

28th 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.: Proceedings of 34th Annual General Meeting held on Thursday, 28th August, 2025.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 34th Annual General Meeting of the members of the Company held today, i.e. on Thursday, 28th August, 2025 at 11:00 A.M. conducted through Video Conferencing / Other Audio Visual Means and copy of the presentation made to the members of the Company during the 34th Annual General Meeting.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Menon Bearings Limited

Siddheshwar Kadane
Company Secretary & Compliance Officer
Membership No.: A72775

Encl.: As stated above.

**PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF
THE COMPANY HELD ON THURSDAY, 28TH AUGUST, 2025**

The 34th Annual General Meeting ('AGM') of the Company was held on Thursday 28th August, 2025 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with all applicable circulars issued by the Ministry of Corporate Affairs ('MCA') without physical presence of the members at a common venue, to transact the business as set out in the Notice of the 34th AGM dated 25th July, 2025.

The meeting commenced at 11:00 A.M. and concluded at 11:46 A.M.

Directors and Key Managerial Personnel present:

1. Mr. Arun Aradhya - Whole Time Director & CFO
2. Mr. M. L. Shinde - Independent Director Chairman of the Audit & Nomination and Remuneration Committee;
3. Mrs. Kailash Nevagi - Independent Director
4. Mr. Siddheshwar Kadane - Company Secretary & Compliance Officer

Other representatives:

- a. Mr. Rahulprasad Agnihotri, Representative of M/s. A R N A & Associates, Chartered Accountants, Statutory Auditors of the Company;
- b. CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Secretarial Auditors of the Company and Scrutinizer appointed for the meeting;
- c. Mr. Abhay Golwalkar, Internal Auditor of the Company.

Quorum of the meeting:

Total 47 members attended the AGM through VC / OAVM.

Brief proceedings:

Mr. Sidheshwar Kadane, Company Secretary & Compliance Officer of the Company welcomed the members and others present in the meeting through VC / OAVM and informed that as Mr. Nitin Menon, Executive Chairman of the Company is unable to attend the meeting, the Directors present in the meeting have elected Mr. Arun Aradhya, Whole Time Director & CFO of the Company, as Chairman of the meeting.

Mr. Arun Aradhya took the Chair.

Mr. Arun Aradhya welcomed everyone attending 34th AGM of the members of Menon Bearings Limited and introduced the Board Members, Key Managerial Personnel and Auditors present in the meeting through VC / OAVM.

As the requisite quorum was present, the Chairman called the meeting to order.

Mr. Arun Aradhya informed the members that:

- The Notice convening the 34th AGM and the Annual Report containing the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 along with reports of the Board of Directors' and Auditors' thereon and the relevant annexures have been circulated to the members of the Company through email within the statutory time period.

With the permission of the members present, the notice of the AGM was taken as read.

- Since the Statutory Auditors' Reports do not contain any qualifications, reservations or adverse remarks or disclaimer, were not required to be read.
- The Secretarial Auditors have made one observation in their report, and Chairman invited the attention of the members to the explanation provided on the observation in the Board of Directors' Report at page no. 39 of the Annual Report.

Mr. Arun Aradhya delivered Chairman's speech addressing the shareholders about performance, progress and achievements of the Company during the financial year 2024-25 and future plans of the Company.

Mr. Arun Aradhya then requested Mr. Siddheshwar Kadane, Company Secretary and Compliance Officer of the Company to present the agenda items.

Mr. Siddheshwar Kadane, Company Secretary and Compliance Officer of the Company informed the members present that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company had provided remote e-voting facility to its members to vote on resolutions placed in this 34th Annual General Meeting. He then informed the members that to facilitate the voting during the 34th AGM to the members present thereat and did not cast their vote earlier through remote e-voting facility, will have an opportunity to cast their votes through the e-voting system provided by MUFG Intime India Private Limited as made available during the meeting and the same will remain open for 15 more minutes after the conclusion of this meeting.
- CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai are appointed as Scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and e-voting during the meeting) in a fair and transparent manner.

The following items of business, as set out in the Notice convening 34th AGM dated 25th July, 2025 were transacted at the meeting:

Item No.	Agenda items	Type of Resolutions
ORDINARY BUSINESS		
1.	Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st 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 31 st March, 2025 along with the report of the Auditors thereon.	Ordinary
2.	Taking note of payment of interim dividend paid for the financial year ended 31 st March, 2025.	Ordinary
3.	Appointment of a director in place of Mr. R. D. Dixit (DIN: 00626827), who retired by rotation and being eligible, offered himself for re-appointment as director.	Ordinary

SPECIAL BUSINESS		
4.	Approval of remuneration payable to Cost Auditors of the Company for the financial year ending 31 st March, 2026.	Ordinary
5.	Appointment of Mr. Nandan Dattatray Borgalkar as an Independent Director of the Company.	Special
6.	Appointment of M/s. M Baldeva Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Company.	Ordinary
7.	Approval of remuneration payable to Mr. Nitin Menon, Executive Chairman of the Company	Special
8.	Approval of remuneration payable to Mr. R. D. Dixit, Managing Director of the Company	Ordinary

Mr. Siddheshwar Kadane then invited the attention of the shareholders to the particulars provided in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, forming part of the Notice of 34th AGM.

Mr. Siddheshwar Kadane further informed the members present that the consolidated results of remote e-voting and e-voting during the 34th AGM will be declared within 2 working days of conclusion of the 34th AGM and the same will be displayed at the Registered Office of the Company situated at G-1, MIDC, Gokul Shirgaon, Kolhapur - 416234, Maharashtra, India and the same will also be made available on the Company's website viz. www.menonbearings.in and on the website of MUFG Intime India Private Limited viz. www.instavote.linkintime.co.in and the same will be communicated to the Stock Exchanges viz. BSE Ltd. and National Stock Exchange of India Limited, where the shares of the Company are listed.

Thereafter, Mr. Arun Aradhya, Chairman of the meeting invited members present to raise their queries, if any. The names of the members who had requested to register their names as speaker were called upon. The members appreciated for growth of the Company and raised few queries. Mr. Arun Aradhya, Chairman of the meeting then replied to all the queries raised by the speaker members during the meeting to their satisfaction.

The meeting concluded with a vote of thanks to the Chair.

For **Menon Bearings Limited**

Siddheshwar Kadane
Company Secretary & Compliance Officer
Membership No.: A72775