



MENON PISTONS LIMITED

CIN: L34300MH1977PLC019823

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Website: www.menonpistons.com



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 and self-addressed Business Reply envelope 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.

The Members are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer by not later than **5.00 p.m. on Friday, 29th March, 2019** to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.

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 for continuation of Directorship of Shri. Ramesh Dattatraya Dixit (DIN 00626827) as a Non-Executive Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) 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 continue the Directorship of Shri. Ramesh Dattatraya Dixit (DIN 00626827), w.e.f. April 01, 2019 as a Non-Executive Director of the Company, who has attained the age of 75 (Seventy-Five) years on December 25, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

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

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

Place: Kolhapur
Date: 22.02.2019

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, 22nd February, 2019**. 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). For Members, whose Email IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. The Members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 22nd February, 2019** will be considered for the purpose of voting.
4. Member(s) can opt for only one mode for voting i.e. either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an e-mail to cs@menonpistons.com. The Registrar and Share Transfer Agent / Company shall forward the same along with self-addressed Business Reply Envelope to the Member.
6. **Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 22nd February, 2019.** The voting period would commence on 28th February 2019 at 9.00 AM.
7. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under 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.
8. A Member cannot exercise his vote by proxy on postal ballot
9. 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 31st March, 2019 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 and communicated to BSE Limited and Link Intime India Private Limited on that date.

10. The resolution, if approved by the majority, shall be deemed to have been passed on Friday, 29th March, 2019, being the last date specified for voting through e-voting and receipt of duly completed postal ballot forms.

The instructions for shareholders voting electronically are as under:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No **(190033)** + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- The voting period would commence on 28th February 2019 at 9.00 AM and would close on 29th March 2019 at 05.00 PM.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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 FOR CONTINUATION OF DIRECTORSHIP OF SHRI RAMESH DATTATRAYA DIXIT (DIN 00626827) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which is effective from April 01, 2019, has made it mandatory to pass Special Resolution for the appointment or continuation of Directorship of a Non-Executive Director, if such Director has attained the age of 75 (Seventy Five) years or more.

In compliance with the above stated requirement, it is proposed to pass a Special Resolution in connection with continuation of Directorship of Shri Ramesh Dattatraya Dixit (DIN 00626827), w.e.f. April 01, 2019 as a Non-Executive Director, who has attained the age of 75 years on December 25, 2018.

Shri Ramesh Dattatraya Dixit, is a B.E. (Mechanical) by educational qualification. He also did “Production Planning and Control” course from HMT, Bangalore. He is having vast experience of around 51 years in the field of auto components sector. He is also very well aware with the finance, taxation & corporate law compliances. Considering the deep knowledge and immense experience and his ability to bring in the dynamics to the Board in various matters, which are very helpful in making sound decisions, the Board proposes the continuation of Directorship of Mr. R. D. Dixit, as a Non-Executive Director of the Company w.e.f. April 01, 2019.

The Board considers that his association would be of immense benefit to the company. Accordingly, the Board recommends the Special Resolution as set out in item no.1 for the approval of members.

Except Shri Ramesh Dattatraya Dixit, None of the Directors, Key Managerial Personnel of the Company or their relatives is, concerned or interested, financially or otherwise, in the said resolution.

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

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

Place: Kolhapur
Date: 22.02.2019

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No.

1.	Name & Registered Address of the sole / first named Shareholder	
2.	Name(s) of the joint Shareholder, if any	
3.	Registered folio No. (Applicable to Shareholders holding shares in Physical form)	
4.	DP ID No. / Client ID No. (Applicable to investors holding shares in dematerialized form)	

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the Notice of postal ballot dated **22nd February, 2019** issued by the Company by sending my /our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Share(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for continuation of Directorship of Shri Ramesh Dattatraya Dixit (DIN 00626827) w.e.f. April 01, 2019 as a Non-Executive Director of the Company, who has attained the age of 75 years by way of Special Resolution			

Place : _____

Date : _____, 2019

(Signature of the Member / AR)

NOTE: Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Devendra Deshpande (FCS 6099), Proprietor, M/s. DVD and Associates, Company Secretaries, Pune and send the same so as to reach the Scrutinizer at the given address on the business reply envelope sent along with this form on or before the close of working hours (i.e. 5.00 p.m.) on Friday, 29th March, 2019. Any postal ballot form received after this date will be strictly treated as if the reply from such member has not been received.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.