

**NOTICE OF POSTAL BALLOT**

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

**To,  
The Members  
Menon Pistons Limited**

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended, that the Special Resolution as set out in this notice is proposed to be passed by means of Postal Ballot (including e-voting).

The Statement pursuant to the provisions of Section 102 of “the Act” pertaining to the proposed resolution setting out the material facts’ concerning the item and reasons thereof along with the Postal Ballot Form are enclosed hereto for your consideration.

The Board of Directors has appointed CS Devendra Deshpande (FCS 6099), Proprietor of M/s. DVD & Associates, Company Secretaries, Pune as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 4<sup>th</sup>February 2022 (“Cut-off date”).

The Company has engaged the services of Link Intime India Private Limited (Link Intime) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 9<sup>th</sup> February 2022 and ends at 5.00 p.m. (IST) on Friday, 11<sup>th</sup> March 2022. The remote e voting shall be completed by not later than 05.00 p.m. on Friday, 11<sup>th</sup> March 2022 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member. The remote e-voting would be disabled after the end of the said period.

The Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section '**Instruction for e-voting**'.

The proposed Special Resolution along with the Explanatory Statements setting out the material facts are as follows:

**SPECIAL BUSINESS:**

**1. Approval of increase of the limit of the Related party transaction with M/s. Menon Exports:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 and any other applicable regulation(s), if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded to increase of the limit of the Related party transaction with M/s. Menon Exports from existing limit of Rs. 50,00,00,000/- (Rupees Fifty Crores only) in the following manner:

Sr. No	Financial Year	Name of the party	Name of the Director and relation	Amount of transaction	Rationale behind the enhancement

1	2021 2022	–	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs. 60,00,00,000/- (Rupees Sixty Crores) including the present limit of Rs. 50,00,00,000/- i. e. enhancement of Rs. 10,00,00,000/-	The said enhancement is because of the increase in the raw material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business
2	2022 2023	–	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs. 80,00,00,000/- (Rupees Eighty Crores)	The said enhancement is because of the increase in the raw material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into aforesaid related party transaction, on behalf of the Company and to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, and to complete all the formalities in connection to such sale or transfer and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and file the required e-forms with the Registrar of Companies, Pune and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

**By order of the Board  
For Menon Pistons Limited**

**Sd/-**

**Sachin Menon  
DIN: 00134488  
Chairman & Managing Director**

Place: Kolhapur  
Date: 4<sup>th</sup> February 2022

**Notes:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from the RTA / National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 04<sup>th</sup>February, 2022**. The Postal Ballot Notice is being sent to Members in electronic form at the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. The Members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 04<sup>th</sup> February, 2022** will be considered for the purpose of voting.
4. In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **04<sup>th</sup> February 2022** ("Cut-off date").
5. **Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 04<sup>th</sup> February, 2022.**The voting period would commence **on Wednesday 09<sup>th</sup> February 2022** at 9.00 AM.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by Link Intime India Private Limited (LIPL).The e-voting facility is available at the link <https://instavote.linkintime.co.in>.The instructions for electronic voting are annexed to this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot
8. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting by postal ballot (including e-voting) will be announced by the Chairman or any other person duly authorized on this behalf on or before **13<sup>th</sup> March, 2022** at 4.00 p.m.at the Registered Office of the Company and shall also be displayed on the Company's website [www.menonpistons.com](http://www.menonpistons.com) and communicated to BSE Limited and Link Intime India Private Limited on that date.
9. The resolution, if approved by the majority, shall be deemed to have been passed on **Friday, 11<sup>th</sup>March, 2022**, being the last date specified for voting through e-voting.

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<b><u>Type of shareholders</u></b>	<b><u>Login Method</u></b>
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<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

**Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
    - ☐ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
      - A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
      - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
      - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
      - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - ☐ 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).
  - ☐ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. 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).
7. 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.

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.

• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

• Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

• 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.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

#### APPROVAL OF INCREASE OF THE LIMIT OF THE RELATED PARTY TRANSACTION WITH M/S. MENON EXPORTS:

Pursuant to Section 177 of the Companies Act, 2013 ("the Act") every related party transactions required to be approved by the Audit Committee. Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed. Further pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members through special resolution is required for all 'Material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'Material' if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The transactions to be entered into by the Company, together with transactions already entered into by the Company with Related parties, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual turnover of the Company as per the audited financial statements of the Company of the year ended 31 March, 2021. The Company has approved the limit of Rs. 50 Cr at the Annual General Meeting held on Thursday, 29<sup>th</sup> July, 2021. The same is proposed to be increased in following manner.

Sr. No	Financial Year	Name of the party	Name of the Director and relation	Amount of transaction	Rationale behind the enhancement
1	2021 – 2022	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs. 60,00,00,000/- (Rupees Sixty Crores) including the present limit of Rs. 50,00,00,000/- i. e. enhancement of Rs. 10,00,00,000/-	The said enhancement is because of the increase in the raw material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business
2	2022 – 2023	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs. 80,00,00,000/- (Rupees Eighty Crores)	The said enhancement is because of the increase in the raw material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business

The above transactions are approved by the Audit Committee as well as Board of Directors by way of an approval as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 29<sup>th</sup> January 2022.

**Rational for the increase in Limits:**

The company has already obtained approval of shareholders at the AGM dated 29<sup>th</sup> July 2021 for increase in limit from Rs. 40 Crs to Rs. 50 Crs. But due increase in exports and Raw material prices i.e. aluminum and other raw material, value of transaction increased. Hence the company wants to enhance the limit of transaction with our related party i.e. Menon Exports as mentioned above.

Following disclosure is provided with respect to the transactions:-

<b>SR. NO</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Name of the Related Party & Nature of Relationship	Menon Exports
2	Nature, Duration of the contract and particulars of the contract or arrangement	Contract to sale pistons, piston pins and piston rings for 5 years.
3	Material terms of the contract or arrangement including the value, if any	Transactions covered in Contract will be in ordinary course of business on an arm's length basis
4	Any advance paid or received for the contract or arrangement, if any	N.A.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be deterring by considering transfer pricing guidelines and it will be at arm's length basis.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors are considered
7	Any other information relevant or important for the Board to take a decision on the proposed transaction	NA

In view of the above, it is proposed to seek approval of the members of the company through a special resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 1

The Board recommends the special Resolution as set out at Item No. 1 of the notice for approval of the members.

Except Mr. Sachin Menon, none of the other Directors and Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

**By order of the Board  
For Menon Pistons Limited**

**Sd/-  
Sachin Menon  
DIN: 00134488  
Chairman & Managing Director**

Place: Kolhapur  
Date: 4<sup>th</sup> February 2022