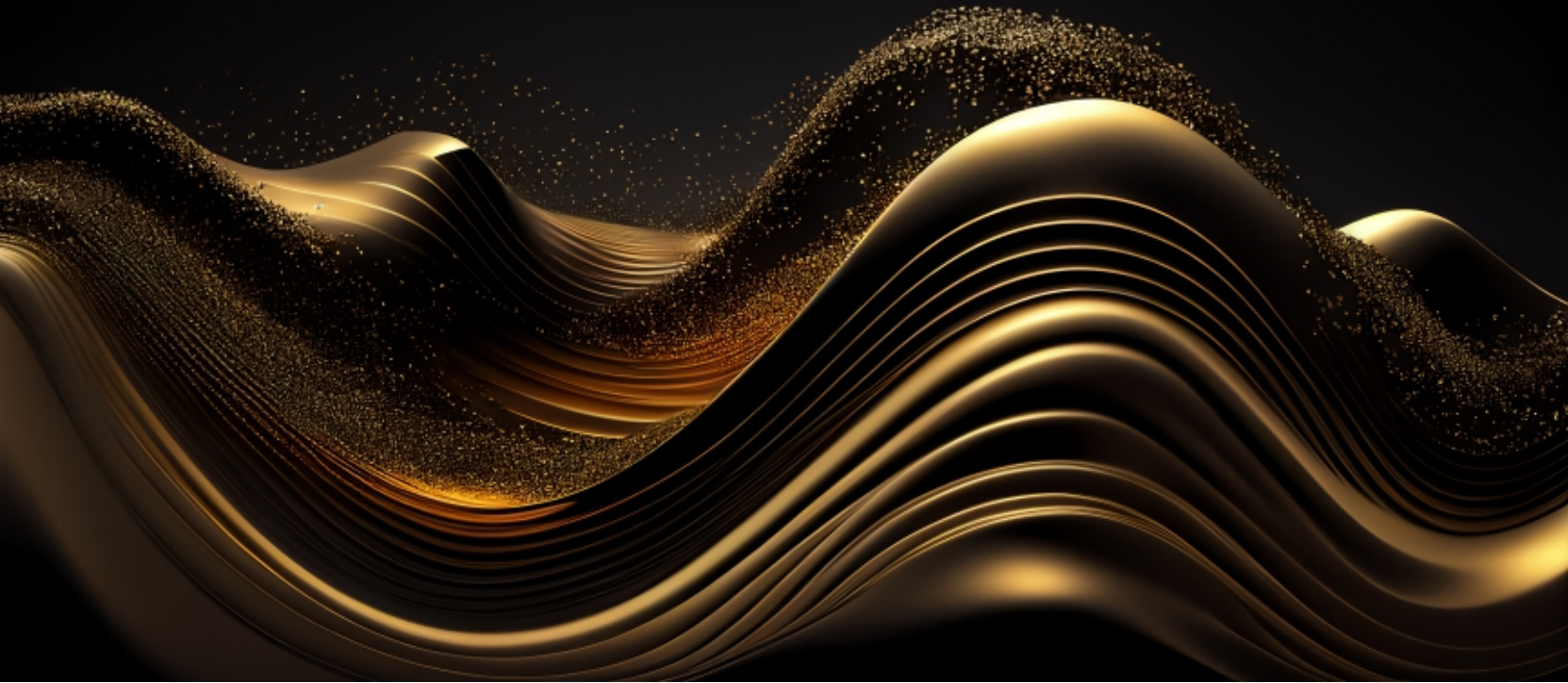




MENON BEARINGS LTD.



MENON BEARINGS LTD.

India's leading
engine bearings
company

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Board of Directors

NITIN MENON

Executive Chairman

R. D. DIXIT

Managing Director

ARUN ARADHYE

Whole Time Director & CFO

M. L. SHINDE

Independent Director

KAILASH A. NEVAGI

Independent Director

DR. SANTOSH PRABHU

Independent Director

NEHA HAROLIKAR : Company Secretary and Compliance Officer (upto 17.12.2022)

MANMAY KALYANKAR : Company Secretary and Compliance Officer (w.e.f. 19.01.2023)

REGISTERED OFFICE :

G-1, MIDC, Gokul Shirgaon, Kolhapur- 416 234, Maharashtra, India. Tel: 0231-2672 279 / 533 / 487, Fax: 0231-2672 278
Email: admin@menonbearings.in, Website : www.menonbearings.in

STATUTORY AUDITORS

M/s. A R N A & ASSOCIATES
Chartered Accountants, Kolhapur.

BANKERS :

HDFC BANK LTD
Kolhapur.

REGISTRAR AND SHARE

TRANSFER AGENTS :

LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Phone : (022) 49186000, 49186270
Fax : (022) 49186060
Email : rnt.helpdesk@linkintime.co.in

SECRETARIAL AUDITORS

M/s. M BALDEVA ASSOCIATES,
Company Secretaries, Thane

MANAGEMENT NOTE (FOR ANNUAL REPORT 2022-23)

Dear Shareholders,

It is our utmost pleasure to present to you the 32nd Annual Report of our company.

The auto component industry experienced a robust rebound in revenue growth, exhibiting a remarkable increase of 13–15% during the fiscal year of FY 22–23 driven by strong demand from domestic original equipment manufacturers (OEMs), with a particular emphasis on the tractor segment. Additionally, the industry has benefited from robust sales in the parts replacement market and export markets. Another contributing factor to the growth is the passing through of high commodity prices to end-customers.

Looking back at our performance

We are pleased to announce that your company has achieved nice performance in terms of both revenue and profitability. Our Total Income grew by 11% to Rs. 217 crores in FY 22-23 from Rs. 195 crores in FY 21-22, EBITDA increased by 23% to Rs. 53 crores from Rs. 43 crore and PAT increased by 33% to Rs. 33 crores from Rs. 25 crores.

We remain steadfast in our commitment to enhancing revenue and profitability by employing various strategies. These include increasing our market share, implementing effective cost control measures, driving operational excellence, strengthening our workforce, and continually developing new products.

Exceeding customer expectations and delivering high customer value have always been our top priorities. We achieve this by consistently providing high-quality products that not only meet but also surpass performance standards.

We are proud to highlight the significant strides we have made in process improvements, technology adoption, quality management, and new product development. These endeavors have propelled us forward in our journey of growth and innovation.

In particular, we are glad to announce our entry into the brakes segment. To support this expansion, we have established a state-of-the-art plant equipped with advanced machinery for manufacturing brake lining. Notably, these components are made from eco-friendly, asbestos-free materials, aligning with our commitment to sustainability.

These strategic developments position us for future success, enabling us to increase our volume and generate higher revenues in the years to come.

During the fiscal year, we are delighted to share that, considering our strong liquidity and profitability, the Company declared and paid an interim dividend at the rate of 200% on face value for FY 22-23. This decision was made with the aim of ensuring the satisfaction of all our stakeholders.

Our strategic focus for FY 23-24 centers on several key areas to drive business growth. These include:

Increasing share of business with existing customers: We will concentrate on deepening our relationships with existing customers, aiming to expand our market share within their organizations. This involves providing exceptional service, fostering strong partnerships, and offering tailored solutions to meet their evolving needs.

Focus on new customer acquisition: We recognize the importance of expanding our customer base to diversify our business and tap into new opportunities. Therefore, we will proactively target and acquire new customers,

leveraging our expertise, reputation, and competitive advantages to attract and retain them.

Growth in exports: To expand our market reach and capitalize on international opportunities, we will prioritize increasing our exports.

Our strategic approach also involves allocating additional capital expenditure (capex) in the Bimetal and Alkop segments over the next two years. This strategic investment will enable us to meet the increased demand from the automotive sector.

We possess the necessary capabilities to manufacture a wide range of products that complement our current product segments. By expanding into these segments, we aim to capture new market opportunities and further enhance our revenue share.

Furthermore, we maintain an open mindset to explore new opportunities that offer margin accretion. As we continue to grow, we will actively seek out and capitalize on prospects that drive sustainable and profitable growth, aligning with our long-term goals.

Through these strategic endeavors, we are confident in our ability to cater to the rising demands of the automotive sector, and embrace new opportunities that contribute to our future growth.

In conclusion, we would like to extend my heartfelt gratitude to our esteemed customers and shareholders for their unwavering loyalty and ongoing support. It is through your trust in our products and services that we are able to thrive and grow.

We would also like to express my deepest appreciation to the entire Menon Bearings team. Your relentless hard work and dedication have been instrumental in our success throughout the year. It is your commitment to excellence that sets us apart and allows us to deliver exceptional results.

Furthermore, we would like to take this opportunity to express my sincere thanks to all the members of our esteemed Board of Directors. Your invaluable leadership, vast experiences, and insightful guidance have played a crucial role in shaping our strategic decisions and driving our organization forward.

Together, as a united team, we have achieved many more milestones and overcome challenges. With the continued support and collaboration of our stakeholders, we are confident in our ability to embark on an even more prosperous journey ahead.

THANK YOU ONCE AGAIN.



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 32nd Annual General Meeting

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting of **Menon Bearings Limited** (CIN: L29130PN1991PLC062352) ("Company") will be held on **Thursday, 27th July, 2023 at 11.00 A.M.**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the Members at a common venue, to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 along with the reports of the Board of Directors' and Auditors' thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 along with the report of the Auditors' thereon and in this regard, if thought fit, pass the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 along with the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 along with the report of the Auditors' thereon be and are hereby received, considered and adopted."

2. To take note of interim dividend paid for the financial year ended 31st March, 2023 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the interim dividend of Rs. 2.00 per Equity Share on 5,60,40,000 Equity Shares having face value of Re. 1/- each declared on 20th July, 2022 and accordingly paid to the shareholders of the Company for the financial year ended 31st March 2023, be and is hereby noted."

3. To appoint a director in place of Mr. Nitin Menon (DIN: 00692754), 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(6) of the Companies Act, 2013, Mr. Nitin Menon (DIN: 00692754), 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, if any, of the Companies Act, 2013 and the 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 31st March, 2024, 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 basis.

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.”

5. RE-APPOINTMENT OF MR. ARUN ARADHYE AS 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 the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act 2013, read with the 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 in accordance with the enabling provisions of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, Mr. Arun Aradhye (DIN: 03052587) be and is hereby re-appointed as Whole Time Director (designated as WTD & CFO) of the Company for a further period of 5 (five) years w.e.f. 31st January, 2024 to 30th January, 2029 at a remuneration as detailed below for a period of 3 (three) years with effect from 31st January, 2024 to 30th January, 2027 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 the remuneration from time to time within the limits provided in the said Schedule V or any amendment(s) thereto for the time being in force:

Sr. No.	Particulars	Amount (Rs. in Lakh per month)
1.	Salary	4.50
2.	House Rent Allowance	1.00
3.	PPA	0.50
4.	Medical Allowance	1.00
5.	Education Allowance	1.00
6.	Soft Furnishing Allowance	0.50
7.	Servant Allowance	0.25
8.	Special Allowance	0.25
Total		9.00

Others:

1. Provident Fund: Company's contribution to Provident Fund will not exceed 12% of the salary per annum.
2. Car: Company's Car will be provided to Mr. Arun Aradhye.
3. Conveyance: Actual.
4. Medical Expenses (including Medical Insurance): Actual
These facilities will not be considered as perquisites.
5. Mr. Arun Aradhye will be entitled to leaves as per the rules of the Company as are applicable to other staff members of his category.
6. Whenever Mr. Arun Aradhye is required to travel outstation within India or abroad on Company's duty, he shall be paid in the following manner:
 - i. Executive Air Fare / First Class AC Rail Fare.
 - ii. Actual expenses to cover stay in hotels and cost of local conveyance.
7. Leave encasement will be provided as per the normal rules of the Company and encasement 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.
8. Leave Travel Assistance as per the rules.
9. 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. Arun Aradhye as Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

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. RE-APPOINTMENT OF DR. SANTOSH PRABHU AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as per applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, Dr. Santosh Prabhu (DIN: 00506595 and ID Registration number- IDDB-DI-202002-0144361), who holds office as an Independent Director of the Company upto 23rd October, 2023 who has submitted a declaration that he meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company for a second term of 5 (five) consecutive years w.e.f. 24th October, 2023, 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."

7. APPROVAL OF RELATED PARTY TRANSACTIONS WITH M/S. MANI AUTO COMPONENTS, A PARTNERSHIP FIRM:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for sale, purchase or supply of goods, property of any kind, whether movable or immovable and availing or rendering of any services to be entered into with the following related party, in which Mr. Nitin Menon, Executive Chairman of the Company is interested, for the period from 1st April, 2024 to 31st March, 2027 for the values as follows:

Name of the Related party	Approximate Value of Transactions (Rs. in Lakh)		
	2024-25	2025-26	2026-27
M/s. Mani Auto Components, Partnership firm	4,000.00	5,000.00	5,500.00

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
of Menon Bearings Limited

Place: Kolhapur
Date : 28th April, 2023

Nitin Menon
Executive Chairman
DIN: 00692754

Notes:

1. The Ministry of Corporate Affairs, *inter alia*, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. Accordingly, the 32nd Annual General Meeting ("AGM") of the Company is being convened through VC / OAVM. In accordance with the Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance dated 15th April, 2020 issued by the ICSI, the proceedings of the 32nd AGM shall be deemed to be conducted and held at the Registered Office of the Company situated at G-1, MIDC, Gokul Shirgaon, Kolhapur - 416234, Maharashtra, India.

Further, the Securities and Exchange Board of India, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") has given relaxation from sending hard copy of Annual Reports containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their email addresses in case of general meetings held through electronic mode.

2. The Company has appointed Link Intime India Private Limited to provide Video Conferencing and e-voting facilities for conducting this 32nd AGM.
3. Pursuant to the provisions of the 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 32nd AGM is being held through VC / OAVM, 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 venue for the 32nd AGM are not annexed to this Notice.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts in respect of Special Business under item nos. 4 to 7 of the Notice, is annexed hereto and forms part of this Notice.
5. Brief resume of directors proposed to be re-appointed and whose remuneration is being approved at the ensuing 32nd AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed hereto and forms part of this Notice.
6. Institutional / Corporate Shareholder (i.e. other than Individuals, HUF, NRI, etc.) are requested to send scanned copy (PDF/JPG format) of its Board Resolution, passed pursuant to Section 113 of the Act, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting / e-voting during the AGM. The said resolution shall be sent to the Scrutinizer by e-mail through its registered email address at manish@csmanishb.in with copy marked to the Company at admin@menonbearings.in and to RTA at instameet@linkintime.co.in.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are