> 1. Audit Committee 2. Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee <b>Menon Pistons Ltd.</b> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee.	I. Chairmanship: NIL II. Membership: <b>Menon Bearings Ltd.</b> 1. Audit Committee 2. Corporate Social Responsibility Committee	I. Chairmanship: <b>Menon Bearings Ltd.</b> 1. Audit Committee 2. Nomination & Remuneration Committee II. Membership: <b>Menon Bearings Ltd.</b> 1. Corporate Social Responsibility Committee

<b>Relationship with other Directors/ Key Managerial Personnel of the Company</b>	Not Related	Not Related	Not Related	Not Related
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**Additional information as required under Part II of Schedule V of the Companies Act, 2013 is given below:**

<b>I</b>	<b>General Information</b>	
1	Nature of Industry	Manufacturing of Auto Components.
2	Date or expected date of commencement of commercial production	The Company is in existence and in operation since 1991
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	EPS: 3.35 Return on Net Worth: 19% Debt Equity Ratio: 0.30
5	Foreign Investment or Collaborations, if any	N.A.
<b>II</b>	<b>Information about the Directors:</b>	
<b>A</b>	<b>Mr. Nitin Menon</b>	
1	Background details	Mr. Nitin Menon was appointed as Director of the Company on 1 <sup>st</sup> April, 1995. He was appointed as Joint Managing Director of the Company w.e.f. 20 <sup>th</sup> October 2000. On 21 <sup>st</sup> July, 2018 Mr. Nitin Menon was re-appointed as Managing Director designated as Vice Chairman and 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. Mr. Nitin Menon was then re-designated as Executive Chairman of the Company w.e.f. 1 <sup>st</sup> August, 2020. Mr. Nitin Menon is promoter of the Company and is associated with the Company since inception and has experience of more than 27 years in the industry.
2	Past Remuneration	Rs. 127.33 Lakhs p.a.
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 its overall management.
5	Remuneration proposed	Rs.16,55,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. Nitin Menon is at par with the industry standards, in which it operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Nitin Menon is promoter of the Company.
<b>B</b>	<b>Mr. R. D. Dixit</b>	
1	Background details	Mr. R.D Dixit is associated with Menon group since last 53 years. He has worked in different capacities such as Development Engineer, Works Manager, Director Technical and for last 27 years as Managing Director of the Company and director in other group companies. On 21 <sup>st</sup> July, 2018 Mr. R.D. Dixit was 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. He stepped down from the position of the Chairman of the Company w.e.f. 31 <sup>st</sup> July, 2020, however continues as Managing Director of the Company.
2	Past Remuneration	Rs. 50.26 Lakhs p.a
3	Recognition or awards	Mr. R.D Dixit did his Diploma in Mechanical Engineering from Government Polytechnic College, Kolhapur in 1 <sup>st</sup> Class and B.E.(Mech) from College of Engineering, Karad in 1 <sup>st</sup> Class 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 (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. R. D. Dixit is at par with the industry standards, in which it operates.

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any with respect to the country of his origin)	Not related
<b>III</b>	<b>Other Information:</b>	
1	Reasons of loss or inadequate profits	Presently, the Company has adequate profits, however considering the nature of business and uncertainty of profits in future, more particularly in present pandemic times, the Company is proposing the resolutions to be passed as Special Resolutions.
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.) & profits by 30% (approx.)
<b>IV</b>	<b>Disclosure</b>	
1	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice of AGM.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.