

20th March, 2019

To

The Manager, Department of Corporate Services
Department of Corporate Services
BSE Limited
PheerozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 523828

The Manager - Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
BandraKurla Complex
Bandra (East),
Mumbai- 400 051
Symbol – MENONBE

Dear Sir(s),

Sub. : Disclosure of Voting Result of Postal Ballot process in terms of Regulations 30 AND 44of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

With reference to above, we wish to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has conducted Postal Ballot Process (including e-voting) for seeking its shareholders' approval for the matters as mentioned in the Postal Ballot Notice dated 31st January, 2019, viz.:

- I. Ordinary resolution under Sections 161, 196, 197 and 203 of the Companies Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for appointment of Mr. Arun Aradhya, CFO of the Company as Whole Time Director (Designated as WTD & CFO) of the Company for a period of 5 (Five) years w.e.f. 31st January, 2019;
- II. Ordinary resolution under Sections 161, 149, 150 and 152 of the Companies Act, 2013 for appointment of Dr. Santosh Prabhu as an Independent Director of the Company for a period of five years w.e.f. 24th October, 2018; and
- III. Special Resolution under Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 for confirming appointment of Mr. Gajendra Vasa, as an Independent Director of the Company, who was appointed as such for the period of 5 (five) years w.e.f. 30th December, 2017 and has attained the age of 75 years.

The voting through postal ballot through forms and e-voting was kept open from 17th February, 2019 (9.00 a.m.) to 18th March, 2019 (5.00 p.m.).

REGD. OFFICE & WORKS :
MIDC, GOKUL SHIRGAON, KOLHAPUR - 416 234. INDIA
Phones : + 91 231 26 72 279 / 533 / 487 Fax : + 91 231 267 22 78



E-mail : admin@menonbearings.in
Visit us at : <http://www.menonbearings.in>
CIN : L29130PN1991PLC062352



The members of the Company have passed all the resolutions as mentioned in Postal Ballot Notice dated 31st January, 2019 with requisite majority, result of which is declared today i.e. 20th March, 2019.

The result of the Postal Ballot process along with the Consolidated Scrutinizer's report and voting results are enclosed herewith for your information and records.

The Postal Ballot Result is also hosted on the Company's website at www.menonbearings.in and e-voting agency's website at www.linkintime.co.in.

Request you to kindly take the above on your records.

Thanking you,

Yours faithfully,

For MENON BEARINGS LIMITED



Suraj Patil

Company Secretary & Compliance Officer

Membership No. A54404

Encl.: A/a

MENON BEARINGS LIMITED



MENON BEARINGS

Postal Ballot Voting Results	
Company Name	Menon Bearings Limited
Date of Notice of Postal Ballot	31 st January, 2019
Date of the AGM/EGM/ Declaration of results of Postal Ballot	20 th March, 2019
Total No. of shareholders as on the record date/cut-off date (1 st February, 2019)	14099
No. of Shareholders present in the meeting in person or through proxy:	Not Applicable
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through video conferencing:	Not Applicable
Promoters and Promoters Group:	
Public:	
Mode of voting	Remote e-voting and through postal ballot forms

RESOLUTION NO. 1: APPOINTMENT OF MR. ARUN ARADHYE, CFO OF THE COMPANY AS WHOLE TIME DIRECTOR (DESIGNATED AS WTD & CFO) OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F. 31st JANUARY, 2019.

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.0000
	Total		39733880	39733880	100	39733880	0	100.0000
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		814361	660600	81.1188	660600	0	100.0000

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MENON BEARINGS LIMITED



		MENON BEARINGS						
Public- Non Institution s	E-Voting		13471	0.0870	13163	308	97.7136	2.2864
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	15491759	274258	1.7703	273435	823	99.6999	0.3001
	Total	15491759	287729	1.8573	286598	1131	99.6069	0.3931
Total		56040000	40682209	72.5949	40681078	1131	99.9972	0.0028

Number of invalid votes: 31610

Result: The Ordinary Resolution is passed with requisite majority.

RESOLUTION NO. 2: APPOINTMENT OF DR. SANTOSH PRABHUAS AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 24TH OCTOBER, 2018.

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.000
	Total		39733880	39733880	100	39733880	0	100.0000
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		814361	660600	81.1188	660600	0	100.0000
Public-Non	E-Voting	15491759	13471	0.0870	13421	50	99.6288	0.3712
	Poll		NA	NA	NA	NA	NA	NA

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MENON BEARINGS LIMITED



Institutions	Postal Ballot		274856	1.7742	271633	3223	98.8274	1.1726
	Total	15491759	288327	1.8612	285054	3273	98.8648	1.1352
Total		56040000	40682807	72.5960	40679534	3273	99.9920	0.0080

Number of invalid votes: 31010

Result: The Ordinary Resolution is passed with requisite majority.

RESOLUTION NO. 3: APPOINTMENT OF MR. GAJENDRA VASA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY, WHO WAS APPOINTED AS SUCH FOR THE PERIOD OF 5 (FIVE) YEARS W.E.F. 30TH DECEMBER, 2017 AND HAS ATTAINED THE AGE OF 75 YEARS.

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	39733880	6295336	15.8437	6295336	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0
TOTAL		39733880	39733880	100	39733880	0	100	0
Public - Inst.	E-Voting	814361	660600	81.1188	660600	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0

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MENON BEARINGS LIMITED



	TOTAL	814361	660600	81.1188	660600	0	100	MENON BEARINGS
Public NI	E-Voting	15491759	13471	0.0870	13088	383	97.1569	2.8431
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		273116	1.7630	264583	8533	96.8757	3.1243
	TOTAL	15491759	286587	1.8499	277671	8916	96.8889	3.1111
TOTAL		56040000	40681067	72.5939	40672151	8916	99.9781	0.0219

Number of invalid votes: 32750

Result: The Special Resolution is passed with requisite majority.

Date: 20th March, 2019
Place: Kolhapur

For MENON BEARINGS LIMITED

Suraj Patil

Company Secretary & Compliance Officer
Membership No. A54404



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SCRUTINIZER'S REPORT

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. R. D. Dixit
Chairman & Managing Director,
MENON BEARINGS LIMITED
G-1, MIDC, Gokul Shirgaon,
Kolhapur-416 234

Dear Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Postal Ballot and E-voting Process

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, was appointed as Scrutinizer by the Board of Directors of the Company in its meeting held on 31st January, 2019 , for the purpose of:
 - a. Scrutinizing Postal Ballot forms under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; and
 - b. Scrutinizing the e-voting process in terms of the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
 - c. For passing of resolutions for
 - (a) appointment of Mr. Arun Aradhy, CFO of the Company as Whole Time Director (designated as WTD & CFO) of the Company for a period of 5 (Five) years w.e.f. 31st January, 2019;
 - (b) appointment of Dr. Santosh Prabhu as an Independent Director of the Company for a period of five years w.e.f. 24th October, 2018 and





- (c) confirming the appointment of Mr. Gajendra Vasa, as an Independent Director of the Company, who was appointed as such for the period of 5 (five) years w.e.f. 30th December, 2017 and has attained the age of 75 years.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot process for voting on the resolutions contained in the said notice. My responsibility as Scrutinizer for the e-voting and postal ballot process is to make the Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions stated in the said notice.
 3. The electronic transmission / physical dispatch of postal ballot notice dated 31st January, 2019, along with postal ballot form and a self-addressed Business Reply Envelope was completed on Saturday, 16th February, 2019. The said notice was dispatched to the members of the company on the basis of Register of Members and List of Beneficiaries as on Cut-off date i.e. Friday, 1st February, 2019.
 4. As per the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of postal ballot and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Pudhari (Kolhapur)" on 17th February, 2019.
 5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 1st February, 2019.
 6. In terms of the aforesaid Notice, voting through postal ballot forms and electronic means was kept open from Sunday, 17th February, 2019 (9.00 A.M.) till Monday, 18th March, 2019 (5.00 P.M).
 7. All postal ballot forms received upto the closing of working hours i.e upto 5.00 P.M. on 18th March, 2019, the last date and time fixed by the Company for receipt of the forms are considered for scrutiny.
 8. The e-voting were unblocked at 5:50 PM on 18th March, 2019 in the presence of Ms. Bhavna Singh and Mrs. Divya Lohia, who are not in the employment of the Company.
 9. Particulars of all postal ballot forms received from the members of the Company have been entered into a register maintained separately for the purpose.
 10. There was no defaced or mutilated ballot paper.
 11. The summary of the voting is as follows:





RESOLUTION NO. 1: APPOINTMENT OF MR. ARUN ARADHYE, CFO OF THE COMPANY AS WHOLE TIME DIRECTOR (DESIGNATED AS WTD & CFO) OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F. 31ST JANUARY, 2019.

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes- against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.0000
	Total		39733880	39733880	100.0000	39733880	0	100.0000
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		814361	660600	81.1188	660600	0	100.0000
Public-Non Institutions	E-Voting	15491759	13471	0.0870	13163	308	97.7136	2.2864
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		274258	1.7703	273435	823	99.6999	0.3001
	Total		15491759	287729	1.8573	286598	1131	99.6069
Total		56040000	40682209	72.5949	40681078	1131	99.9972	0.0028

Number of invalid votes: 31610

Result: The Ordinary Resolution is passed with requisite majority.





RESOLUTION NO. 2: APPOINTMENT OF DR. SANTOSH PRABHUAS AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 24TH OCTOBER, 2018.

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	39733880	6295336	15.8437	6295336	0	100.0000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0.000
	Total		39733880	39733880	100.0000	39733880	0	100.0000
Public-Institutions	E-Voting	814361	660600	81.1188	660600	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		814361	660600	81.1188	660600	0	100.0000
Public-Non Institutions	E-Voting	15491759	13471	0.0870	13421	50	99.6288	0.3712
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		274856	1.7742	271633	3223	98.8274	1.1726
	Total		15491759	288327	1.8612	285054	3273	98.8648
Total		56040000	40682807	72.5960	40679534	3273	99.9920	0.0080

Number of invalid votes: 31010

Result: The Ordinary Resolution is passed with requisite majority.





RESOLUTION NO. 3: APPOINTMENT OF MR. GAJENDRA VASA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY, WHO WAS APPOINTED AS SUCH FOR THE PERIOD OF 5 (FIVE) YEARS W.E.F. 30TH DECEMBER, 2017 AND HAS ATTAINED THE AGE OF 75 YEARS.

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	39733880	6295336	15.8437	6295336	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		33438544	84.1563	33438544	0	100.0000	0
TOTAL		39733880	39733880	100.0000	39733880	0	100	0
Public - Inst.	E-Voting	814361	660600	81.1188	660600	0	100	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
TOTAL		814361	660600	81.1188	660600	0	100	-
Public NI	E-Voting	15491759	13471	0.0870	13088	383	97.1569	2.8431
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		273116	1.7630	264583	8533	96.8757	3.1243
TOTAL		15491759	286587	1.8499	277671	8916	96.8889	3.1111
TOTAL		56040000	40681067	72.5939	40672151	8916	99.9781	0.0219

Number of invalid votes: 32750

Result: The Special Resolution is passed with requisite majority.





The Register, all other papers and relevant records relating to postal ballot and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot Process and the same will be handed over to the Company Secretary for safe keeping.

For **M Baldeva Associates**
Company Secretaries



CS Manish Baldeva
Proprietor

M. No. FCS 6180 C.P. No. 11062

Place: Thane
Date: 20th March, 2019

Countersigned
For Menon Bearings Limited

Authorized Signatory

