

6th August, 2025

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

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

Dear Sir / Ma'am,

Sub: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Notice of the **34th Annual General Meeting** of the Company scheduled to be held on **Thursday, 28th August 2025**, at **11:00 A.M.(IST)** through **Video Conferencing / Other Audio Visual Means**, without physical presence of the members at a common venue in accordance with the applicable provisions of the Companies Act, 2013 read with the circulars issued in this regard from time to time, the latest being 09/2024 dated September 09, 2024 issued by the Ministry of Corporate Affairs (MCA) and rules framed thereunder read with ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),.

Kindly take the above on your record.

Thanks and Regards,

for **MENON BEARINGS LIMITED**

Siddheshwar Kadane
Company Secretary & Compliance Officer
Membership No.: A72775
Encl.: A/a



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 34th Annual General Meeting

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting of **Menon Bearings Limited** (CIN: L29130PN1991PLC062352) ("Company") will be held on **Thursday, 28th August, 2025 at 11.00 A.M. IST**, 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, 2025 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, 2025 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, 2025 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, 2025 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, 2025 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the interim dividend of Rs. 2/- (200%) per Equity Share on 5,60,40,000 Equity Shares having face value of Re. 1/- each declared on 18th July, 2024 and accordingly paid to the shareholders of the Company for the financial year ended 31st March, 2025, be and is hereby noted."

3. To appoint a director in place of Mr. R.D. Dixit (DIN: 00626827), 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. R.D. Dixit (DIN: 00626827), 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. To consider and approve remuneration payable to Cost Auditors of the Company and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s. C. S. Adawadkar & Co, Cost Accountants, Pune (FRN: 100401), Cost Auditors of the Company 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, 2026, 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 actuals.

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. To appoint Mr. Nandan Dattatray Borgalkar as an Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) 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 the Board of Directors of the Company, Mr. Nandan Dattatray Borgalkar (DIN: 07322278 and ID Registration Number: IDDB-DI-202211-045047), who being eligible for appointment as an Independent Director, and who has given his consent and has submitted a declaration to the effect that he meets the criteria for independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member as required under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 1st October, 2025 to 30th September, 2030.

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. To appoint M/s. M Baldeva Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Company and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Audit Committee and the Board of Directors of the Company, M/s. M Baldeva Associates, Company Secretaries, Mumbai (Peer Review No. 1436/2021), be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 till the financial year 2029-30 at such remuneration and on such other terms and conditions as may be mutually agreed between the Board of Directors of the Company and the said Secretarial Auditors.

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. To approve remuneration payable to Mr. Nitin Menon, Executive Chairman of the Company and in this regard, if thought fit, 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, (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 below detailed remuneration payable to Mr. Nitin Menon (DIN: 00692754), Executive Chairman of the Company for the remaining period of his current tenure i.e. with effect from 1st April, 2026 to 31st March, 2028 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 the 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 Lakh per month)
1.	Salary	7.25
2.	House Rent Allowance	0.67
3.	PPA	0.79
4.	Medical Allowances	4.02
5.	Education Allowance	0.79
6.	Soft Furnishing Allowance	0.51
7.	Servant Allowance	0.51
8.	Other Allowance	0.96
	Total	15.5

Others:

1. Provident Fund: Company's contribution to Provident Fund will not exceeding 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 or abroad on Company's duty, he shall be paid in the following manner (including for spouse):
 - i. Executive, First Class Air Fare/ Charter/First Class AC Rail Fare.
 - ii. 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 Mr. Nitin Menon as Executive Chairman 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.”

8. To approve remuneration payable to Mr. R. D. Dixit, Managing Director of the Company and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act 2013, (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 Board of Directors of the Company, the below detailed remuneration payable to Mr. R. D. Dixit (DIN: 00626827), Managing Director of the Company for the remaining period of his current tenure i.e. with effect from 1st April, 2026 to 31st March, 2028 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, with regard to the 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 Lakh per month)
1.	Salary	2.20
2.	House Rent Allowance	0.25
3.	PPA	0.30
4.	Medical Allowances	0.40
5.	Education Allowance	0.30
6.	Soft Furnishing Allowance	0.20
7.	Servant Allowance	0.10
	Total	3.75

Others;

1. Provident Fund: Company's contribution to Provident Fund will not exceeding 12% of the salary per annum.
2. Car: Company's Car will be provided to Mr. R.D. Dixit.
3. Conveyance: Actual.
4. Medical expenses: Actual.
These facilities will not be considered as perquisites.
5. 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.
6. Whenever Mr. R.D. Dixit 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 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.

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 Mr. R. D. Dixit, Managing 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.”

**By order of the Board of Directors
of Menon Bearings Limited**

**Place: Kolhapur
Date : 25th July 2025**

**Nitin Menon
Executive Chairman
DIN: 00692754**

Notes:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") in respect of special business is annexed hereto and forms part of this notice. The Board of Directors of the Company has considered and decided to include Item Nos. 4 to 8 given above as Special Business in the forthcoming Annual General Meeting ("AGM") as they are unavoidable in nature. Brief resume of directors proposed to be appointed / reappointed and whose remuneration is being approved at the ensuing 34th AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") is annexed to the Notice.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 9/2024 dated 19th September, 2024 and in accordance with the requirements laid down in previous circulars issued by the MCA from time to time in this regard ("MCA Circulars"), permitted companies to hold general meetings through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without physical presence of the members at a common venue. In compliance with applicable provisions of the Act and MCA circulars, the 34th Annual General Meeting ("AGM") of the Company will be conducted through VC / OAVM without physical presence of the members at a common venue. The Company has engaged services of MUFG Intime India Private Limited ("MUFG Intime") (formerly known as Link Intime India Private Limited) for conducting of the AGM and facilitating voting through electronic means i.e. remote e-voting and e-voting during the AGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, since this 34th AGM is being convened through VC / OAVM, pursuant to the said MCA circulars, physical attendance of members has been dispensed with. Further, in terms of provisions of Regulation 44(4) of the Listing Regulations, requirement to send proxy forms is not be applicable to general meetings held through electronic mode. Accordingly, the facility for appointment of proxies by the members will not be available for this 34th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the 34th AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. The members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website viz. <https://www.menonbearings.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively and on the website of RTA viz. <https://instavote.linkintime.co.in>.
5. As required under Regulation 36(1)(b) of the Listing Regulations, a letter, providing web-link, including the exact path, where complete details of Annual Report will be available, is being sent to the members through post / courier who have not registered their email addresses with the RTA / Company / Depository Participants ('DPs').
6. In accordance with the SS-2 read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 34th AGM shall be deemed to be conducted at the Registered Office of the Company situated at G-1, MIDC, Gokul Shirgaon, Kolhapur - 416234, Maharashtra, India. The members are requested to attend the 34th AGM from their respective locations through VC / OAVM and do not visit the Registered Office to attend the AGM.

7. In pursuance of Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 34th AGM through VC / OAVM and cast their vote through e-voting.
8. Institutional / Corporate members intending to represent through their authorised representatives in the AGM through VC / OAVM and to vote through remote e-voting or vote at the AGM are requested to send to the Company, a certified copy of the Board Resolution passed in pursuant to the provisions of Section 113 of the Act, authorising their representative, at its registered office of the Company by post / hand delivery or through email at designated e-mail address of the Company i.e. admin@menonbearings.in or at the Scrutinizer's email address i.e. manish@csmanishb.in.
9. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
10. 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 interested maintained under Section 189 of the Act and all documents referred to in the notice of 34th AGM will be available online for inspection by the members on request by sending an e-mail to the Company at admin@menonbearings.in.
11. The SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025 read with all previous circulars issued by the SEBI from time to time with regard to common and simplified norms for processing investor's service requests and for furnishing PAN, KYC details and Nomination, the shareholders holding shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (Address with PIN code) (iv) Mobile Number (v) Bank Account Details and (vi) Signature, are mandatorily required to update the same with the Company / RTA of the Company or Depository Participants of respective shareholders. The shareholders whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination. Further, any payment including dividend, interest or redemption payment in respect of such folios, will be made through electronic mode only, with effect from 1st April, 2024.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, SH-13 and the relevant SEBI Circulars are also available on Company's website at <https://www.menonbearings.in>. In accordance with the aforementioned SEBI Master Circular read with all other circulars issued from time to time in this regard and SEBI directive vide e-mail to RTAs on 23rd January, 2024, the Company has sent communication to members holding shares in physical mode and whose folios are incomplete with respect to PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination of holders of physical securities requesting them to update such details. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs.

As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. The members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If

a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website. The members are requested to submit these details to their DPs, in case the shares are held in electronic form, and to the Company's RTA, in case the shares are held in physical form.

12. The members holding shares in physical form are requested to notify any change in their address or bank details to the Company / RTA quoting their Folio Number. The members holding shares in the demat form are requested to update such details with their respective Depository Participants.
13. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rule 2014, the members are requested to submit their e-mail ID and other details vide e-mail updation form available on Company's website viz. <https://>The same can be done by filling up and signing at the appropriate place in the said form and sending the same to the Company's RTA. The e-mail ID provided shall be updated, subject to successful verification of your signatures as per records available with the Company's RTA.
14. Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that the dividend paid or distributed by a company w.e.f. 1st April, 2020 shall be taxable in the hands of the members. The Company shall, therefore, be required to deduct Tax at Source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, the members are requested to submit Form 15G / Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during financial year 2024-25 does not exceed Rs. 5,000/- and also in cases where members have provided Form 15G (applicable to individual aged below 60 years) / Form 15H (applicable to individual aged 60 years and above), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable provisions of the IT Act, at the rates in force. The withholding tax shall be @ 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per provisions of Section 90 of the IT Act, non-resident shareholders have option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with Multilateral Instrument ("MLI") between India and the country of tax residence of such member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following details / documents:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at admin@menonbearings.in upto 23.59 hrs. IST on 21st August, 2025.

15. As per Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form. Further the request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. Hence members who hold shares in physical form are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form.

Further, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 has mandated the listed entities to open a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of 1st April, 2019 and were rejected / returned / not attended to due to deficiency in the documents / process / or otherwise, for a period of six months from 7th July, 2025 till 6th January, 2026. The investors / shareholders are requested to avail this opportunity.

16. The cut-off date for the purpose of determining eligibility of members for e-voting in connection with the 34th AGM has been fixed as Friday, 22nd August, 2025 (“**Cut-off date**”).
17. The members can join the 34th AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 34th AGM through VC / OAVM will be made available to 1000 members on first come first serve basis; however this limit does not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first serve basis.
18. The attendance of the members attending the 34th AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

19. Non-Resident Indian members are requested to inform to the Company's RTA 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.
20. Members holding shares in identical order of names in more than one folio are requested to write to the Company / RTA enclosing their share certificates to enable the Company to consolidate their holdings in one folio for better services.
21. The members are requested to forward their all communications to the Company's RTA and are further requested to always quote their Folio Number / DPID-Client ID in all correspondence with the Company / RTA.
22. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.
23. The SEBI vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated 24th January, 2022 read with Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025 has simplified the procedure and standardized the format of documents for transmission of securities; henceforth while processing certain prescribed service request(s) such as issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificates, endorsement, sub-division / splitting of share certificates, consolidation of share certificates / folios, transmission, and / or transposition received from the shareholder / claimant, the Company shall issue securities in dematerialized form only. Upon receipt of service request(s) from shareholder/claimant (in prescribed form ISR-4), the RTA of the Company shall verify and process the said request. After removing objections, if any, the RTA will intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 (One Hundred Twenty) days of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit such shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.
24. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30th May, 2022, Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023 as updated from time to time read with all other circulars issued earlier in this regard, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per the said circulars, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor service related request. Further, a common Online Dispute Resolution Portal ("ODR Portal") is established for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve investors' grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.menonbearings.in/investor-relations/investors-information.htm>.
25. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its members to exercise their right to vote

electronically on the resolutions mentioned in the notice of 34th AGM dated 25th July, 2025. The members may cast their vote using electronic voting system from a place other than the venue of the meeting (“remote e-voting”).

- (a) The facility of casting the vote by the members/ shareholders using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) and e-voting during the meeting will be provided by MUFG Intime.
- (b) A person whose name is recorded in the Register of Members / List Beneficial Owners as on the cut-off date i.e. Friday, 22nd August, 2025 only shall be entitled to avail the facility of “remote e-voting” or e-voting during the AGM.
- (c) The “remote e-voting” period will commence on Monday, 25th August, 2025 (9.00 A.M.) and end on Wednesday, 27th August, 2025 (5.00 P.M.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by “remote e-voting”. The “remote e-voting” module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (d) The voting rights of members / shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date.

Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain the User ID and password by sending request at enotices@in.mpms.mufig.com If you forgot your password, you can reset your password by following the process as provided in the e-voting instructions process provided with the 34th AGM notice.

- (e) The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Mumbai (FCS No.: 6180/CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 34th AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, prepare a consolidated scrutinizer's report on the votes cast in favour or against, if any, and forthwith the same to the Chairman of the meeting or a person authorized by him who shall countersign the same and declare the result of the voting.
- (f) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. <https://menonbearings.in> and on the website of MUFG Intime viz. <https://in.mpms.mufig.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will be communicated simultaneously to the stock exchanges also.
- (g) Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the 34th AGM i.e. Thursday, 28th August, 2025.

INSTRUCTIONS FOR E-VOTING AND JOINING THE 34th AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS :

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations 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 34th AGM of the Company dated 25th July, 2025. 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. A person, whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
- c. The remote e-voting period shall commence on Monday, 25th August, 2025 (9.00 A.M.) and end on Wednesday, 27th August, 2025 (5.00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd August, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited 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 are 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 34th AGM.
- d. The voting rights of the 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. Friday, 22nd August, 2025. 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@in.mpms.mufig.com.
- e. 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.
- f. The Board of Directors of the Company has appointed CS Manish Baldeva (FCS 6180 / CP No. 11062), Proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai) as Scrutinizer to scrutinize the e-voting process i.e. remote e-voting and e-voting during the 34th AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days of the conclusion of the AGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting.
- g. The result declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company viz. www.menonbearings.in and on the website of MUFG Intime India Private Limited viz. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously communicate the result to National Stock Exchange of India Limited and BSE Ltd., where the shares of the Company are listed.

Remote e-voting instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsd.com>
- Click on the “Login” tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

Shareholders who have registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no, registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - * Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - * Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no, registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
 - E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor's Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor's Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) Investor's Name - Enter Investor's Name as updated with DP.
 - 3) Investor PAN' - Enter your 10-digit PAN.
 - 4) Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
- 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). 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company's Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 evoting@nsdl.co.in or call at : 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under 'SHARE HOLDER' tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ 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”

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- e) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “**Login**”.
- f) Select the “Company Name” and register with your following details:

g) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panelist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit DematAccount No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

Particulars	Name of Director		
	Mr. R. D. Dixit	Mr. Nandan Borgalkar	Mr. Nitin Menon
DIN	00626827	07322278	00692754
Designation	Managing Director	Non-Executive Independent Director	Executive Chairman
Date of Birth / Age	25 th December, 1943, 82 Years	4 th July, 1962, 63 Years	26 th November, 1967, 68 Years
Nationality	Indian	Indian	Indian
Qualifications	Bachelor of Engineering (Mech)	<ul style="list-style-type: none"> • M.Sc. in Applied Statistics • MBA in Strategic Management • Diploma in Transport Management, Transport Economics, Costing, and Business Models • Diploma in Business Management 	Bachelor of Commerce
Experience (including nature of expertise in specific functional areas / Brief Resume	He is having vast experience of around 54 years in the field of Automobile Sector.	He is having more than 40 years of experience in Leadership.	He is an industrialist and associated with Menon Bearings Ltd. since 1992 i.e. from the inception of the Company. He is having more than 31 years of rich and varied experience in the field of Automobile Sector.
Terms and Conditions of appointment / re- appointment	Liable to retire by rotation .	Proposed to be appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 1 st October, 2025, not liable to retire by rotation.	Not Applicable
i) Details of remuneration sought to be paid	Rs. 3.75 Lakhs per month.	Sitting fees payable for attending Board meetings.	Rs. 15.5 Lakhs per Month.
ii) Remuneration last drawn, if applicable	Rs. 49.93 Lakh for FY 2024-25	Not applicable	Rs. 228.76 Lakh for FY 2024-25
Date of first appointment on the Board	1 st April, 1992	Proposed to be appointed w.e.f. 1 st October, 2025	1 st April, 1995
Shareholding in the Company (Equity Shares of Re. 1/- each) as on 31 st March, 2025	Nil	Nil	1,54,43,454
No. of the Board meeting attended during the FY 2024-25	5	Not applicable	2
Relationship with other Directors, Manager, KMP of the company	He is not related <i>inter-se</i> to any Director / Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related <i>inter-se</i> to any Director / Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related <i>inter-se</i> to any Director / Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013

Particulars	Name of Director		
	Mr. R. D. Dixit	Mr. Nandan Borgalkar	Mr. Nitin Menon
Directorship held in other companies	1.Menon Piston Limited 2.Menon Piston Rings Private Limited 3.Rapid Machining Technologies Private Limited 4.Lunar Enterprise Private Limited 5.Menon Alkop Limited 6. Menon Brakes Limited	1.DNX Cargo India Private Limited 2. Logiscmdigi Solutions Private Limited	1.Menon Bearing New Ventures Limited 2.Menon Alkop Limited 3.Menon Brakes Limited 4.Flyga Hotels Private Limited 5.Menon United Private Limited 6.Flyga Resorts Private Limited
List of Membership / Chairmanship of Committees of other Boards	Chairman: Menon Pistons Limited: Stakeholders' Relationship Committee Member: Menon Pistons Limited: Audit Committee; Nomination and Remuneration Committee; Stakeholder's Relationship Committee; Corporate Social Responsibility Committee; and Risk Management Committee	Nil	Nil
Summary of Performance Evaluation /Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	As per his expertise and experience as mentioned in explanatory statement.	Not Applicable
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements, in case appointment / reappointment of Independent Director	Not Applicable	As explained in the explanatory statement.	Not Applicable

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”):

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 audit of the cost records pertaining to manufacturing of Aluminum products, Bi-metallic products and tractors and other motor vehicles (including automotive components) of the Company for the financial year ending 31st March, 2026 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(3) of the Act read with the Companies (Audit & 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 of the Company 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 31st March, 2026.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the accompanying Notice of AGM.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has recommended the appointment of Mr. Nandan Borgalkar (DIN: 07322278) as Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years w.e.f. 1st October, 2025 to 30th September, 2030, not liable to retire by rotation, to the members of the Company.

In accordance with the provisions of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director can be appointed for a term of 5 (five) consecutive years, subject to the approval of the members of the Company by way of a Special Resolution.

The Company has received a notice under Section 160(1) of the Act from a member of the Company proposing his candidature for the office of the director.

Mr. Nandan Borgalkar has given requisite declaration pursuant to the provisions of Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, Mr. Nandan Borgalkar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Mr. Nandan Borgalkar has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. Nandan Borgalkar has also confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director in terms of Section 152 of the Act, if appointed.

Mr. Nandan Borgalkar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of

Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Nandan Borgalkar fulfils the conditions specified in the Act, rules thereunder and the Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to have Mr. Nandan Borgalkar on Board as Non-Executive Independent Director of the Company. Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 of the Notice for the approval of the members of the Company.

A brief profile of Mr. Nandan Borgalkar and other relevant details relating to his appointment, as required under the Act, the Listing Regulations and SS – 2 are provided in annexure to this Notice. Mr. Nandan Borgalkar does not hold any shares in the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Item No. 6

As per provisions of Section 204 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. Further, in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), such Secretarial Auditor shall be a Peer Reviewed Company Secretary.

Furthermore, as per provisions of said Regulation, every listed entity shall, on the basis of recommendation of the board of directors, appoint / re-appoint an individual as a secretarial auditor for not more than one term of 5 (five) consecutive years or a secretarial audit firm as secretarial auditor for not more than 2 (two) terms of 5 (five) consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India (“SEBI”).

Accordingly, the Company is required to appoint Secretarial Auditors of the Company with the approval of members of the Company at the ensuing Annual General Meeting for a period of 5 (five) consecutive years to conduct the Secretarial Audit of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 25th July, 2025, approved and recommended appointment of M/s. M Baldeva Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Company for a period of 5 (five) consecutive years w.e.f. FY 2025-26 to FY 2029-30, subject to the approval of members of the Company.

M/s. M Baldeva Associates, Company Secretaries, Mumbai, a Peer Reviewed Firm, is promoted by CS Manish Baldeva, a Fellow Member of the Institute of Company Secretaries of India, having experience for more than 23 years in the fields of Accounts, Audit and handling compliances under various Corporate Laws, Listing Regulations, Initial Public Issues, Rights Issues, Bonus Issues, Preferential Allotments, QIPs, GDRs, Takeover of listed & unlisted companies, Mergers & De-mergers of listed and unlisted companies, etc.

M/s. M Baldeva Associates have provided their consent to be appointed as Secretarial Auditors of the Company and have confirmed that their appointment will be in accordance with the provisions of Regulation 24A of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, and that the proposed appointment will be within the limits as prescribed by the ICSI, if appointed. They hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI having Certificate No. 1436/2021.

The Audit Committee and Board of Directors of the Company have considered various parameters while recommending the appointment of M/s. M Baldeva Associates as Secretarial Auditors of the Company including fulfilment of prescribed eligibility criteria, their past performance and capabilities, industry experience, credentials and assessment of independence, etc.

The Audit Fees for the Secretarial Audit for the financial year 2025-26 is fixed at Rs.1,10,000/- + GST, as applicable. The Audit Fees for subsequent years will be agreed mutually.

In addition to the Secretarial Audit, the Company proposes to avail other allied permitted services from M/s. M Baldeva Associates. The fees for such other permitted services will be mutually agreed from time to time.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

Item No. 7

Mr. Nitin Menon is a Promoter of the Company and is associated with the Company since its inception. Mr. Nitin Menon being Executive Chairman of the Company shoulders a huge responsibility.

The members of the Company, in their 31st Annual General Meeting of the Company held on 22nd September, 2022, re-appointed Mr. Nitin Menon as Executive Chairman of the Company for a period of 5 (five) years w.e.f. 1st April, 2023 to 31st March, 2028 and the terms and conditions with respect to his remuneration was approved for a period of 3 (three) years with effect from 1st April, 2023, to 31st March, 2026.

Based on the recommendation by the Nomination and Remuneration Committee and approval by the Audit Committee of the Company, the Board of Directors of the Company, in its meeting held on 25th July, 2025, approved the remuneration payable to Mr. Nitin Menon for the remaining period of his current tenure i.e. w.e.f. 1st April, 2026 upto 31st March, 2028 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 a Special Resolution as set out at Item No. 7 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 are concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the accompanying Notice of AGM.

Item No. 8

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 members of the Company, in their 31st Annual General Meeting of the Company held on 22nd September, 2022, re-appointed Mr. R. D. Dixit as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April, 2023 to 31st March, 2028 and the terms and conditions with respect to his remuneration was approved for a period of 3 (three) years with effect from 1st April, 2023, to 31st March, 2026.

Based on the recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, in its meeting held on 25th July, 2025, approved the remuneration payable to Mr. R. D. Dixit for the remaining period of his current tenure i.e. w.e.f. 1st April, 2026 upto 31st March, 2028 on the terms and conditions as set out in the resolution at Item No. 8 of the notice, subject to the approval of the members of the Company at their general meeting.

The Board recommends passing of the an Ordinary Resolution as set out at Item No. 8 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 are concerned or interested, financially or otherwise, in the resolution set out at item No. 8 of the accompanying Notice of AGM.