

14th February 2023

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Scrip Code: 531727

Dear Sir/ Madam,

Subject: Submission of Postal Ballot Notice

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(IST) on **Friday, 17th February, 2023** and **at 5.00 p.m.**
(IST) on **Monday, 20th March, 2023**

For Menon Pistons Limited

Pramod Suresh Suryavanshi

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Encl.: Postal Ballot Notice

MENON PISTONS LIMITED

CIN: L34300MH1977PLC019823

Regd. Office: 182, Shirol, Kolhapur – 416 122 Tel. No.: +91 230- 2468041/42

Email: cs@menonpistons.com Website: www.menonindia.in

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 and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

To,
The Members
Menon Pistons Limited

NOTICE is hereby given pursuant to 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, read with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and pursuant to other applicable laws and regulations, approval of the members is sought by way of Special Resolution(s) as set out in this notice by means of Postal Ballot through e-voting only.

The Explanatory Statement pursuant to Section 102 of “the Act” pertaining to the proposed resolution(s) setting out the material facts’ concerning the item and reasons thereof along with the Postal Ballot Notice 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 through e-voting process in a fair and transparent manner.

In compliance with MCA Circulars, Regulation 44 of the Listing Regulations and other applicable provisions, 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. 10th February 2023 (“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 Friday, 17th February 2023 and ends at 5.00 p.m. (IST) on Saturday, 18th March 2023. The remote e voting shall be completed by not later than 5.00 p.m. on Saturday, 18th March 2023 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 of the Company are requested to read the instructions in the Notes under the note no. 14 '**Remote e-voting Instructions for Shareholders**'.

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

SPECIAL BUSINESS:

1. Re-appointment of Mr. Sachin Menon (DIN:00134488) as Chairman and Managing Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188 (1) (d) & (f), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification(s) or reenactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in accordance with the relevant provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Sachin Menon, be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of three years w.e.f. 1st February, 2023 to 31st January, 2026 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Sachin Menon, Chairman and Managing Director.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Sachin Menon as Chairman and Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sachin Menon, the above said remuneration as a minimum remuneration, after complying with the limits and obtaining necessary approvals as specified in Schedule V of the Act, or such other limits as may be prescribed from time to time, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

2. Re-appointment of Mr. Shrikant Sambhoos (DIN:08716109) as Independent Non-Executive Director of the company for second term of three years w.e.f. 11th March, 2023 till 10th March, 2026:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shrikant Sambhoos, holding office as an independent director and being eligible to be re-appointed for a second term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three years with effect from 11th March, 2023 till 10th March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

3. Approval of increase of the limit of the related party transaction with M/s. Menon Exports:

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of Audit Committee of the Company, 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. 80,00,00,000/- (Rupees eighty crores only) in the following manner:

S N	Financial Year	Name of the party	Name of the Director and relation	Amount of transaction	Rationale behind the enhancement
1.	2023 - 24	M/s. Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs.100,00,00,000/- (Rupees one hundred crores)	Good Opportunities in the Export Market and increase in the raw

2.	2024 - 25	M/s. Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs.110,00,00,000/- (Rupees one hundred & ten crores)	material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business
3.	2025 - 26			Rs.120,00,00,000/- (Rupees one hundred & twenty crores)	

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, documents and writings that may be required, on behalf of the Company, and file the required e-forms with the Registrar of Companies 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
Chairman and Managing Director
DIN: 00134488**

**Place: Kolhapur
Date: 14th February 2023**

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. 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 No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 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.
3. The Members, whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 10th February, 2023** (Cut off Date) will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on **Friday, 10th February, 2023** (Cut-off date). The e-voting period would commence on **Friday, 17th February 2023 at 9.00 AM**.
5. 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(s) through the e-voting service facility arranged by Link Intime India Private Limited (LI IPL). The e-voting facility is available at the link <https://instavote.linkintime.co.in>. The instructions for electronic voting are mentioned at note no. 14 to this Notice.
6. A member cannot exercise his vote by proxy on postal ballot.
7. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting of postal ballot through e-voting will be announced by the Chairman or any other person duly authorized on this behalf on or before **Monday, 20th March, 2023** at the Registered Office of the Company and shall also be displayed on the Company's website i.e. www.menonindia.in and communicated to BSE Limited and Link Intime India Private Limited on that date. The Company will also display the results of the postal ballot at its registered office.
8. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days upto and including the date of declaration of the results of Postal Ballot.
9. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on **Saturday, 18th March, 2023**, being the last date specified for voting through e-voting.
10. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
11. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
12. Pursuant to SEBI circular dated November 3, 2021 and clarification circular dated December 14, 2021, members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the Company at www.menonindia.in. Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.

13. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The said circular is available on the website of the Company.

14. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

I. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz.. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to access the e-Services.

III. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. 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).
 - 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.
- * **physical form**
- * **NSDL form**
- 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).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 and 022 - 2499 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL / CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's 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".

**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:

Item No.1 - Re-appointment of Mr. Sachin Menon (DIN:00134488) as Chairman and Managing Director of the Company:

Mr. Sachin Menon being Chairman and Managing Director of the Company looks after day to day business affairs of the Company. The term of the said position of Mr. Sachin Menon in the Company is upto 31st January, 2023. On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board') at its meeting held on 28th January, 2023, subject to approval of the members by way of a special resolution, unanimously decided to reappoint Mr. Sachin Menon as a Chairman & Managing Director of the Company for a term of 3 years w.e.f. 1st February, 2023, at a remuneration to be considered by the Board from time to time considering his rich experience and contribution to the Company.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment/re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Independent Directors in their separate meeting held on 28th January, 2023 have reviewed the performance of Mr. Sachin Menon as a Key Managerial Personnel and as Chairman & Managing Director of the Company. The Board also in its meeting has done performance evaluation of Mr. Sachin Menon as a Chairman and Managing Director and has recommended his reappointment for further period of three years based on the criteria for determining qualifications, positive attributes and also based on the executive compensation policy / nomination and remuneration policy adopted by the Nomination and Remuneration Committee of the Company.

Mr. Sachin Menon is in strict sense of interpretation of provisions of Section 188 (1) (d) (f) of the act is a related party being relative of the promoters and being one of the promoter himself and is said to hold office of profit by holding the Chairman and Managing Director position with remuneration. Due to this, Special Resolution needs to be passed with disinterested quorum.

The remuneration payable shall be within the maximum permissible limits as specified below without obtaining the approval of the Central Government in case of no profits / inadequate profits as the necessary special resolution is proposed to be passed through this postal ballot process.

During his last tenure as a Chairman and Managing Director of the Company, the Company has achieved a highest turnover from year to year and achieved reasonably good profits considering the industry norms. The Company has also paid good dividend to its shareholders. The Company has also maintained very cordial relations with the labour and number of new customers has been added. The Company has received recognitions and awards by number of customers during the last five years. He has more than 38 years of experience in the auto components industry.

Particulars of the total minimum remuneration payable to Mr. Sachin Menon (DIN:00134488) Chairman and Managing Director is as under:

Particulars	Rs. in Lakhs per month (w.e.f. 01.02.2023)
Basic	4.50
Total A	4.50
H.R.A.	2.25
Conveyance Allowance	1.00
L.T.A.	0.20
Servant Allowance	0.15
Total B	3.60
Perks (36.80%) (P.F. / Gratuity / Bonus)	1.65
Total C	1.65
Grand Total (A+B+C)	9.75

A full agreement entered into with Mr. Sachin Menon, explaining his terms of reference to appointment and remuneration etc is kept at the registered office of the Company for inspection of the stakeholders.

Mr. Sachin Menon is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited relating to the "Enforcement of SEBI orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

Additional information in respect of Mr. Sachin Menon, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Further additional information in respect item no. 1 as required under Clause (B) of Part II of Section II of Schedule V to the Companies Act, 2013, is provided at **Annexure B** to this Notice.

Your Directors recommend the resolutions set out at Item no. 1 for approval of the Members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Sachin Menon and his relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2 - Re-appointment of Mr. Shrikant Sambhoos (DIN:08716109) as Independent Non-Executive Director of the Company for second term of three years w.e.f 11th March, 2023 till 10th March, 2026:

Mr. Shrikant Sambhoos is a senior leader with more than 40 years of industry experience in Strategic Planning and Implementation, Focused on areas of Business Strategy, Strategic Sourcing, Supply Chain Management, Operations, Manufacturing Engineering, Plant Maintenance and Continuous Improvement Projects. He was associated with leading companies like Kirloskar Oil Engines Ltd, Cummins India Ltd. etc.

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years on passing of Special Resolution by the Company.

The shareholders of the Company at its Annual General Meeting held on 12th August, 2020 have approved appointment of Mr. Shrikant Sambhoos as an Independent Non-Executive Director of the company for a period of three years w.e.f. 11th March, 2020 till 10th March, 2023. The current term of Mr. Shrikant Sambhoos is expiring on 10th March, 2023.

The Company requires an Independent Director to inter alia have skill sets such as Positive attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The Nomination and Remuneration Committee of the Board of Directors believes Mr. Shrikant Sambhoos has the above attributes and skills.

Based on the recommendation of Nomination and Remuneration Committee, and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of performance evaluation, the Board at its meeting held on 28th January, 2023, is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of three consecutive years with effect from 11th March, 2023 till 10th March, 2026 and whose office shall not be liable to retire by rotation.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment/re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Shrikant Sambhoos (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act (iii) a declaration to the effect that

he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Shrikant Sambhoos has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Shrikant Sambhoos 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 of the Company.

Additional information in respect of Mr. Shrikant Sambhoos, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

In the opinion of the Board, Mr. Shrikant Sambhoos is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Shrikant Sambhoos setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Shrikant Sambhoos shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Shrikant Sambhoos, being the appointee, is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board believes that continued association of Mr. Shrikant Sambhoos would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 2 of the Notice.

Item No. 3 - 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 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, 2022. Presently the Company is entering into transactions with Menon Exports on the basis of approval taken from shareholders' through postal ballot and the limit for the transactions is Rs. 80 Crs. for the financial year 2022-23. 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.	2023 - 24	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs.100,00,00,000/- (Rupees one hundred crores)	Good Opportunities in the Export Market and increase in the raw

2.	2024 - 25	Menon Export (Partnership Firm)	Mr. Sachin Menon, Partner	Rs.110,00,00,000/- (Rupees one hundred & ten crores)	material prices and overall increase in exports of the Company. The transactions are at arm's length and in ordinary course of business.
3.	2025 - 26			Rs.120,00,00,000/- (Rupees one hundred & twenty crores)	

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 28th January 2023.

Rational for the increase in Limits:

The Company has already obtained approval of shareholders through postal ballot for increase in limit up to Rs. 80 Crs. But due to increase in exports and future opportunities in export market and also increase in 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:-

Sr. No.	Particulars	Details
1.	Name of the Related Party & Nature of Relationship	M/s. Menon Exports (Partnership Firm) Mr. Sachin Menon, Chairman and Managing Director is Partner in the Partnership Firm
2.	Nature, Duration of the contract and particulars of the contract or arrangement	Contract to sale pistons, piston pins and piston rings for 3 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. Partner in the Partnership Firm
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 introduced as part of contract and considered as part of the Company's relationships with the Company	The pricing will be deterring by considering transfer pricing guidelines and it will be at arm's length basis.

c.	Value of the proposed transaction	Please refer table as given above.
d.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	35.37% (for operational RPTs to be entered during FY2023-24)
2.	Justification for the transaction	Please refer to "Rational for the increase in limits" as mentioned above.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: N.A.	
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All the transactions are on arm's length basis. Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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. 3

The Board recommends the Special Resolution as set out at Item No. 3 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
Chairman and Managing Director
DIN: 00134488**

**Place: Kolhapur
Date: 14th February 2023**

Annexure -A

Details of Directors seeking appointment / re-appointment pursuant to Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by the ICSI are as follows:

Particulars	Name of the Directors	
	Mr. Sachin Menon	Mr. Shrikant Sambhoos
DIN	00134488	08716109
Date of Birth	27/06/1963	07/02/1956
Age	60 Years	67 Years
Nationality	Indian	Indian
Date of Appointment / Reappointment	01.02.2023	11.03.2023
Qualification	B.E. (Mechanical) Master's Degree in Business Administration from the USA with a major in Finance.	MDBA in Production and Marketing, IMDR Pune Mechanical Engineering (DME), Pune
Experience / Expertise in specific functional area / Brief resume	<p>Upon completion of his Education he has worked with two Multinational Companies in the US. He then joined his family business, which is involved in the manufacturing of automobile components for various engine manufacturers in India and abroad.</p> <p>He has more than 38+ years' rich experience in the auto components industry.</p> <p>He is engaged in day-to-day activities of the Company and is responsible for overall management of the Company. Under his leadership the company has achieved a highest turnover and making reasonably good profits considering the industry norms.</p> <p>Presently he is working at Menon Pistons Limited in the capacity of Chairman & Managing Director.</p>	<p>He is Senior leader with more than 40 years of industry experience in strategic planning and implementation, focused on areas of business strategy, supply chain management, operations, manufacturing engineering, plant maintenance & continuous improvement Projects.</p> <p>He was working as business strategy / technical advisor with leading foundry / machining unit to develop business with new customers & improve overall manufacturing excellence through process / systems improvements. (Worked for 4 plus years).</p> <p>Presently providing consultancy on business strategy, business development, manufacturing and operations Improvement, strategic sourcing & supply chain management and technical advisor and Independent Director on the Board of Menon Pistons Limited.</p>
Disclosure of relationships between directors inter-se	Not Related	Not Related
List of directorship held in other listed Companies	Nil	Nil
List of Chairmanship and Membership of Various committees in listed companies	<p><u>Chairmanship</u> -Corporate Social Responsibility Committee -Risk Management Committee (voluntarily)</p> <p><u>Membership</u> -Stakeholders Relationship Committee</p>	<p><u>Chairmanship</u> - Audit Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee</p>
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Terms and Conditions of Appointment / Re-appointment	Re-appointment as Chairman & Managing Director for term of three years w.e.f. 1 st February, 2023	Re-appointment for a second term of three years w.e.f. 11 th March, 2023
Shareholding	10701660 (No. of Shares)	Nil

Annexure - B

Additional Information for item no. 1 of the Notice as required under Clause (B) of Part II of Section II of Schedule V to the Companies Act, 2013 are given below:

I. General Information:

1	Nature of Industry	Manufacturing of auto components
2	Date or expected date of commencement of commercial production	The Company is an existing company and is in operation since 1977
3	In case of new companies, expected date of N.A. commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given Indicators (As per last audited financial statements for the year 2021-22)	a. Earnings Per Share : 3.51/- b. Return on Net worth : 19.95% c. Debt Equity Ratio : 0.28
5	Foreign investments or collaborations, if any.	N.A.

II. Information about the appointee: Mr. Sachin Menon

1	Background details	Upon completion of his Education he has worked with two Multinational Companies in the US. He then joined his family business, which is involved in the manufacturing of automobile components for various engine manufacturers in India and abroad. He has more than 38+ years' rich experience in the auto components industry.
2	Past Remuneration	Rs. 101.12 lakhs per annum
3	Recognition or awards	He holds a Bachelor's Degree in Mechanical Engineering from Manipal Institute of Technology, Manipal and a Master's Degree in Business Administration from the USA with a major in Finance.
4	Job profile and his suitability	Mr. Sachin Menon is engaged in day-to-day activities of the Company and is responsible for overall management. Under his leadership the company has achieved a highest turnover and making reasonably good profits considering the industry norms.
5	Remuneration proposed	Minimum remuneration of Rs.117.07 lakhs per annum.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration payable to Mr. Sachin Menon, as Chairman & Managing Director is at par with the industry standards, in which the company operates. The Company has only 1 executive Director and he is taking all the lead in all the working of the Company along with the functional heads.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sachin Menon is part of promoter group of the Company.

III. Other Information:

1	Reasons of loss or inadequate profits	As on the date of re-appointment of the Mr. Sachin Menon the Company has adequate profit but considering the nature of business, the Company is proposing the resolutions to be passed as Special Resolution. The minimum remuneration is proposed to be paid as per the standards of the Industry.
2	Steps taken or proposed to be taken for improvement	Since the Company is making adequate profit, this point is not applicable to the Company
3	Expected increase in productivity and profits in measurable terms	Productivity as well as profitability is likely increase in coming years.