

TERMS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Terms of appointment:

- 1.1. The term of your office as an Independent Director (ID) is for a period of 5 years with effect from _____ upto _____ and you shall be eligible for re-appointment of one more term of 5 (five) years, subject to compliance of other conditions and the approval of the shareholders of the Company by passing Special Resolution;
- 1.2. You shall not hold office for more than two consecutive terms of 5 years each, but shall be eligible for appointment after the cooling period of three years, provided you shall not during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.
- 1.3. This directorship is not subject to retirement by rotation during the term, as per the relevant provisions of the Act;
- 1.4. You are aware of the maximum permissible directorships that one can hold as per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and we presume that this appointment will be within those limits;
- 1.5. In case, you resign from directorship of the Company for any reason, it can be done at any time by you giving a letter of resignation. While forwarding your intention to resign or not to seek re-appointment, it is expected that you give the Chairman reasonable time so that the Company can plan suitable succession to the Board and also mention detailed reason in resignation letter if you resigns before the expiry of your tenure;
- 1.6. Your performance evaluation as an ID shall be made by entire Board during your tenure with the Company in accordance with the processes established by the Board from time to time and on the basis of the report of performance of evaluation, it shall be determined whether to extend or continue the term of your appointment as an ID of the Company.



2. The expectations of the Board from the appointed Director:

The commitments that are expected from you as an ID in relation to your functions are as follows:

- 2.1. As an ID, you are expected to devote such time as necessary for the proper performance of your duties and balanced decision making and also to involve in Board and Committee meetings each year;
- 2.2. You should satisfy that the financial information is accurate and that financial controls and systems of risk management are robust and defensible;
- 2.3. You should strive to attend all the scheduled quarterly Committee Meetings, Board Meetings, General Meetings and other meetings held from time to time;
- 2.4. You should strive to hold and/or be present in at least one meeting in a year without the presence of Non-Independent Directors (N-ID) and members of management with the sole objective of:
 - a) reviewing the performance of N-ID and the Board as a whole;
 - b) reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
 - c) assessing the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- 2.5. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

3. Appointment in Board-level Committees:

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Currently, the Company has established the following Committees:

- (A) Audit Committee
- (B) Nomination and Remuneration Committee
- (C) Stakeholders' Relationship Committee



4. The fiduciary duties that come with such appointment along with accompanying liabilities:

- 4.1. As a director of the Company, you have to familiarize yourself with the relevant directors' duties, roles and responsibilities as set out in the Code for Independent Directors under Schedule IV of the Act.
- 4.2. You shall disclose interest in any of the contract or arrangements and also disclose the interest on periodical basis as required under law;
- 4.3. As a director of the Company, you will have all legal duties and obligations under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, including attendance at Board Meetings, Annual General Meetings, Meetings of IDs and such other additional duties, as may be assigned to from time to time;
- 4.4. As an ID, your liability will be in respect of such acts of omission or commission by the Company, which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently;
- 4.5. By accepting this appointment, you are deemed to have confirmed that any other position you hold including your directorships in other organizations will not give rise to any 'conflicts of interest' in relation to your appointment as an ID of the Company. Should you become aware of any conflict or potential conflict during the period of your appointment, you are expected to notify the same to the Board from time to time.

5. The Code of Business Ethics:

You will be required to abide by the Company's "Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders" as per SEBI (Prohibition of Insider Trading) Regulations, 2015, Code of Conduct of Board of Directors and Senior Management Personnel as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, besides Code for Independent Directors, as framed by the Company from time to time.

6. The list of actions that a director should not do while functioning as such in the company:



REGD. OFFICE & WORKS :

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Visit us at : <http://www.menonbearings.in>

CIN : L29130PN1991PLC062352

As an Independent Director of the Company, you shall not –

- i. misuse the information in your possession for personal gains;
- ii. engage in any ways (both directly or indirectly) with the competitors;
- iii. in any way indulge in activities which may be construed as conflict of interest;
- iv. break any law of the land or indulge or provoke the co-directors or employees to do the same; and
- v. enter in to any contract or arrangements wherein you are directly or indirectly interested.

The above list is only indicative and not exhaustive.

7. Directors' fees / remuneration:

- 7.1. Sitting fee will be paid to you for each meeting of the Board/committees attended by you, as may be fixed by the Board from time to time;
- 7.2. You will be entitled to claim reimbursement of all your travelling, hotel and other incidental expenses incurred by you in performance of your duties;
- 7.3. IDs are not entitled to any 'stock option' and will not be covered by any pension scheme.

8. Disclosures:

- 8.1. You will have to submit such information in the prescribed forms periodically to the Board as may be required from time to time;
- 8.2. You will be required to disclose to the Company your interests and any matters (excluding those matters, which may be subject to legal professional privilege), which affect your independence; and
- 8.3. You will be required to give a declaration that you meet the criteria of independence every financial year, as provided under Section 149 of the Act in the prescribed format.

9. Acceptance of Appointment:



We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

This revised Terms of Appointment of Independent Directors is approved and adopted by the Board of Directors in its meeting held on 31st January, 2019 and will be effective from 1st April, 2019.



Heeee



To,

The Board of Directors
MENON BEARING LIMITED
G-1, MIDC, Gokul Shirgaon,
Kolhapur - 416234, Maharashtra

Sub: Compliance Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

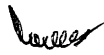
C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

- (1) Significant changes in internal control over financial reporting during the year, if any;
- (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.



for MENON BEARINGS LIMITED



R. D. Dixit
Chairman & Managing Director



Arun Aradhya
Whole Time Director & CFO

Date: 23rd April, 2019
Place: Kolhapur



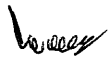
To,
The Board of Directors
MENON BEARING LIMITED
G-1, MIDC, Gokul Shirgaon,
Kolhapur - 416234, Maharashtra

Sub: Certificate under Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),


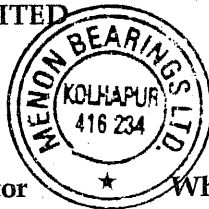
Pursuant to Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that the Audited Financial Results of the Company for the quarter and year ended 31st March, 2019 and Statement of Assets and Liabilities as on that date do not contain any false or misleading statement or figures and do not omit any material fact, which may make the statements or figures contained therein misleading.

for MENON BEARINGS LIMITED



R. D. Dixit

Chairman & Managing Director



Arun Aradhya

Whole Time Director & CFO

Date: 23rd April, 2019

Place: Kolhapur

23rd April, 2019

To,
The Board of Directors
MENON BEARING LIMITED
G-1, MIDC, Gokul Shirgaon,
Kolhapur - 416234, Maharashtra

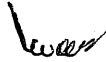
Dear Sir(s),

On the basis of confirmations received from various Departmental Heads, we hereby certify and confirm that since the holding of the last Board Meeting of the Company-

- a. All sums required to be deducted, from payments made to the employees of the Company under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, read with Rules made thereunder, have been properly deducted and payment thereof with the contribution required to be made by the Company have been made to the concerned authorities within the prescribed time. All requirements of the Factories Act, Industrial Disputes Act, Payment of Bonus Act, Shops and Establishments Acts of the States where the offices of the Company are situated and other applicable labour laws have been complied with.
- b. All sums required to be deducted in accordance with the provisions of Section 192, 194, 194A, 194C and 195 and other applicable provisions of the Income Tax Act, 1961, have been paid within the prescribed time to the credit of the Central Government in pursuance of Section 200 of the Income Tax Act, 1961.
- c. All statutory requirements under any statute or regulations affecting the Company including, *inter alia*, the Income Tax Act, 1961, Central Excise Act, the Central Sales Tax Act, 1956, various State Sales Tax Acts, the Customs Act, Goods & Service Tax Act and other laws under which any taxes, duties, etc. are payable by the Company have been complied with and all statutory payments due and payable by the Company under all such laws have been paid.
- d. All requirements under the Companies Act, 2013, SEBI Act, 1992 and various Rules, Guidelines and Regulations issued thereunder, the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, SEBI (Delisting of Equity Shares) Regulations, 2009, the provisions of the Reserve Bank of India Act, 1932 and the provisions of the Foreign Exchange Management Act, 1999, read with the Rules made thereunder as applicable to the Company have been complied with.

e. We further confirm that the Company has complied with all applicable provisions of the Acts and Rules.

for MENON BEARINGS LIMITED



R. D. Dixit
Chairman & Managing Director

