

42nd

Annual Report
2018 - 2019

MENON Group

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MENON PISTONS LIMITED

Driven By Technology



Menon Pistons Ltd.
CIN - L34300MH1977PLC019823
42nd Annual Report 2018-2019



Menon Pistons Ltd. main manufacturing facility at Kolhapur.

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The Board of Directors

Mr. Ram Menon

Chairman Emeritus

Mr. Sachin Menon

Chairman & Managing Director

Mr. R. D. Dixit

Non - Executive Director

Mr. Ajitkumar S. Belur

Independent Director

Mrs. Sadhana Zadbuke

Independent Woman Director

Dr. Shivram Bhoje

Independent Director

(Till 31st March 2019)

Key Managerial Personnel:

Mr. S B P Kulkarni - Associate Vice President & CFO

Mr. Pramod Suryavanshi - Company Secretary & Compliance Officer

Statutory Auditors:

M/s P. G. Bhagwat

Chartered Accountants, Pune

Secretarial Auditors:

M/s. DVD & Associates

Company Secretaries, Pune

Financial Institutions & Bankers:

IDBI Bank Ltd.

Kolhapur

Registered Office

Menon Pistons Limited

182, Shirol, Kolhapur - 416122

Phone: 91-230-2468041/42

Website: www.menonpistons.com

Email: cs@menonpistons.com

Registrar and Share Transfer Agent

Link Intime India Private Limited

Block No.202, Akshay Complex

Near Ganesh Temple, Off Dhole Patil Road

Pune - 411001, Phone - 91-20-26160084/26161629

Email: umesh.sharma@linkintime.co.in

Menon Pistons Limited

Regd. Office: 182, Shirol, Kolhapur – 416 122

CIN: L34300MH1977PLC019823, Email: cs@menonpistons.com, Tel. no - 0230 2468041/42

www.menonpistons.com

Notice of 42nd Annual General Meeting

Notice is hereby given that the 42nd Annual General Meeting of the members of **Menon Pistons Limited** will be held on Saturday, **27th July, 2019 at 4.30 PM at the Residency Club, P.O. New Palace, Kolhapur - 416003** to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2019 together with Reports of Director's & Auditor's thereon.
- 2) To declare dividend on equity shares for the financial year ended 31st March, 2019.
- 3) To appoint a Director in place of Mr. Ramesh Dattatraya Dixit (DIN: 00626827) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4) Approval of Remuneration payable to Cost Auditor:

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

“Resolved that pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. C S Adawadkar & Co., Cost Accountants, Pune (FRN-100401), the Cost Auditors appointed by the Board of Directors to verify, review cost records and to conduct cost audit of the Company for the financial year ending 31st March, 2020 be paid remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus GST as applicable and reimbursement of out of pocket expenses.

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.”

5) Appointment of Mr. Ajitkumar Belur as an Independent Director of the Company:

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

“Resolved that Mr. Ajitkumar Belur (DIN: 00205336), who was appointed as an Additional Director (Non-Executive & Independent category) of the Company with effect from 01st April, 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company read with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Ajitkumar Belur for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for 2nd term pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 5 (five) consecutive years i.e. up to 31st March, 2024 and shall not be liable to retire by rotation.”



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.”

6) Appointment of Mr. Subhash Kutte as an Independent Director of the Company:

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

“**Resolved that** Mr. Subhash Kutte (DIN: 00233322) who was appointed as an Additional Director (Non–Executive & Independent category) of the Company with effect from 10th May, 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Subhash Kutte (DIN: 00233322) for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modifications or re-enactments thereon for the time being in force) to hold office for a term of 3 (three) consecutive years i.e. up to 09th May, 2022 and shall not be liable to retire by rotation.”

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.”

7) Approval for Related Party Transactions:

To consider and if thought fit, to pass the following resolution as an **Ordinary 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as recommended by the Audit Committee and as per the Company's policy on related party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with related party's for following transactions, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

- 7.1 A contract to purchase piston rings from **Menon Piston Rings Pvt. Ltd.** and to sale raw material to **Menon Piston Rings Pvt. Ltd.** required for manufacturing of piston rings, for five years on estimated consideration of **Rs.15 Cr. per annum.**
- 7.2 A contract to purchase services relating to machining, polishing and finishing required in the manufacture of pistons rings and piston assembly from **Menon Engineering Services** a partnership firm having modern manufacturing facility and state of art technology, for five years on estimated consideration of **Rs.10 Cr. per annum.**
- 7.3 A contract to sale pistons, piston pins and piston rings to **Menon Exports** a partnership firm for marketing and export of the same in export markets, for five years on estimated consideration of **Rs.40 Cr. per annum.**

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.”

By Order of the Board
For Menon Pistons Limited

Sachin Menon
Chairman & Managing Director
DIN: 00134488

Place : Kolhapur

Date : 10.05.2019

Notes:

1. A statement under Section 102 of the Companies Act, 2013 and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of special businesses is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself only on a poll and a proxy need not be a member. The instrument appointing a proxy, in order to be valid, should be duly completed be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total issued share capital of the Company carrying voting rights. A member holding more than 10% of the total issued share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Corporate members are requested to send duly certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the meeting (including through e-voting).
5. Members/Proxies/Representatives are requested to bring the dully filled attendance slip along with Annual Report at the meeting.
6. Members/Proxies/Representatives holding shares in Demat form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The dividend on equity shares, as recommended by the Board of Directors, if approved at the AGM, will be paid to those members whose name appears on the Register of Members of the Company as on Saturday, 20th July, 2019 i.e. Record Date (Cut off date).
9. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts and Arrangements in which directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. Members desiring information on the financials and operations of the Company are requested to write to the Company at least Seven (7) days before the date of the Annual General Meeting to enable the Company to furnish the information.
11. The requisite information about the Directors seeking appointment/re-appointment is included in the Report on Corporate Governance/Statement annexed to notice as the case may be.
12. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA i.e. Link Intime India Private Limited, Block No. 202, Akshay Complex, Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Phone No. - 020 26161629 / 26160084 Email - pune@linkintime.co.in Contact Person - Mr. Umesh Sharma
13. Unclaimed dividends for the financial year 2011-12 can be claimed from the Company by completing the requisite formalities. To claim unpaid/unclaimed dividend for the financial



year 2011-12, the requisite formalities are required to be completed prior to 26th September 2019. Thereafter the unclaimed dividend for the said year is liable to be transferred to the Investor Education and Protection Fund established by the Central Government as per Section 125 of the Act. For details of unclaimed dividend(s), members are requested to write to Link Intime India Private Limited, Pune at the above address. The shares on which the Dividend has remained unpaid/unclaimed for a period of consecutive 7 (seven) years or more would be transferred to Investor Education and Protection Fund as per the provisions of the Act. The Company has appointed Mr. S B P Kulkarni as a Nodal officer for IEPF as well as authorized him for the purpose of transferring the shares to IEPF. The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.menonpistons.com

14. The Ministry of Corporate Affairs had notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 as amended by Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, effective from 28th February, 2017. The said rules provide for manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years to DEMAT Account of the IEPF Authority.

In compliance with said rules, the Company has transferred respective shares to DEMAT account of IEPF authority formed under the Ministry of Corporate Affairs for the financial year 2009-10 and the company is under process for transferring the shares for the financial year 2010-11.

15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Demat form are therefore,

requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA of the Company.

16. Pursuant to Section 72 of the Act, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in Demat form, the nomination form may be filed with the respective Depository Participant.
17. Members holding shares in physical form are requested to notify immediately any change in their address/details of their bank account to the Company/Registrar and Share Transfer Agent (RTA) quoting their Folio No. along with self-attested documentary proofs. Members holding shares in dematerialized form may update such details with their respective Depository Participant(s).
18. SEBI has made it mandatory to use National Electronic Clearing Service (NECS) facility to deposit the dividend into member's bank account wherever NECS and bank details are available with the depositories and/or Company. The Members who wish to avail this facility in future are requested to update their bank account details by submitting the NECS Mandate Form which is available on the website of the Company i.e. www.menonpistons.com
19. Members holding shares in identical order of names in more than one folio are requested to write to the Company's RTA - Link Intime India Pvt. Ltd. enclosing their Share certificate(s) to enable the Company to consolidate their holdings into one folio for better services.
20. The Company encourages members to intimate/update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of

Corporate Affairs. Members may intimate/update their e-mail address by sending a mail to pune@linkintime.co.in with their name and folio details. Members holding shares in Demat may please update their e-mails with the respective depository participant. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company/Depositories. A copy of the Annual Report will be available on the Company's website www.menonpistons.com. A printed copy of the report will be furnished free of cost upon receipt of a request for the same.

21. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
22. The Notice of the 42nd Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant (s) unless a member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copy of the aforesaid documents is being sent by permissible mode of delivery.
23. Route map to the venue of the meeting is provided at the end of the Annual Report.
24. Remote E-voting facility:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically on the resolutions mentioned in the Notice of the 42nd Annual General Meeting. The Company has engaged services of Link Intime India Pvt. Ltd. to provide e-voting facility.

25. The facility of voting at the venue of AGM will be available only to the members who have not cast their vote through remote e-voting. Members who have cast their vote by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their vote again.
26. The Board of Directors has appointed Mr. Devendra Deshpande, Company Secretary, Pune, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
27. The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of e-voting period unblock the votes in the presence of at least Two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or any other person authorized by the Chairman shall declare the result of the voting.

E-Voting is optional

Process for e-voting:

The Company has signed an agreement with Link Intime India Private Limited (LIPL) for facilitating e-voting to enable the members to cast their vote electronically. Each voter may follow the following steps while e-voting:

The instructions for members 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 + 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 (Date of Incorporation) 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 Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <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”.

In case 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:

- 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.

Other Instructions:

- a. The e-voting period begins on Wednesday, 24th July, 2019 (9:00 am) and ends on Friday, 26th July, 2019 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 20th July, 2019 may cast their votes electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting after 5.00 p. m. on Friday, 26th July, 2019.
- b. The voting rights of members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 20th July, 2019. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- c. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut off date i.e. Saturday, 20th July, 2019 may obtain the Login Id and password by sending a request at enotices@linkintime.co.in
- d. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the e-voting facility.
- e. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e- voting, will not later than 48 hours from the conclusion of the AGM, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.menonpistons.com and on the website of Link Intime India Private Limited (LIPL) <https://instavote.linkintime.co.in>. The Results shall also be immediately forwarded to the BSE Limited where the shares of the Company are listed.
- f. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. Saturday, 27th July, 2019

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. 4

Approval of remuneration to Cost Auditors for conducting cost audit for the financial year 2019-20:

The Board, after considering the recommendation of the Audit Committee, has approved the appointment and remuneration to M/s. CS Adawadkar & Co., Cost Accountants, Pune to conduct verification and review of the cost records of the Company for the financial year ending 31st March, 2020 on a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus GST and out of pocket expenses, if any.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 (a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be fixed by the members of the Company.

Considering the applicable provisions of the Act and Rules made thereunder, approval of the members of the Company is being sought by this ordinary resolution as a matter of caution. Appointment of the Cost Auditor was made by the Board, as stated on the basis of recommendations of the Audit Committee.

None of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

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

ITEM NO. 5

Appointment of Mr. Ajitkumar Belur (DIN: 00205336) as an Independent Director of the Company:

Mr. Ajitkumar Belur who completed his first term as an Independent Director of the Company on 31st March 2019, as per the Companies Act, 2013 and has been appointed as an Additional Director (Non-Executive & Independent category) of the Company for a term of five consecutive years with effect from 1st April, 2019, subject to approval of members at the ensuing Annual General Meeting by way of a Special Resolution. He is M. Tech in Foundry Technology from IIT Kharagpur. He has 33 years of experience in Manufacturing and Management of Auto Component Industry.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ajitkumar Belur holds office as such upto the date of this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mr. Ajitkumar Belur has given the requisite declaration pursuant to Section 149 (7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.



In the opinion of the Board, Mr. Ajitkumar Belur fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is Independent of the management. The Nomination and Remuneration Committee has also recommended his appointment as an Independent Director for a term of 5 (Five) consecutive years.

Brief resume of Mr. Ajitkumar Belur as stipulated under Regulation 36 (3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the expertise of Mr. Ajitkumar Belur as an Independent Director.

The approval of members by way of special resolution is also sought for the continuation of Mr. Ajitkumar Belur as an Independent (Non-Executive) Director as per the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board recommends the Special Resolution as set out at Item No. 5 of the notice for approval of the members.

Except Mr. Ajitkumar Belur, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

ITEM NO. 6

Appointment of Mr. Subhash Kutte (DIN: 00233322) as an Independent Director of the Company:

Mr. Subhash Kutte has been appointed as an Additional Director (Non-Executive & Independent category) of the Company for a term of 3 (three) consecutive years with effect from 10th May, 2019, subject to approval of members at the ensuing Annual General Meeting. He has been a Banker through out his life. He had joined Ratnakar Bank in June 1980 and served the Bank for 34 years initially in an executive capacity across various departments, including MD & CEO and in the last four years as its non-executive Chairman. He retired as the Chairman of Ratnakar Bank Ltd. in the year 2014.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Subhash Kutte holds office as such upto the date of this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), an Independent Director can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mr. Subhash Kutte has given the requisite declaration pursuant to Section 149 (7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such.

In the opinion of the Board, Mr. Subhash Kutte fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for appointment as an Independent Director and he is Independent of the management. The Nomination & Remuneration Committee has also recommended his appointment as Independent Director for a term of 3 (Three) consecutive years.

Brief resume of Mr. Subhash Kutte as stipulated under Regulation 36 (3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the expertise of Mr. Subhash Kutte as an Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the notice for approval of the members.

Except Mr. Subhash Kutte, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

ITEM NO. 7

Approval for Related Party Transactions:

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 ordinary 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 31st March, 2019.

Sr. No.	Name of Related Party	Name of Director / KMP who is related	Nature of Relationship
1.	Menon Piston Rings Pvt. Ltd.	Mr. Sachin Menon & Mr. R. D. Dixit	Mr. Sachin Menon is a Director and also holds more than 2% share in Menon Pison Rings Pvt. Ltd. Mr. R. D. Dixit is a Director
2.	Menon Engineering Services	Mr. Sachin Menon	Mr. Sachin Menon is a Partner
3.	Menon Export	Mr. Sachin Menon	Mr. Sachin Menon is a Partner

The above transactions are approved by the Audit Committee by way of an omnibus approval as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above, it is proposed to seek approval of the members of the company through an ordinary resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No.7.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the notice for approval of the members.

Except Mr. Sachin Menon and Mr. R D Dixit, 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

Place : Kolhapur
Date : 10.05.2019

Sachin Menon
Chairman & Managing Director
DIN: 00134488

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 (SS-2) issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. R. D. Dixit	Mr. Ajitkumar Belur	Mr. Subhash Kutte
DIN	00626827	00205336	00233322
Date of Birth	25/12/1943	04/11/1948	04/11/1952
Age	75 years	70 years	66 years
Nationality	Indian	Indian	Indian
Date of Appointment	10/02/1981	01/04/2019	10/05/2019
Qualification	Bachelor of Engineering (Mech.)	M. Tech	B. Com and Inter CA
Experience / Expertise	He is having vast experience of around 51 years in the field of Automobile Sector.	He has 33 years experience in Manufacturing & Management of Auto Component Industry. He has 10 years experience in Teaching M. Sc and M. Tech. students in Manufacturing Engineering and Management discipline. 10 years at Board Level as an Independent Director and Audit Committee Chairman.	He has been a Banker through out his life. He had joined Ratnakar Bank in June 1980 and served the Bank for 34 years initially in an executive capacity across various departments, including MD & CEO, and in the last four years as its non-executive Chairman. He retired as the Chairman of Ratnakar Bank Ltd. in the year 2014.
No. of Shares held in the Company	13980	Nil	Nil
List of Directorship held in other listed companies	Menon Bearings Ltd	Nil	Centrum Capital Ltd Synergy Green Industries Ltd
List of Chairmanship and Membership of Various committees in listed companies	Chairmanship: <u>Menon Pistons Ltd</u> Stakeholders Relationship Committee Membership: <u>Menon Pistons Ltd</u> Audit Committee Nomination & Remuneration Committee CSR Committee Risk Management Committee <u>Menon Bearings Ltd</u> Audit Committee- Stakeholders Relationship Committee CSR Committee	Chairmanship: <u>Menon Pistons Ltd</u> Audit Committee - upto 10.05.19 Nomination and Remuneration Committee Membership: <u>Menon Pistons Ltd</u> Audit Committee - w.e.f. 10.05.19 Stakeholders Relationship Committee - w.e.f. 10.05.19	Chairmanship: <u>Menon Pistons Ltd</u> Audit Committee - w.e.f. 10.05.19 Membership: <u>Centrum Capital Ltd</u> Audit Committee CSR Committee Nomination and Remuneration Committee <u>Menon Pistons Ltd</u> Nomination and Remuneration Committee - w.e.f. 10.05.19 <u>Synergy Green Industries Ltd</u> Audit Committee
Relationship with existing Directors of the Company	Not related	Not related	Not related

DIRECTORS' REPORT

To,
The Members of Menon Pistons Limited

The Directors' take pleasure in presenting the 42nd Annual Report together with the audited financial statements for the year ended 31st March 2019. The Management Discussion and Analysis Report have also been incorporated into this report.

Directors have tried to maintain coherence in disclosures and flow of the information by clubbing required information topic-wise and thus certain information which is required in Directors' Report is clubbed elsewhere and has to be read as a part of Directors' Report.

1. FINANCIAL HIGHLIGHTS:

(Rs. in Lakhs)

Particulars	Current Year 2018 -19	Previous Year 2017-2018
Revenue from Operations (Net)	15610.12	14972.01
Other Income	68.45	149.79
Profit before Depreciation & Amortisation Expenses, Finance Cost and Tax	1929.13	1724.78
Less: Depreciation & Amortisation Expenses	483.11	440.86
Finance Cost	42.12	98.82
Profit Before Tax	1403.90	1185.10
Less: Tax Expenses	396.30	482.60
Profit After Tax	1007.60	702.50
Other Comprehensive Income	(14.67)	(16.85)
Total Comprehensive income	992.93	685.65
Balance of profit /loss for earlier years	4780.54	4401.80
Less: Transferred to General Reserve	(100.00)	-
Less: Dividend on Equity Shares	(306.00)	(255.00)
Less: Dividend Distribution Tax	(62.90)	(51.91)
Balance Carried Forward	5304.57	4780.54

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company has recorded another steady year of growth, despite performing in a highly competitive environment. The Company's endeavour is to leverage its technology to meet the needs of the market and strengthen its position in its area of business.

In spite of adverse market conditions, the Company had achieved Rs.156.10 Crores turnover as compared to Rs.149.72 Crores in the previous financial year. The Company is taking steps to perform better by overcoming the adverse market condition.

CHANGE IN NATURE OF BUSINESS, IF ANY:

During the year there was no change in the nature of business of the Company.

TRANSFER TO RESERVES:

The Board of Director of your Company proposes to transfer an amount of Rs. 100 Lakhs to General Reserve. The total balance in General Reserve account as on 31st March, 2019 is Rs. 1098.89 Lakhs.

DIVIDEND:

Your Directors have recommended a final dividend of Re. 0.75 /- (Paise Seventy Five only) per equity share of Re. 1/- each (i.e. 75 %). The total outgo amounts to Rs.3,82,50,000/- (Rupees Three Crores Eighty Two Lakh Fifty Thousand only) and dividend distribution tax of Rs.78,62,400/- (Rupees Seventy Eight Lakh Sixty Two Thousand Four Hundred only).

SHARE CAPITAL OF THE COMPANY:

The paid up equity share capital as on 31st March 2019 was Rs. 510 Lakhs. During the year there was no public issue, rights issue, bonus issue or preferential issue, etc. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has no Subsidiary/Joint Ventures/Associate Companies. The Company also does not have any holding Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report. The Company has proposed a final dividend which as per the provisions of Schedule III has not been included in the part of the Balance Sheet but forms part of the Notes to accounts.

CREDIT RATINGS:

The following table provides information of the credit rating of Menon Pistons Limited from "CARE" ratings agency.

Facilities	Amount (In Crores)	Rating
Cash Credit facilities - Fund Based	18	CARE BBB+ (Stable)
Packing Credit facilities - Fund Based	02	CARE A2
Bank Guarantee facilities - Non Fund Based	01	CARE BBB+ (Stable)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has made the necessary disclosures in this Report in terms of Section 134 (3) of the Companies Act, 2013 read with Rules 8 of the Companies (Accounts) Rules, 2014. The Company has always strived to optimize energy consumption. Details of the same are provided in **Annexure - 1**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions which were entered into during the financial year were on an arm's length basis and in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee for their approval and to the Board, as and when required.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the Company's website, i.e. www.menonpistons.com. Pursuant to the provisions of Section - 134 (3) (h) of the Companies Act, 2013 the particulars of contracts or arrangements with related parties referred to in Section 188 (1) of the Companies Act, 2013 and prescribed in Form AOC-2 of the Companies (Accounts) Rules, 2014, are appended as **Annexure - 2** to this report. Related Party Transactions during the year have been disclosed as a part of Financial Statements as required under Indian Accounting Standards issued by the Institute of Chartered Accountants of India. The approval of the members is sought by way of an ordinary resolution for

the further related party transactions which are at Arms Length and Ordinary Course of business at the forthcoming Annual General meeting as per provisions of Section 188 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Appointment / Re-appointment

As recommended by Nomination and Remuneration Committee, Mr. Ajitkumar Belur (DIN:00205336) and Mr. Subhash Kutte (DIN: 00233322) have been appointed as an Additional (Independent) Director of the Company w.e.f. 01st April, 2019 and 10th May, 2019 respectively, subject to approval of members of the Company. The approval of members by way of special resolution is also sought for the continuation of Mr. Ajitkumar Belur as an Independent Director (Non-Executive) as per the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also because he completed his first term as an Independent Director of the Company on 31st March 2019 as per the Companies Act 2013 and has been appointed as an Additional (Independent) Director of the Company for a term of five consecutive years with effect from 1st April, 2019. Further Mr. Ramesh Dattatraya Dixit (DIN: 00626827) who retires by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.

b) Cessation

The Company has informed to Dr. Shivram Bhoje (DIN: 03352809) vide letter dated 20th March, 2019, about the completion of his tenure as an Independent Director of the Company w.e.f. 31st March, 2019. The Company has also received an acknowledgement of the same from Dr. Shivram Bhoje effective as on date. The Board places on record their appreciation for contributions made by Dr. Shivram Bhoje during his tenure.

c) Committees of the Board:

The Board of Directors have constituted committees in order to effectively cater its duties towards diversified role under “the Act” and Listing Agreement with the Stock Exchanges and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Details of the constitution, terms of references of each committee and number of meetings attended by individual director etc. are provided in the Corporate Governance Report.

d) Policy on Director's Appointment and Remuneration:

The Policy of the Company on Director's Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of the directors and other matters provided under Section 178 (3) of the Act and Listing Regulations adopted by the Board and details of the remuneration paid to the Board of Directors are provided in the Corporate Governance Report. We affirm that the remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

e) Board Performance Evaluation Mechanism:

Pursuant to the provisions of “the Act” and Listing Regulations, the Board has carried out the annual

performance evaluation. Details of the evaluation mechanism are provided in the Corporate Governance Report. A meeting of Independent Directors was held on 16th October 2018 for evaluation of Board performance.

f) Declarations from the Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Listing Regulations.

g) Key Managerial Personnel:

The Key Managerial Personnel of the Company as per Section 2(51) and 203 of the Act are as follows:

Mr. Sachin Menon	Chairman & Managing Director
Mr. S B P Kulkarni	CFO & Associate Vice President
Mr. Pramod Suryavanshi	Company Secretary & Compliance Officer

NUMBER OF MEETINGS OF THE BOARD:

A calendar of meetings is prepared and circulated in advance to the Directors. During the year Four (4) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under “the Act”, Secretarial Standards issued by the Institute of Company Secretaries of India and Listing Regulations.

PARTICULARS OF LOAN, GUARANTEES, INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Act form part of the notes to the financial statements provided in this Annual Report. (Refer notes 2 and 8 of the standalone financial statements)

MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT:

As per Regulation 34 (2) (e) of Listing Regulations, the Management Discussion and Analysis Report and the Corporate Governance Report is appended as a part of Annual Report. The Company has obtained a Certificate from the Statutory Auditors confirming compliance with conditions of the Code of Corporate Governance as stipulated in Schedule V (E) of Listing Regulations and the same forms part of this Annual Report.

EXTRACT OF THE ANNUAL RETURN:

Extract of the Annual Return as prescribed under Section 92 (3) of the Companies Act, 2013 in the Form MGT-9 is appended as **Annexure - 3** which forms part of this Report. Further the copy of annual return will be placed on the website of the company i.e. www.menonpistons.com under Investor Relations segment.

RISK MANAGEMENT:

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. As a process, the risks associated with the business are identified and prioritized based on Severity, Likelihood and Effectiveness of current detection. Such risks are reviewed by the Risk Management Committee on a quarterly basis.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Board is responsible for establishing and maintaining adequate internal financial control as per Section

134 of the Act. The Board has laid down policies and processes in respect of internal financial controls and such internal financial controls were adequate and were operating effectively. The internal financial controls covered the policies and procedures adopted by your Company for ensuring orderly and efficient conduct of business including adherence to your Company's policies, safeguarding of the assets of your Company, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy which provides adequate safeguards against victimization of persons who may blow whistle. Protected disclosures can be made by a whistle blower through an email or dedicated telephone line or letter to the Managing Director of the Company or Letter to the Chairman of Audit Committee. Whistle Blower Policy may be accessed on the Company's website at the link: 'www.menonpistons.com'. We affirm that during the financial year 2018-19, no employee or director was denied access to the Audit Committee.

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted Internal Complaints Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, comprising of senior executives of the Company. During the year 2018-19 there was no complaint received before the committee.

CODE OF CONDUCT COMPLIANCE:

A declaration signed by the Managing Director affirming compliance with the Company's Code of Conduct by the Directors and Senior Management for the Financial Year 2018-19 as required by Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013 the Board of Directors state that:

- a) in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2019 and of the profit of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF REMUNERATION OF DIRECTORS / KMP / EMPLOYEES:

The table containing the names and other particulars of employees in accordance with the provisions of

Section 197 (12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure - 4** which forms part of this Report.

INDUSTRIAL RELATIONS:

During the year Industrial relations at the Company's plants continue to be cordial. The Company has taken initiative for safety of employees and implemented regular safety, imparted machine safety training, wearing protective equipment etc.

AUDITORS:

a) STATUTORY AUDITORS:

The Statutory Auditors, M/s. P. G. Bhagwat, Chartered Accountants, Pune, (FRN-101118W) were appointed for the period of 5 consecutive years at the 40th Annual General Meeting of the Company. The Companies Act, 2013 was amended to remove the provisions related to ratification of the Auditors and therefore there is no requirement of ratification of Auditors of the Company.

No adverse remarks/ comments/observations are made by the Statutory Auditors in their report for the year ended 31st March, 2019, except some delay in transfer of Shares to IEPF authority as required under IEPF rules.

During the year under review, the Statutory Auditors had not reported any fraud under Section 143(12) of the Act, therefore no detail is to be disclosed as required under Section 134 (3)(ca) of the Act.

b) INTERNAL AUDITOR:

Mr. Abhay Golwalkar, Chartered Accountant, Kolhapur was appointed to conduct the internal audit of the Company for the financial year 2018-19, as required under Section 138 of the Act and the Companies (Accounts) Rules, 2014.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board and also to the Managing Director. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the process owners.

c) SECRETARIAL AUDITORS:

M/s. DVD & Associates, Company Secretaries, Pune was appointed to conduct the Secretarial Audit of the Company for the Financial Year 2018-19, as required under Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form MR-3 for Financial Year 2018-19 is appended which forms part of this Directors Report as **Annexure - 5**.

Annual Secretarial Compliance Report – The Company has received the Annual Secretarial Compliance Report from M/s. DVD & Associates, Company Secretaries, Pune as per the provisions of Regulation 24 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended which forms part of this Directors Report as **Annexure - 6**.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors in their report, except some delay in transfer of Shares to IEPF authority as required under IEPF rules.

d) COST AUDITORS:

Pursuant to Section 148 of the Act read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its manufacturing activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed M/s. C S Adawadkar & Co., Cost Accountants, Pune to audit the cost accounts of the company for the financial year 2018-19 on a remuneration of Rs.1.50 Lakhs.

As required under the Act the remuneration payable to the cost auditor is required to be placed before the members at a general meeting for their determination. Accordingly, a resolution seeking member's determination for the remuneration payable to M/s. C S Adawadkar & Co., Cost Accountants, Pune is included at Item No.4 of the notice convening the Annual General Meeting. The Cost Audit Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL STANDARDS:

The Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

CORPORATE SOCIAL RESPONSIBILITY POLICY AND ITS REPORT:

The Board of Directors of the Company has constituted the Corporate Social Responsibility Committee (CSR Committee), as per the requirement of the Section 135 of "the Act" read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The said Committee has formulated the CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities. Additionally, the CSR Policy has been uploaded on the website of the Company at www.menonpistons.com. During the year 2018-19, the Company has contributed Rs.20,60,140/- towards Corporate Social Responsibility by way of contribution to eligible charitable institutions and Company has spent for promotion of education, promotion of traditional art and culture, poverty upliftment, encouragement of sports, medical facility to economically poor families. The details as per the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 are annexed herewith as **Annexure - 7**.

ACKNOWLEDGMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

By Order of the Board
For Menon Pistons Limited

Place : Kolhapur

Date : 10.05.2019

Sachin Menon
Chairman & Managing Director
DIN: 00134488

**ANNEXURE - 1
TO BOARD'S REPORT**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A	Conservation of Energy :	
	(i) The steps taken or impact on : conservation of energy (ii) The steps taken by the company for utilizing alternate sources of energy (iii) The capital investment on energy conservation equipments;	During the year your Company had implemented various steps to control the power cost in foundry, which is a major, contributor for power cost. We have changed the layout of machines and holding furnace to achieve better productivity and reduce power cost.
B	Technology absorption :	
	(i) The efforts made towards technology absorption and R & D.	Updation of technology and R & D is a continuous process, the Company has successfully absorbed the technology for the manufacture of piston assembly.
	(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.	The Company has been able to successfully develop new products by virtue of technology absorption, adaptation and innovation. Customer's satisfaction and new business opportunities because of cost, quality, productivity, process flow and speed. Existing as well as new customers are approaching for upgradation in their existing engine designs.
	(iii) Expenditure incurred on Research & Development	It is continuous process to develop new products as per requirements of customers.
C	Foreign Exchange Earnings & Outgo:	
	(i) The Foreign Exchange earned in terms of actual inflows during the year:	Rs.NIL
	(ii) The Foreign Exchange outflow in terms of actual outflow during the year:	Rs. 1,63,75,976.90/-

By Order of the Board
For Menon Pistons Limited

Place : Kolhapur
Date : 10.05.2019

Sachin Menon
Chairman & Managing Director
DIN: 00134488



ANNEXURE - 2

FORM AOC-2

(Pursuant to Section 134 (3) (h) the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis:
 - (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:

Sr. No.	Name of related parties	Nature of relationship	Nature of transaction
1.	Menon Piston Rings Pvt. Ltd.	A private Company in which Mr. Sachin Menon and Mr. R.D. Dixit are directors.	To purchase piston rings from MPR and to sale raw material to them for manufacturing of piston rings.
2.	Menon Engineering Services	A partnership firm in which Mr. Sachin Menon is a partner.	To receive services from MES relating to machining, polishing and finishing required in the manufacture of Pistons.
3..	Menon Exports	A partnership firm in which Mr. Sachin Menon is partner.	Sale of pistons, piston pins and piston rings to Menon Exports.
4.	Mr. Sachin Ram Menon	Promoter & Managing Director of the Company.	Immovable property has given on rent to the Company.
5.	Mrs. Gayatri Menon	Spouse of Mr. Sachin Menon, Managing Director and Promoter of the Company.	Immovable property has given on rent to the Company.
6.	Ms. Sharanya Menon	Daughter of Mr. Sachin Menon, Managing Director and Promoter of the Company	Salary at arms length for the financial year 2018-19.

- (a) Duration of the contracts/arrangements/transactions: For five years till 31.03.2019
- (b) Salient terms of the contracts/arrangements/transactions including the value, if any terms of the contract conform to the prevailing market rates and all the care has been taken to ensure reasonability of prices as compared to the prevailing rates in the market better quality products and timely supplies.

- (e) Justification for entering into such contracts/arrangements/transactions.

It is ensured that the contract with the Contracting party is advantageous to the Company and its stakeholders. The Company intends to ensure following aspects by dealing with contracting parties:

- i) Advantages by dealing with Menon Piston Rings Private Limited & Menon Engineering Services are:

- Cost reduction: Greater control on the inputs processing by the contractee party thereby ensuring cost reduction.
- In-time delivery: To ensure timely supplies of materials thereby ensure smooth production flow.
- Flexibility: To ensure flexibility in production system, thereby maximizing the sales.
- Locational Advantages: To ensure that the supplies are located close to the works thereby ensuring faster delivery.
- Direct access to quality enhancement of input process: Control on the production and quality system of the contractee parties, thereby ensure better quality

inputs for the company.

- ii) Advantages by dealing with Menon Exports:

The firm is looking after the export activities. They are having good network of offices and agents overseas. They are very conversant with overseas market. This type of relationship is beneficial to the company and its shareholders.

- (f) Date(s) of approval by the Board of Directors: All the quarterly meetings held during the financial year 2018-19. The new approval for 5 years from 1st April 2019 to 31st March 2024 has been accorded at the Board Meeting of the Company held on 10th May 2019 as per the provisions of the Companies Act, 2013, subject to the approval of members at ensuing annual general meeting.

- (g) Amount paid as advances, if any: Disclosed in Note 37 to the Standalone Financial Statement.

3. The details of all related party transactions as per Indian Accounting Standards have been disclosed in Note 37 to the Standalone Financial Statement.

By Order of the Board
For Menon Pistons Limited

Sachin Menon
Chairman & Managing Director
DIN: 00134488

Place : Kolhapur

Date : 10.05.2019



ANNEXURE - 3

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L34300MH1977PLC019823
2.	Registration Date	25.08.1977
3.	Name of the Company	Menon Pistons Limited
4.	Category/Sub-Category of the Company	Company limited by shares / Indian Non-Govt. Co.
5.	Address of the Registered office & contact Details	182, Shiroli, Kolhapur - 416122 Telephone: 91-230 - 2468041/2468042 Website: www.menonpistons.com Email: cs@menonpistons.com
6.	Whether listed Company (Yes/No):-	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Private Limited, 202-A, 2nd Floor, "Akshay Complex", Off Dhole Patil Road, Pune – 411 001. Telephone:-020-26161629 Fax Number:- 020-26163503 Email: pune@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the company
1.	Piston/Piston Assemblies	2811,2910,2930	87.83
2.	Gudgeon Pins, Circlips	2930	12.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

The Company does not have any holding, subsidiary, associate, joint venture company of its own.

Sr. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of shares held	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a) CATEGORY-WISE SHARE HOLDING.

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters Shareholding									
1. Indian									
a. Individual/ HUF	34270480	-	34270480	67.1970	34270480	-	34270480	67.1970	0.00
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	3657430	3657430	7.1714	3657430	-	3657430	7.1714	0.00
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	34270480	3657430	37927910	74.3685	37927910	-	37927910	74.3685	0.00
2. Foreign									
a. NRI- Individual	-	-	-	-	-	-	-	-	-
b. Government	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/ FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub-total(A) (2):-	-	-	-	-	-	-	-	-	-
Total Share Holding of Promoters A (1+2)	34270480	3657430	37927910	74.3685	37927910	-	37927910	74.3685	0.00
B. Public Shareholding									
1. Institution									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Venture Capital Fund	-	-	-	-	-	-	-	-	-
c. Alternate Invest. Fund	-	-	-	-	-	-	-	-	-
d. Foreign Venture Capital ventures	-	-	-	-	-	-	-	-	-
e. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
f. Bank/FI	-	6000	6000	0.0118	-	6000	6000	0.0118	0.00
g. Insurance Co.	-	-	-	-	-	-	-	-	-
h. Others	-	-	-	-	-	-	-	-	-
Sub-total (B1)	-	6000	6000	0.0118	-	6000	6000	0.0118	0.00
2. Central Govt./State Govt./President of India	-	-	-	-	-	-	-	-	-
Sub-total (B2)	-	-	-	-	-	-	-	-	-
3. Non-Institutions									
a. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 Lakh	7727144	987550	8714694	17.0876	7835623	942550	8778173	17.2121	0.1245

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	2434554	-	2434554	4.7736	2581683	-	2581683	5.0621	0.2885
b. NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
c. Overseas Depositories	-	-	-	-	-	-	-	-	-
d. Any others									
1. HUF	752122	-	752122	1.4747	710227	-	710227	1.3926	-0.0821
2. NRI (Non-Repatriation)	24667	-	24667	0.0484	36912	-	36912	0.0724	0.0240
3. NRI (Repatriation)	69181	-	69181	0.1356	93172	-	93172	0.1827	0.0471
4. Office bearers	-	7000	7000	0.0137	-	4500	4500	0.0088	-0.0049
5. Clearing member	129038	-	129038	0.2530	33598	-	33598	0.0659	-0.1871
6. Body Corporate	871834	63000	934834	1.8330	764825	63000	827825	1.6232	-0.2098
Sub-total (B3)	12008540	1057550	13066090	25.6197	12056040	1010050	13066090	25.6198	0.0001
Total Public Shareholding B= (1+2+3)	12008540	1063550	13072090	25.6315	12056040	1016050	13072090	25.6315	0.0000
C. Shares held by Custodians for GDR's and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	46279020	4720980	51000000	100.00	49983950	1016050	51000000	100.00	0.00

b) SHAREHOLDING OF PROMOTERS :

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 2018			Shareholding at the end of the year 2019			% Change in shareholding during the year
		No. of Shares Held	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares Held	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Sachin Ram Menon	10701660	20.9836	0.00	10701660	20.9836	0.00	0.00
2	Gayatri Sachin Menon	7242832	14.2016	0.00	7242832	14.2016	0.00	0.00
3	*Menon Metals & Alloys Pvt. Ltd.	3657430	7.1714	0.00	3657430	7.1714	0.00	0.00
4	Radhamani Ram Menon	2565620	5.0306	0.00	2565620	5.0306	0.00	0.00
5	Ram Menon	1134380	2.2243	0.00	1134380	2.2243	0.00	0.00
6	Devika Sachin Menon	4208664	8.2523	0.00	4208664	8.2523	0.00	0.00
7	Sharanya Sachin Menon	4208664	8.2523	0.00	4208664	8.2523	0.00	0.00
8	Nivedita Sachin Menon	4208660	8.2523	0.00	4208660	8.2523	0.00	0.00
	Total	37927910	74.3684	0.00	37927910	74.3684	0.00	0.00

* During the year there was a conversion of Menon Metals and Alloys Private Limited to Menon Metals and Alloys LLP.

c) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transaction during the year		Cumulative Shareholding at the end of the year	
		No. of Shares Held	% of Total Shares	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares
During the year there is no any change in Promoters' Shareholding							

d) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) AS ON 31.03.2019:

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year 2018		Transactions during the year		Cumulative Shareholding at the end of the year 2019	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of Total Shares of the Company
1	Vatsala P Nair	1098000	2.1529				
	At the end of the year					1098000	2.1529
2	Urmila Jethalal Vora	300060	0.5884				
	Transfer			27 Apr 2018	(641)	299419	0.5871
	Transfer			22 Jun 2018	641	300060	0.5884
	Transfer			22 Mar 2019	(9465)	290595	0.5698
	At the end of the year					290595	0.5698
3	KJMC Financial Services Ltd	307458	0.6029				
	Transfer			31 Aug 2018	(2455)	305003	0.5980
	Transfer			19 Oct 2018	(4819)	300184	0.5886
	Transfer			26 Oct 2018	(1000)	299184	0.5866
	Transfer			30 Nov 2018	(300)	298884	0.5860
	Transfer			07 Dec 2018	(3700)	295184	0.5788
	Transfer			11 Jan 2019	(3291)	291893	0.5723
	Transfer			25 Jan 2019	(27500)	264393	0.5184
	At the end of the year					264393	0.5184
4	Namitta Shirish Oswal	215709	0.4230				
	Transfer			06 Apr 2018	(450)	215259	0.4221
	Transfer			13 Apr 2018	(845)	214414	0.4204
	Transfer			20 Apr 2018	(480)	213934	0.4195
	Transfer			27 Apr 2018	(200)	213734	0.4191
	Transfer			04 May 2018	(803)	212931	0.4175
	Transfer			11 May 2018	(840)	212091	0.4159
	Transfer			18 May 2018	(540)	211551	0.4148
	At the end of the year					211551	0.4148
5	Nidhi Jawahar	0	0.0000				
	Transfer			26 Oct 2018	7710	7710	0.0151
	Transfer			02 Nov 2018	28191	35901	0.0704
	Transfer			09 Nov 2018	1754	37655	0.0738
	Transfer			16 Nov 2018	49512	87167	0.1709
	Transfer			23 Nov 2018	45532	132699	0.2602
	Transfer			30 Nov 2018	22556	155255	0.3044
	Transfer			07 Dec 2018	16598	171853	0.3370
	Transfer			14 Dec 2018	2631	174484	0.3421
	Transfer			21 Dec 2018	16000	190484	0.3735

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of Total Shares of the Company
	Transfer			04 Jan 2019	184	190668	0.3739
	Transfer			11 Jan 2019	20000	210668	0.4131
	Transfer			18 Jan 2019	200	210868	0.4135
	Transfer			29 Mar 2019	(7586)	203282	0.3986
	At the end of the year					203282	0.3986
6	Reena Chaturvedi	176000	0.3451				
	At the end of the year					176000	0.3451
7	Ajinkya Electromelt Pvt Ltd.	85533	0.1677				
	Transfer			27 Apr 2018	4698	90231	0.1769
	Transfer			30 Jun 2018	16239	106470	0.2088
	Transfer			06 Jul 2018	13827	120297	0.2359
	Transfer			13 Jul 2018	4899	125196	0.2455
	Transfer			20 Jul 2018	9516	134712	0.2641
	Transfer			27 Jul 2018	11169	145881	0.2860
	Transfer			03 Aug 2018	5558	151439	0.2969
	Transfer			10 Aug 2018	900	152339	0.2987
	Transfer			24 Aug 2018	6300	158639	0.3111
	Transfer			07 Sep 2018	913	159552	0.3128
	Transfer			12 Oct 2018	11088	170640	0.3346
	Transfer			26 Oct 2018	1620	172260	0.3378
	At the end of the year					172260	0.3378
8	Desai Pallavkumar Saubhagyachandra	140000	0.2745				
	Transfer			25 May 2018	3000	143000	0.2804
	Transfer			08 Jun 2018	7000	150000	0.2941
	At the end of the year					150000	0.2941
9	Faria Kishor Bhanji	122305	0.2398				
	Transfer			27 Jul 2018	1	122306	0.2398
	Transfer			26 Oct 2018	94	122400	0.2400
	Transfer			23 Nov 2018	1	122401	0.2400
	Transfer			07 Dec 2018	99	122500	0.2402
	Transfer			18 Jan 2019	1	122501	0.2402
	Transfer			25 Jan 2019	1	122502	0.2402
	Transfer			01 Feb 2019	1	122503	0.2402
	Transfer			08 Mar 2019	2	122505	0.2402
	Transfer			15 Mar 2019	23	122528	0.2403
	At the end of the year					122528	0.2403

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of Total Shares of the Company
10	Sanjay Jethalal Vora	165000	0.3235				
	Transfer			20 Apr 2018	(10735)	154265	0.3025
	Transfer			27 Apr 2018	(1937)	152328	0.2987
	Transfer			16 Nov 2018	(136328)	16000	0.0314
	Transfer			23 Nov 2018	(104)	15896	0.0312
	At the end of the year					15896	0.0312

e) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No	Name of the Director/KMP	No. of Shares	% of total shares of the company	Changes during the year		No. of Shares	% of total shares of the company
				Nos. of Shares	% of total shares		
1.	Mr. Sachin Menon	10701660	20.98	-	-	10701660	20.98
2.	Mr. R. D. Dixit	13980	0.03	-	-	13980	0.03
3.	Mr. Ajit Kumar Belur	-	-	-	-	-	-
4.	Dr. Shivram Bhoje*	-	-	-	-	-	-
5.	Mrs. Sadhana Zadbuke	-	-	-	-	-	-
6.	Mr. S. B. P. Kulkarni	4500	0.009	1000	0.001	5500	0.010
7.	Mr. Pramod Suryavanshi	-	-	-	-	-	-

* Director till 31.03.2019

V. INDEBTEDNESS:

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:
(Amount in Lakhs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2018				
1) Principal Amount	816.58	-	-	816.58
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	816.58	-	-	816.58
Change in Indebtedness during the financial year				
+ Addition	-	-	-	-
- Reduction	(571.75)	-	-	(571.75)
Net change	(571.75)	-	-	(571.75)
Indebtedness at the end of the financial year 31-03-2019				
1) Principal Amount	244.83	-	-	244.83
2) Interest due but not paid				
3) Interest accrued but not due				
Total of (1+2+3)	244.83	-	-	244.83

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Lakhs)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Chairman & Managing Director		
		Mr. Sachin Ram Menon		
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	70.57		70.57
	(b) Value of Perquisites under Section 17 (2) of the Income Tax Act, 1961	9.05		9.05
	(c) Profits in lieu of Salary under Section 17 (3) of the Income Tax Act, 1961	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission - As % of Profit - Others, specify	-		-
5.	Others, please specify - Sitting Fees	0.004		0.004
	Total	79.62		79.62
	Ceiling as per the Act:	As per section 197 a Company having profits in a financial year may pay remuneration to a managerial person not exceeding Eleven percent of the net profit of the Company.		

B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

Sr. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. R. D. Dixit	Mr. Ajitkumar Belur	Dr. Shivram Bhoje*	Mrs. Sadhana Zadbuke	
1	Independent Directors					
	-Fee for attending Board/ Committee Meetings	-	3,000	4,000	4,000	11,000
	- Commission	-	-	-	-	-
	-Others	-	-	-	-	-
	Total (1)	-	3,000	4,000	4,000	11,000
2	Other Non Executive Directors					
	-Fee for attending Board / Committee Meetings	4,000	-	-	-	4,000
	- Commission	-	-	-	-	-
	-Others	-	-	-	-	-
	Total (2)	4,000	-	-	-	4,000
	Total (B)= (1+2)	4,000	3,000	4,000	4,000	15,000
	Overall Ceiling as per the Act	1% of the net profits of the Company if MD is there and 3% if MD is not there. The sitting fees are excluded from managerial remuneration but the maximum sitting fees may be paid is Rs.1,00,000/- per meeting.				

* Director till 31.03.2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No	Particulars of Remuneration	Name of the KMP		Total Amount (In Lakhs)
		CFO	Company Secretary	
		Mr. S.B.P. Kulkarni	Mr. Pramod Suryavanshi	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	17.48	2.71	20.19
	(b) Value of perquisites u/s17(2) of the Income Tax Act, 1961	2.74	0.25	2.99
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - As % of Profit - Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	20.22	2.96	23.18

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NA

By Order of the Board
For Menon Pistons Limited

Place : Kolhapur

Date : 10.05.2019

Sachin Menon
Chairman & Managing Director
DIN: 00134488

ANNEXURE - 4
PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT,
2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF
MANAGERIAL PERSONNEL) RULES, 2014

- Median Remuneration of the employees of the company for the financial year is Rs.3,06,762/-

I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ending 31 st March, 2019:		
Sr. No	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Sachin Menon	26.02
2	Mr. R. D. Dixit	0.01
3	Mr. Ajitkumar Belur	0.01
4	Dr. Shivram Bhoje	0.01
5	Mrs. Sadhana Zadbuke	0.01

II) The percentage increase in remuneration of each Director, CFO, CS or Manager if any for the financial year ending 31 st March, 2019:		
Sr. No	Name of the Director, CFO, CS or Manager	% Increase over last Financial Year
1	Mr. Sachin Menon	9.73
2	Mr. R. D. Dixit	0.00
3	Mr. Ajitkumar Belur	0.00
4	Dr. Shivram Bhoje	0.00
5	Mrs. Sadhana Zadbuke	0.00
6	Mr. S.B.P. Kulkarni - CFO	10.47
7	Mr. Pramod Suryavanshi - CS	6.55

- III) The percentage increase in the median remuneration of employees in the financial year ending 31st March, 2019:- 11.60 %
- IV) The Number of permanent employees on the rolls of the Company: 389
- V) The average remuneration is commensurate with the size and performance of the Company.
- VI) Comparison of the remuneration of the KMP against the performance of the Company:-
It is commensurate with the turnover and profits of the Company and performance of the individual.
- VII) The average percentage increase in the salaries of employees excluding Key Managerial Personnel was 5.94 % over the previous year. The average increase in the salaries of Key Managerial Personnel was 8.92 %. The increase in KMP remuneration was based on the recommendations of the Nomination & Remuneration Committee to revise the remuneration as per Industry Benchmark.
- VIII) Key parameters for any variable component of remuneration availed by the directors. - NA
- IX) There are no employees getting remuneration higher than that of the MD.
- X) It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees

XI) Name of the top ten employees of the Company in terms of remuneration drawn									
Sr. No	Name	Designation	Remuneration (Gross Amt.) (Rs. in Lakhs)	Nature of employment, whether contractual or otherwise	Qualification & Experience in years	Date of Commencement of employment	Age in (years)	Last employment held before joining the Company	The % of equity shares held by the employee
1.	Sachin Menon	Chairman & Managing Director	79.62	Permanent	BE / 35	01-08-1984	55	N.A.	20.98
2.	S B P Kulkarni	CFO & Associate Vice President	20.22	Permanent	B. Com / 14.6	01-09-2004	73	Birla Group	0.0107
3.	Amit Arun Deshpande	GM-Operation	20.11	Permanent	BE / 23	23-07-1996	44	N.A.	0.0007
4.	Shailendra Hiralal Hardia	Sr. Manager	9.81	Permanent	B. Com / 27	07-04-2008	48	N.A.	-
5.	Vinay Gupta	Sr. Manager	9.36	Permanent	B. Com / 22	01-04-1998	41	City Wave Link	-
6.	Shrikant Anant Patil	Manager	7.13	Permanent	AMIE / 25	10-04-1994	56	Jai Hind Eng.	-
7.	Akhil Suresh Sarnaik	Sr. Asst. Manager	6.61	Permanent	B. Com / 14	01-10-2016	43	In Touch Systems PL	-
8.	Gopichand Gundappa Kumbhoje	Dy. Manager	6.28	Permanent	BE / 11	01-04-2011	36	Auto Part	-
9.	Sachin Madhukar Bhosale	Dy. Manager	5.70	Permanent	DIE / 22	23-07-1999	43	KNN Network	-
10.	Ramesh Ramaji Ghotne	Manager	5.34	Permanent	B. Com / 23	18-09-2012	53	Priyadarshini Polysacks	-

* No employee is a relative of any director/manager of the company

For Menon Pistons Limited

Place : Kolhapur
Date : 10.05.2019

Sachin Menon
Chairman & Managing Director
DIN: 00134488

Ajitkumar Belur
Chairman of Nomination
& Remuneration Committee
DIN: 00205336

ANNEXURE - 5
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Menon Pistons Limited,
182 Shirol, Kolhapur 416122

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Menon Pistons Limited** (hereinafter called "the Company")

Secretarial Audit was conducted for the year from 1st April 2018 to 31st March 2019, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances of the Company and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and legal compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of the following list of laws and regulations:

(i) The Companies Act, 2013 (the Act) and the rules made there under
Without disqualifying the report, we state that

the Company is in process of filing of form IEPF-4 for filing statement of shares transferred to the Investor Education and Protection Fund.

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **[Not applicable during the Audit Period]**
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not applicable during the Audit Period].**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not applicable during the Audit Period]**

- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the Audit Period]**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the Audit Period]**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not applicable during the Audit Period]**

(vi) Other applicable laws:

There are no other laws which are specifically applicable to the Company.

(vii) The Company has a Compliance Management System installed and which is running effectively and efficiently for the Compliances of General Laws as specified by the directives issued by the Institute of Company Secretaries of India. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above which are applicable.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**For DVD & Associates
Company Secretaries**

**Devendra Deshpande
FCS No. 6099
CP No. 6515**

Place : Kolhapur

Date : 10.05.2019

Note: This report is to be read with our letter of even date which is annexed as '**Annexure A**' and forms an integral part of this report.

Annexure 'A'

To,
The Members,
Menon Pistons Limited,
182, Shiroli,
Kolhapur 416122

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit .
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DVD & Associates
Company Secretaries**

**Devendra Deshpande
FCS No. 6099
CP No. 6515**

Place : Kolhapur

Date : 10.05.2019

ANNEXURE - 6

Secretarial Compliance Report of Menon Pistons Limited for the year ended 31st March, 2019

We, DVD & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Menon Pistons Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [**Not applicable during the review period**]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [**Not applicable during the review period**]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [**Not applicable during the review period**]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [**Not applicable during the review period**]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [**Not applicable during the review period**]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ (Regulations/ Remarks of the Practicing Company Secretary)
NA	NA	NA	NA

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from our examination of those records.

- (b) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued there under:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations/remarks of the Practicing Company Secretary, if any.
NA	NA	NA	NA	NA

- c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA	NA	NA	NA	NA

**For DVD & Associates
Company Secretaries**

**Devendra Deshpande
FCS No. 6099
CP No. 6515**

**Place : Kolhapur
Date : 10.05.2019**

ANNEXURE - 7
REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

Sr. No.	Particulars	Details
1	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	Detailed policy is being uploaded on the website of the Company i.e. www.menonpistons.com
2	The Composition of the CSR Committee.	Details of the same are provided in Report on Corporate Governance enclosed herewith.
3	Average net profit of the company for last three financial years	Rs. 9,72,03,650/-
4	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs. 19,44,100/- (Rs. Nineteen Lakh Forty Four Thousand One Hundred only)
5	<p>Details of CSR spent during the financial year.</p> <p>a) Total amount to be spent for the financial year</p> <p>b) Amount unspent , if any</p> <p>c) Manner in which the amount spent during the financial year is detailed below:</p>	<p>a) Rs.19,44,100/-</p> <p>b) Rs. 0/-</p> <p>c) Company has spent its CSR obligation for Promotion of education, Promotion of traditional art & culture, Poverty upliftment, Encouragement of Sports, Medical facility to economically poor families. The Company has spent an amount of Rs.20.60/- Lakhs during the year under review which is more than the minimum CSR spending required as per Section 135 of the Act.</p>
6	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount:	NA
<p>CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.</p>		

For Menon Pistons Limited

Sachin Menon
Chairman & Managing Director
Chairman of CSR Committee
DIN: 00134488

Place : Kolhapur
Date : 10.05.2019

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY:

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2019. The Company's philosophy is to achieve business excellence and optimize long term values & ethical business conduct for its stakeholders. The Company believes strongly that good corporate governance is intrinsic to the management of the Company affairs; it ensures fairness, transparency and integrity of the management. These values and principles set the context to manage your company's affairs in a fair and transparent manner. In compliance with the disclosure requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details are set out below:

2. BOARD OF DIRECTORS

a) Composition of Board of Directors:

The Board comprises of 5 (Five) Directors as on 31.03.2019, of which 4 (Four) are Non-Executive Directors. The Board comprises of 3 (Three) Independent Directors i.e. Directors, who apart from receiving sitting fees, do not have any other material pecuniary relationship or transactions with the Company, its promoters or its management, which may affect independence of judgment of the Directors.

As required under Section 149(3) of the "the Act", Mrs. Sadhana Zadbuke, a Woman Director, is on Board designated as Woman Director.

Mr. R D Dixit, is a Non Independent & Non – Executive Director.

- Composition of the Board and Directorship held during the year 2018-2019 and meetings attended:

Name of Director	Category	Attendance of meeting during 2018-2019		As on 31st March, 2019 (Excluding position in the Company)			Share-holding of Directors
		Board	AGM	No. of Directorship	Committee ⁵		
					Chairman	Member	
Mr. Sachin Menon	Promoter, Chairman & Managing Director	4	Yes	1	-	1	10701660
Mr. R. D. Dixit @	Non Executive & Non Independent Director	4	Yes	3	1	3	13980
Mr. Ajitkumar Belur	Non Executive Independent Director	3	Yes	-	-	-	-
Dr. Shivram Bhoje*	Non Executive Independent Director	4	Yes	-	-	-	-
Mrs. Sadhana Zadbuke	Non Executive Independent Director	4	Yes	-	-	-	-

⁵ Membership/Chairmanship of only the Audit Committee and the Stakeholders' Relationship Committee of all Public Limited Companies have been considered.

@ Chairman and Managing Director in Menon Bearings Limited (Listed Company)

* Director till 31.03.2019

b) Board meetings held during the year:

The Board met four times during the financial year under review on the following dates:

i) 18.05.2018 ii) 24.07.2018 iii) 16.10.2018 iv) 18.01.2019

The maximum time gap between any two meetings was not more than one twenty days.

c) Directors' inter-se relationship:

There is no inter se relation between the Directors of the Companies.

d) Familiarization programme for independent directors:

The Independent Directors of the Company are associated with the Company for many years and are very familiar with the Company. During the year, the management provided various documents, background notes etc. to have a better insight of the Company. Details of initiatives for the director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as a director of the Company are available at the website of the Company viz. 'www.menonpistons.com'.

e) Independent Directors:

During the financial year under review, the Independent Directors met on 16th October 2018. The meeting was held to discuss evaluation of the Board and evaluate content/timelines of information flow to effectively perform their duties. Mr. Ajitkumar Belur, Dr. Shivram Bhoje and Mrs. Sadhana Zadbuke were present at the meeting. As per the disclosures received from the directors, none of the directors serve as members of more than 10 committees nor are they chairman/chairperson of more than 5 committees, as per the requirements of the Listing Agreement and Listing Regulations.

f) Details of directors and/or KMP appointed during the year:

During the year under review Dr. Shivram Bhoje, ceased as an Independent Director of the Company w. e.f. 31st March, 2019. Further the tenure of Mr. Ajitkumar Belur was completed as on 31st March, 2019, who was reappointed as an Additional Director (Independent) through circular resolution by the Board of the Company w.e.f. 1st April 2019 and his appointment is subject to approval of the shareholders by way of Special Resolution.

g) Key Board qualifications, expertise and attributes

The Board of Menon Pistons Ltd comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to the ensuring that the Menon Board is in compliance with the highest standards of Corporate Governance.

The table below summarizes the key qualification, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

Technology	Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation and extends or create new business model.
Financial	Management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.
Board Services and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting stakeholder interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Name of Director	Technology	Financial	Leadership	Board Services and Governance	Sales and Marketing
Mr. Sachin Menon	√	√	√	√	√
Mr. R D Dixit	√	√	√	√	√
Mr. Ajitkumar Belur	√	√	√	√	√
Mrs. Sadhana Zadbuke		√	√	√	√
* Dr. Shivram Bhoje	√	√	√	√	√

* Director till 31.03.2019

3. COMMITTEES OF THE BOARD:

As required by “the Act” and listing agreement with Stock Exchange and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee (voluntarily constituted).

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings.

A) AUDIT COMMITTEE:

i) Brief description of terms of reference:

The terms of reference of this committee cover the matters specified for the audit committee under Listing Regulations as well as in Section 177 of “the Act”. The audit committee was constituted to ensure prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. The quarterly results are reviewed by the audit committee and recommended to the board for its adoption. The Chairman of the committee is an Independent Director having Knowledge in Finance.

ii) Powers of audit committee:

The Audit Committee has an authority to investigate into any matter in relation to the items specified in terms of reference referred to it by the board and for this purpose the Audit Committee has power to obtain professional advice from external sources and have full access to information contained in the records of the Company.

iii) Role and objectives:

- o Reviewing with the Management the quarterly / half yearly / annual financial statements and auditor's report thereon before submission to the Board for approval;
- o Recommendation for appointment, remuneration, terms of appointment of auditors of the Company;

- o Review and monitor the auditor's independence and performance and effectiveness of audit process;
- o Reviewing with the Management and Internal and Statutory Auditors, the adequacy of internal control systems;
- o Discussion with the Auditors periodically about internal control system;
- o Any significant findings and follow up thereon and reviewing with the management, the financial statements before submission to the Board.
- o The Audit committee also has a role as defined under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv) Composition and Attendance:

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Mr. Ajitkumar Belur [Non-Executive & Independent Director]	Chairman	4	3
2	Mr. R. D. Dixit [Non-Executive & Non Independent Director]	Member	4	4
3	Dr. Shivram Bhoje [Non-Executive & Independent Director]	Member	4	4
4	Mrs. Sadhana Zadbuke [Non-Executive & Independent Director]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

v) Vigil Mechanism / Whistle Blower Policy:

Company has established Vigil Mechanism for Directors and employees to report genuine concerns in such manner as prescribed under rule to “the Act”. Under such mechanism adequate safeguards are provided against victimization of persons who has direct access to the chairperson of the Audit committee in appropriate or exceptional cases.

B) NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination & Remuneration Committee

i) Brief description of terms of reference:

The Committee reviews appointment of Directors and Key Managerial Persons. The Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director.

ii) Roles and objectives:

- o Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- o Formulation of criteria for evaluation of Independent Directors and the Board.
- o Devising a policy on board diversity.
- o Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- o The Nomination & Remuneration Committee also has a role as defined under Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii) Composition and attendance

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Mr. Ajitkumar Belur [Non-Executive & Independent Director]	Chairman	4	3
2	Mr. R. D. Dixit [Non-Executive & Non Independent Director]	Member	4	4
3	Dr. Shivram Bhoje [Non-Executive & Independent Director]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

iv) Remuneration policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is consonance with the existing industry practice.

vi) Performance evaluation criteria for independent directors:

The performance of the Board of Directors has been evaluated from time to time, details of the same has been defined hereunder.

vii) Remuneration to directors and senior management employees:

* Details of remuneration / sitting fees paid during the year 2018-19 and number of shares held as on 31st March, 2019 by the directors of the Company are as follows:

* Details of fix component and performance linked incentives along with performance criteria. – There is no variable pay except commission payable to Mr. Sachin Menon.

Name of the Director	Salary	Contribution to Provident Fund	Pension	Other Perquisites	Bonus	Sitting Fees	Commission	Total	No of Shares Held
Mr. Sachin Menon	Defined in Annexure '4' to the Board Report.								10701660
Mr. R.D. Dixit	-	-	-	-	-	4,000	-	4,000	13980
Mr. Ajitkumar Belur.	-	-	-	-	-	3,000	-	3,000	
*Dr. Shivram Bhoje	-	-	-	-	-	4,000	-	4,000	
Mrs. Sadhana Zadbuke	-	-	-	-	-	4,000	-	4,000	

* Director till 31.03.2019

● **Remuneration to Managing Director:**

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes Nomination & Remuneration

Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under “the Act” and subject to approval of the Members of the Company in General Meeting.

- **Remuneration to Non-Executive Directors:**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board of Directors of such sum as may be approved by the Board of Directors within overall limits prescribed under “the Act” and the Companies (Managerial Remuneration) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

- **Remuneration to Senior Management Employees:**

In determining the remuneration of senior management employees (i.e. KMPs and Executive Committee Members) the Nomination and Remuneration Committee shall consider the following:

- * The relationship of remuneration and performance benchmark is clear.
- * The fixed pay short and long-term performance objectives appropriate to the working of the Company and its goals.
- * The components of remuneration includes salaries, perquisites and retirement benefits
- * The remuneration including annual increment and performance incentives is decided based on criticality of the roles and responsibilities, the company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.
- * The Managing Director will carry out individual performance review based on the standard appraisal matters and after taking into account the appraisal score card and other factors mentioned herein above, recommends the annual increment to the Nomination & Remuneration Committee for its review and approval.

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee.

i) Brief description of terms of reference:

The Committee reviews the performance of the Company's Registrar and Transfer Agent and also recommends the Board measures for overall improvement for better investor services.

ii) Roles & objectives:

- To look into complaints of shareholders and investors pertaining to transfer / transmission of shares, non-receipt of share certificates, non-receipt of dividends, non-receipt of annual reports, issue of duplicate share certificates and other miscellaneous complaints.
- The Committee is responsible for satisfactory Redressal of Investors' complaints.

- o The Stakeholder' Relationship Committee also has a role as defined under Regulation 20(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii) Composition and attendance:

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Mr. R. D. Dixit [Non-Executive & Non Independent Director]	Chairman	4	4
2	Mr. Sachin Menon [Chairman & Managing Director]	Member	4	4
3	Mr. SBP Kulkarni [CFO & Associate Vice President]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

iv) Policy relating to investors:

The Company adopted the policy relating to Investor Relation and the same has been properly executed.

- v) Investor complaints/grievances received during the year 2018-19 are *212 and all were resolved to the satisfaction of shareholders – During the year under review no complaints are pending.

* No. of complaints are mainly related to updation of KYC details.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to the requirements of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has duly constituted the Corporate Social Responsibility (CSR) Committee.

i) Brief description of terms of reference:

The Committee monitors the CSR Policy of the Company which covers the causes for which Company may pursue its CSR activities.

ii) Roles & objectives:

- o Formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the company as specified under Schedule VII;
- o Recommend the amount of expenditure to be incurred on the activities referred in CSR Policy;
- o Monitor the CSR policy of the company from time to time;
- o Any other matter that may be referred by the Board from time to time or as may be necessary for compliance with “the Act” or rules made there under or any other statutory laws of India.

iii) Composition and attendance :

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Mr. Sachin Menon [Chairman & Managing Director]	Chairman	4	4
2	Mr. R. D. Dixit [Non-Executive & Non Independent Director]	Member	4	4
3	Dr. Shivram Bhoje [Non Executive & Independent Director]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

iv) CSR Policy:

The details of projects / activities and corresponding investments and expenditure thereon and monitorisation of projects / activities are laid down in the CSR Policy, the extract of the same is available on the website of the Company viz. www.menonpistons.com.

E) RISK MANAGEMENT COMMITTEE:

The Company has voluntarily constituted Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and mitigation procedures.

i) Brief description of terms of reference:

The Committee is responsible for identifying developments in the environment or in internal operating processes that could materially affect the profile of risks.

ii) Roles & objectives:

- o The Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.
- o The Committee shall review risk trend, exposure and potential impact analysis carried out by management.
- o The Committee shall put in place a mechanism to inform Board members about risk assessment and minimization procedures.
- o To conduct periodical review to ensure that executive management controls risks by means of properly defined framework.

iii) Composition and attendance :

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Mr. Sachin Menon [Chairman & Managing Director]	Chairman	4	4
2	Mr. R. D. Dixit [Non-Executive & Non Independent Director]	Member	4	4
3	Mr. SBP Kulkarni [CFO & Associate Vice President]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

iv) Risk management policy:

In order to mitigate the Risk the Company has adopted the policy which has been properly executed.

F) INTERNAL COMPLAINT COMMITTEE:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a policy for Prevention of Sexual Harassment of Women at Workplace and has adopted the same

i) Roles and Objectives

The objective of this policy is to provide its woman employees, a workplace free from harassment/discrimination and to create an environment wherein every employee is treated with dignity and respect.

ii) Composition and Attendance:

Sr. No.	Name	Designation	No. of Meetings	
			Held	Attended
1	Miss. Yashodhara Nigade [Employee - Quality Incharge]	Chairman	4	4
2	Mrs. Sadhana Zadbuke [Non-Executive & Independent Director]	Member	4	4
3	Mr. SBP Kulkarni [CFO & Associate Vice President]	Member	4	4
4	Mr. Sambhaji Shinde [HR Head]	Member	4	4

The Company Secretary acts as the Secretary to the committee.

4. GENERAL BODY MEETING:

The Details of Annual and Extra Ordinary General Meetings held during last three financial years are as below:

Year	General Meeting	Day	Date	Time	Location	Special Business Transacted
2017-18	AGM	Tuesday	24 th July, 2018	4.00 p.m.	182, Shirol, Kolhapur – 416122	1) Ratification of remuneration of Cost Auditors for the financial year 2018-19.
2016-17	AGM	Saturday	22 nd July, 2017	4.00 p.m.		1) Ratification of remuneration of Cost Auditors for the financial year 2017-18.
2015-16	AGM	Thursday	28 th July, 2016	4.00 p.m.		1) Appointment of Mr. B. M. Hirdekar (DIN: 07317067) as an Independent Director of the Company 2) Ratification of remuneration of Cost Auditors for the Financial year 2016-17.

Note: The Company passed a Special Resolution on 29th March 2019 as per the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through Postal Ballot (Including E-voting) for approval of the members of the Company 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.

The details of the Postal Ballot process are as follows:

Date of Postal Ballot Notice : 22.02.2019	Voting Period: From 28.02.2019 (9.00 am) to 29.03.2019 (5.00 pm)
Date of Approval : 29.03.2019	Date of Declaration of result : 31.03.2019
Votes cast in favour (In Nos.) : 39070378	Votes cast in favour (In %) : 99.9307
Votes casted against (In Nos.): 27100	Votes casted against (In %): 0.0693

5. MEANS OF COMMUNICATION:

The Company has published quarterly and yearly financial results in Business Standard and – Dainik Pudhari after forwarding the same to the Bombay Stock Exchange Limited (BSE) as per the requirements of Listing Regulations. The results are also uploaded on the Company's website, www.menonpistons.com

6. GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting - Day, Date & Time are given below:

AGM-Day, Date & Time	Venue
Saturday the 27 th July, 2019 at 04.30 PM	At the Residency Club, P.O. New Palace, Kolhapur, Maharashtra - 416003

b) Financial Year: 1st April to 31st March .

c) Record Date (Cut off Date): 20th July 2019

d) Listing:

Name of the Exchange	Stock Code	ISIN
Bombay Stock Exchange (BSE)	531727	INE650G01029

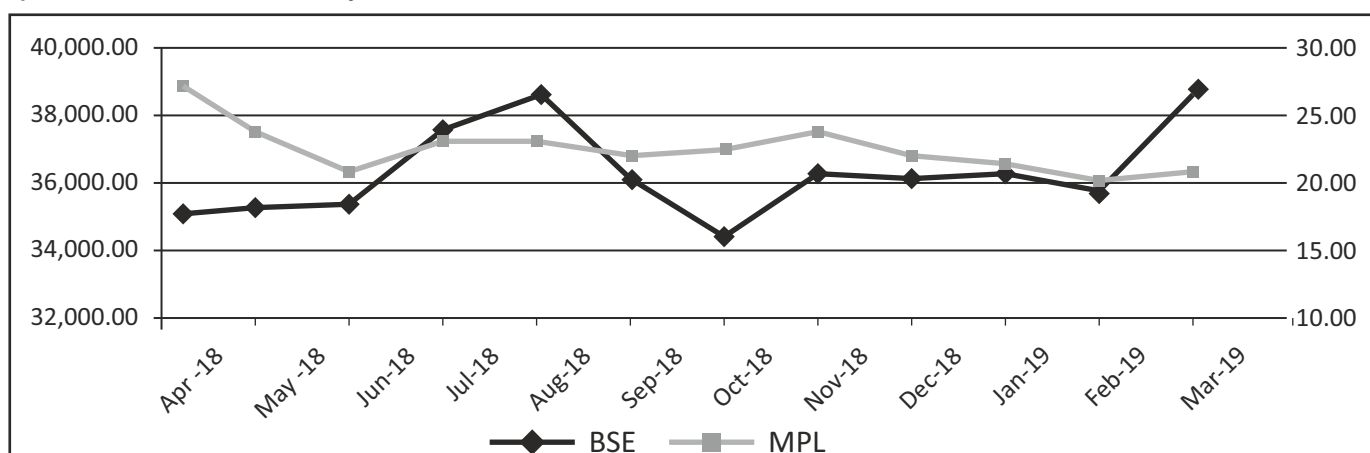
Annual Listing Fee has been paid to the Bombay Stock Exchange Limited (BSE) for the year 2018-19.

e) Market Price Data:

Share Price - High & Low in rupees during each month in the year 2018-19 at BSE:

Month	High (Rs.)	Low (Rs.)	Month	Hlgh (Rs.)	Low (Rs.)
Apr.-2018	30.00	25.35	Oct.-2018	23.25	18.45
May.-2018	27.10	23.00	Nov.-2018	23.70	21.20
Jun.-2018	25.00	19.95	Dec.-2018	23.55	20.55
Jul.-2018	25.10	20.10	Jan.-2019	23.20	19.95
Aug.-2018	24.05	22.00	Feb.-2019	21.95	19.00
Sept.-2018	24.00	21.05	Mar.-2019	22.25	19.35

f) Performance in comparison with BSE SENSEX is as below:



Source: Bombay Stock Exchange (BSE) (www.bseindia.com)



g) Registrar & Share Transfer Agents:

The Company has appointed M/s. Link Intime India Private Limited (Formally known as Intime Spectrum Registry Limited) as its Registrar and Share Transfer Agent with effect from 17th March 2004, to carry out the share transfer work on behalf of the Company.

h) Share Transfer System:

To facilitate the speedy approvals and administrative convenience, the Board has formed a Stakeholders' Relationship Committee, represented by the Board of Directors, to examine the share transfer and related applications. The Committee supervises and ensures efficient transfer of shares and proper and timely attendance of such applications. The committee has been delegated the power of approving transfer, transmission, rematerialisation, dematerialization etc. of shares of the Company. As of 31st March 2019, the Stakeholders' Relationship Committee consists of 3 (Three) members. The share transfer requests are processed through M/s Link Intime India Private Limited. The Company obtains a half yearly certificate from a Company Secretary in Practice of compliance of transfer formalities as required under Regulation 40 (10) of the listing Regulations and also from Company Secretary in whole time employment of the Company along with Registrar and Transfer Agent under the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i) Shareholding Pattern as on 31st March 2019:

Category of Shareholder	No. of Shares held	% age of total Shareholdings
A. Promoter & Promoter Group		
1) Indian		
Indian Individual / Hindu Undivided Family	34270480	67.1970
Indian Body Corporate	3657430	7.1714
Sub Total A1	37927910	74.3685
B. Public Shareholding		
1) Financial Institutions / Banks	6000	0.0118
2) Non- institutions		
Individual share capital upto Rs. 2 Lakh	9556428	18.7381
Individual share capital in excess of Rs. 2 Lakh	1803428	3.5361
Hindu Undivided Family	710227	1.3926
Non Resident Indian (Non Repatriable)	36912	0.0724
Non Resident Indian (Repatriable)	93172	0.1827
Office Bearers	4500	0.0088
Clearing Members	33598	0.0659
Bodies Corporate	827825	1.6232
Sub-Total = B2	13066090	25.6198
B = B1 + B2	13072090	25.6315
Total Shareholding = A + B	51000000	100.00

j) Distribution of Shareholding as on 31st March 2019:

Shareholding of Shares	Number of Shareholders	% to Total	Total Shares Held	% age of Total Shareholdings
001 - 5000	5992	94.3028	4941703	9.6896
5001 - 10000	180	2.8329	1417959	2.7803
10001 - 20000	97	1.5266	1361040	2.6687
20001 - 30000	37	0.5823	929073	1.8217
30001 - 40000	10	0.1574	341102	0.6688
40001 - 50000	10	0.1574	457840	0.8977
50001 - 100000	8	0.1259	605037	1.1863
100001 - Above	20	0.3148	40946246	80.2868
	6354	100.00	51000000	100.00

k) Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2019, **49983950** equity shares were held in dematerialized form.

l) Plant Locations:

Plant I: Piston Division

182, **Shiroli, Kolhapur** – 416122
Phone: 0230-2468041 / 42

Plant II: Pin and Auto Shaft Division

H-1, MIDC, Kupwad Block, **Sangli** – 416436
Phone: 0233-2645179 / 89

m) Investor Contact Details:

Company :-

Mr. Pramod Suryavanshi
Company Secretary
Secretarial Department
182, Shiroli, Kolhapur – 416122
Tel. 0230 2468041 / 2468042
Email: cs@menonpistons.com

Registrar & Transfer Agent:-

M/s. Link Intime India Private Limited
Block No 202, Akshay Complex,
2nd Floor, Near Ganesh Temple,
off Dhole Patil Road, Pune-411001
Tel: +91 20 26160084/ 26161629
Email: pune@linkintime.co.in

n) Unclaimed Dividend:

By virtue of the provision laid down under the “the Act”, all unclaimed/unpaid dividend, remaining unclaimed/unpaid dividend for a period of seven years from the date of transfer to unpaid dividend account is required to be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members, who have not yet encashed their dividend warrants for the financial year 2011-2012 onwards, are requested to make their claims without any delay to the Registrar and Transfer Agents, Link Intime India Private Limited or to the Company.

The information relating to outstanding dividend account/(s) and the dates by which they can be claimed by the shareholders are given below:

Year	Date of Declaration	Transfer to Unpaid a/c (30+7) days	Seven years complete (become Due)	Due Date 7 Years + 30 days (credit the fund within 30 days from become Due)
2011-12	23.08.2012	27.09.2012	26.09.2019	25.10.2019
2012-13	29.08.2013	03.10.2013	02.10.2020	31.10.2020
2013-14	22.07.2014	27.08.2014	26.08.2021	24.09.2021
2014-15	30.07.2015	04.09.2015	03.09.2022	01.10.2022
2015-16	30.03.2016	05.05.2016	04.05.2023	02.06.2023
2016-17	22.07.2017	27.08.2017	26.08.2024	24.09.2024
2017- 18	24.07.2018	29.08.2018	28.08.2025	26.09.2025

In compliance with IEPF rules, the Company has transferred respective shares to DEMAT account of IEPF authority formed under the Ministry of Corporate Affairs for the financial year 2009-10 and the Company is under process for transferring the shares for the financial year 2010-11.

o) Details of total fees paid to Statutory Auditors

(Rs. in lakhs)

Type of Services	2018-19	2017-18
Audit fees	2.55	2.55
Tax audit fees	0.45	0.45
Other services (Certificate , VAT Audit etc	0.37	-
Expenses reimbursed	0.30	-
Total	3.67	3.00

p) Code of Conduct:

The Board of Directors has adopted the code of conduct for directors and senior management. The said code has been communicated to the directors and the members of the senior management. They have confirmed compliance with the said code. The code has been uploaded on the Company's website viz. www.menonpistons.com

q) Performance evaluation of the Board, its various Committees and the Directors:

Your Company conducted the annual performance evaluation of the Board, its various committees and the directors individually. The performance of the Board was evaluated by the Board after seeking inputs from all the directors and senior management on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

r) CEO / CFO Certification:

A certificate from the Managing Director & CFO on the financial terms of the Company in terms of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 was placed before the Board, who took the same on record.

s) **Management Discussion and Analysis:**

The detailed Management Discussion and Analysis is given as a separate section in this Annual Report.

t) **Reconciliation of Share Capital:**

A qualified Practicing Company Secretary carried out a Reconciliation of Shares Audit on quarterly basis to reconcile the total share capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) along with physical holding and the total issued and listed share capital. The audit confirms that the total issued/paid-up capital is in agreement with total number of shares in physical form and total number of dematerialized shares held with NSDL & CDSL. The status on complaints is reported to the Board of Directors as an agenda item. During the year the company received 212 requests from the shareholders and all have been resolved during the year to the satisfaction of the investors and as on 31st March 2019, there were no pending complaints and requests.

u) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of Complaints
1	Complaints filed during the financial year	Nil
2	Complaints disposed of during the financial year	Nil
3	Complaints pending as on end of the financial year	Nil

7. **DISCLOSURES:**

- a) Related party transactions during the year have been disclosed as part of financial statements as required under Indian Accounting Standard issued by The Institute of Chartered Accountants of India. The Audit Committee reviews these transactions. The Policy on Related Party Transactions has been uploaded on the website of the Company i.e. www.menonpistons.com.
- b) There were no instances of non-compliance by the company or penalties, strictures imposed on the company by stock exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the reporting period of last three years.
- c) The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has whistle blower policy wherein the employees are encouraged to report violation of laws, rules and regulations. The confidentiality of such reporting is maintained and is not subject to any discriminatory practice. We affirm that no employee has been denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company.
- d) During the year, the Company has fully complied with the mandatory requirements of corporate governance as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company voluntarily formulated Risk Management Committee and it has been complying the respective provisions applicable to it.

- e) To promote ethical conduct and maintain high standards in carrying out business transactions of the company, a Code of Conduct has been laid down for procedures to be followed by Board members and the senior management employees. This code is also posted on the company's website.
 - f) The Managing Director and CFO have issued a certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the company's affairs. The said certificate is annexed.
 - g) No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three year.
- 8.** The Company has complied provisions as prescribed in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Regulations 21 and 24 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

DECLARATION
Compliance with Code of Conduct

As provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March 2019.

For Menon Pistons Limited

Sachin Menon
Chairman & Managing Director
DIN: 00134488

CEO / CFO CERTIFICATION

As required by SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, we have certified to the Board that for the financial year ended 31st March 2019, the Company has complied with the requirements as prescribed therein.

For Menon Pistons Limited

Sachin Menon
Chairman & Managing Director
DIN: 00134488

Mr. SBP Kulkarni
CFO & Associate Vice President

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Members,
Menon Pistons Limited.**

We have examined the compliance of conditions of Corporate Governance by Menon Pistons Limited (the Company) for the year ended on 31st March, 2019, as stipulated under Regulation 15 (2) read with Schedule V Part E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s P. G. Bhagwat
Chartered Accountants
Firm Registration Number: 101118W

Mr. Akshay B. Kotkar
Partner
Membership No.: 140581

Place : Kolhapur
Date : 10th May, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

STRUCTURE OF THE INDUSTRY:

Your Company is in manufacturing of auto components such as Pistons, Gudgeon Pins, Rings, Auto shafts required for commercial vehicles, tractors, passenger cars and heavy duty stationery engines. The market is divided into many segments such as export market, replacement market, OEM market. These are distinct from one another and have distinct advantages and plights.

INDUSTRY OVERVIEW:

The Automotive Industry, globally, as well as in India, is one of the key sectors of the economy. India's automotive industry is well-positioned for growth, servicing both domestic demand and, increasingly, export opportunities. Automotive industry has a strong multiplier effect and acts as one of the drivers of economic growth.

The auto industry is highly competitive, consisting of organized as well as unorganized sectors and is highly fragmented with a significant number of small and medium-sized companies because of which the business rules are changing to meet the tough competition.

DEVELOPMENTS:

The Company has very good opportunities because of long term business relationship with valued customers both in domestic OEM's and replacement market & Export and also in time supplies, superior quality products.

The Company continues its drive for sustainable growth in this growing domestic automotive industry. In view of strong support of OEM's and because of establishing good distribution network, Company is poised for good growth. Several cost effective and time-bound steps have been taken with technical support from our technical collaborators, South Korea to meet the changing expectations of customer, challenges of price competition and also zero defect quality and delivery.

GOVERNMENT INITIATIVES:

Increased government spending on rural development, investment in infrastructure, lower inflation leading to lower interest rates and implementation of GST are expected to have positive impact on growth of automobiles production in 2019-20.

ROAD AHEAD:

The rapidly globalising world is opening new avenues for the transportation industry, generating the need for more efficient, safe and reliable modes of transportation, which is subsequently adding to the auto component industry's growing opportunities.

OPPORTUNITIES AND THREATS:

Government has indicated plans to promote manufacturing of Electric Vehicles in the country. Introduction of Electric Vehicles, although several years away, may eventually have some impact on the usage of internal combustion Engines. Further, lack of policy clarity or a road map for implementation of Electric Vehicles is also creating some uncertainty in the industry about the long term prospects. However, the Company is taking several steps to protect its long term interests.

OUTLOOK:

The short term and medium term outlook for automotive sector in India is positive. Revival of economy post demonetization, implementation of Goods & Services Tax and growth in pace of infrastructure development should also contribute to increase in sales across all vehicle segments.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control system has been designed in order to provide the directors and the audit committee with reasonable assurance that its assets are safeguarded, transactions are properly authorized and recorded, material errors and irregularities are either timely prevented or

detected. The internal controls system provides the board an independent, reasonable assurance of the adequacy of effectiveness of the organizations risk management, control and governance process. The board of directors continuously assesses opportunities for improvements in business process, systems, control and also putting in place standard operating practices.

Thus effective internal control structure has been set up in the company to enhance organizational performance and contribute towards accomplishment of its objectives.

RISK & CONCERNS:

Increase in commodity prices and also increasing fuel process are creating some uncertainty in the mind of consumers, affecting demand. Continuous demand from customers for price reduction along with increase in price of raw materials may affect the margins of the Company. Company is working on productivity improvement, rejection reduction and cost reduction projects to mitigate the impact of the price reduction.

ENVIRONMENT:

The Company believes that, by nature, our operations have a minimal impact on the environment. However, we acknowledge that there are inevitable environmental impacts associated with daily operations. We strongly encourage the internationally established 3 R's reduce, re-use, recycle. In the course of our operations we seek to identify opportunities to reduce/ keep it at minimum consumption of energy, water and other natural resources. We also strive to re-use and recycle where possible and dispose of non-recyclable items responsibly, thereby minimizing impact on the environment.

HUMAN RELATIONS, WORKERS' WELFARE, INCLUSIVE DEVELOPMENT ACTIVITIES:

At your Company, we assure to provide environment for continuous innovation and improvement by rewarding the employees for the dedicated efforts made by them in achieving Company's goal. We

believe whatever we achieved from where we started our journey long back is the result of our team. So, we consistently aim to provide a sustainable environment for learning right from the stage of recruitment to retention.

FINANCIAL STATEMENTS:

The financial statements have been prepared in accordance with the requirements of the Companies Act & Indian Accounting Standards as prescribed by the Government. The board of director believes that it has been the objective and prudent in making estimates and judgments relating to the financial statements and confirms that these financial statements are a true and fair presentation of the company's operations of the year.

KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, the Company is required to give details of significant changes (changes of 25% or more as compared to immediately previous financial year) in financial ratios are as follows.

Particulars	2018-19	2017-18
Debtors Turnover Ratio	3.68	4.12
Inventory Turnover Ratio	9.34	9.44
Interest Coverage Ratio	34.33	12.99
Current Ratio	2.96	2.62
Debt Equity Ratio	1.31	1.40

The details of return on net worth is as follows

Particulars	2018-19	2017-18
Return on net worth (%)	0.13	0.10

STATUTORY COMPLIANCE:

The Chairman & Managing Director and Chief Financial Officer makes a declaration at each Board Meeting regarding the compliance with provisions of various statutes after obtaining confirmations from all the units of the company. The Company ensures compliance with SEBI regulations and provisions of the listing agreement.

CAUTIONARY STATEMENT:

Statements made in this Management Discussion Analysis report describing the Company's projections expectations, estimates, global conditions, government policies etc contain forward looking statements based upon the data available with the Company. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future based on this data and the assertions made in the report. Therefore it is cautioned that the actual results may materially differ from those expressed or implied in and through this analysis.

Place : Kolhapur

Date : 10.05.2019

SEGEMENTWISE & PRODUCTWISE PERFORMANCE:

The Company has only one segment of activity namely "Automotive Component". Therefore, segment-wise performance is not applicable

DISCUSSION ON FINANCIAL & OPERATION PERFORMANCE:

During the year, Company has made turnover of Rs. 156.10 Crores as compared to Rs. 149.72 Crores during the previous financial year whereas profit after tax for the year is Rs. 10.07 Crores as against Rs. 7.02 Crores in the previous financial year.

**For and on Behalf of The
Board of Directors**

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



CERTIFICATE

[Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

The Members,
Menon Pistons Limited
182, Shirol, Kolhapur - 416122

We have examined the relevant books, papers, minutes books, forms and returns filed, Notices received from the Directors during the last financial year, and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives of Menon Pistons Limited, (CIN: L34300MH1977PLC019823) having its Registered office at 182, Shirol, Kolhapur - 416122 for the purpose of issue of a Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR), as amended vide notification no SEBI/LAD/NRO/GN/2018/10 dated May 9, 2018 issued by SEBI.

In our opinion and to the best of our knowledge and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that None of the Directors as stated below who are on the Board of the Company as on 31st March 2019 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by SEBI/Ministry of Corporate Affairs or any such other statutory authority.

Sr.No	DIN	Name of the Director	Designation	Date of Appointment
1	00134488	Sachin Ram Menon	Managing Director	15/06/1991
2	00205336	Ajitkumar Srinivasan Belur	Additional Director	28/12/2005
3	00626827	Ramesh Dattatraya Dixit	Director	10/02/1981
4	06978368	Sadhana Subhash Zadbuke	Director	02/11/2014

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DVD & Associates
Company Secretaries

Devendra Deshpande
Proprietor
FCS 6099
CP 6515

Place: Kolhapur
Date: 10.05.2019

INDEPENDENT AUDITOR'S REPORT
To the Members of Menon Pistons Limited
Report on the Indian Accounting Standards (Ind AS) Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Menon Pistons Limited (“the Company”), which comprises the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity, and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Ind AS Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent to the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Following is the Key Audit Matter identified which is of most significance:

- **Evaluation of Information Technology (IT) controls:**
Monitoring IT controls and procedures with regards to its policies and governance to increase credit worthiness of financial reporting is of most significance. We have considered IT as a key audit matter for lapses, failure, incorrect input data and wrong extraction of data may result in wrong financial reporting.

Audit procedures performed:

We have performed following substantive audit procedures:

- We have reviewed the overall system controls and IT frameworks established by the company.
- We have carried out audit procedures in accordance with standards on auditing guidelines towards implementation of IT policies and procedures followed by the company, in order to effective monitoring, control and evaluate the IT applications and controls to ensure effective implementation of IT policies and procedures.



- We have validated the output generated by the system, for which we have manually verified selected cases and satisfied the accuracy of the reports.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Annual Report but does not include the standalone Ind AS financial statements, Secretarial Report and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management and those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in

accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in

the “Annexure A”, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no.32 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2019.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. Except shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. The Company is in the process of transferring such shares to Investor Education and Protection Fund.

For M/s P. G. Bhagwat
Chartered Accountants
FRN- 101118W

Akshay B. Kotkar
Partner
Membership No. 140581

Place : Kolhapur
Date : 10.05.2019

Annexure - A to the Auditor's Report

Referred to in paragraph 1 of our Report on Other Legal and Regulatory Requirements of even date to the Members of Menon Pistons Limited.

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company are physically verified by the Management as per policy. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of immovable properties as disclosed in note 1 on fixed assets to the financial statements, are held in the name of the company.
- (ii) The inventory was physically verified during the year by the management. In our opinion the frequency of verification is reasonable. Discrepancies between the physical stock and the book records noticed on verification were properly dealt with in the books of accounts.
- (iii) According to information and explanations given to us, the Company had granted unsecured loans to a company covered in the register maintained under section 189 of the Companies Act 2013 in respect of which;
 - (a) The terms and conditions of the grant of such loan are in our opinion, prima facie not prejudicial to the Company's interest.
 - (b) The principal amount is repayable on demand and schedule of payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular.
 - (c) There is no amount due for more than 90 days at the balance sheet date.
- iv) According to information & explanations given to us, in our opinion in respect of loan, investment, guarantees and security provision of Sections 185 and 186 of the Companies Act, 2013 has been complied with.
- v) According to information and explanation given to us, the Company has not accepted any deposits from public, accordingly the reporting under Clause 3 (v) of the Companies (Auditor's report) Order, 2016, is not applicable to the Company.
- (vi) We have broadly reviewed the books of accounts and records maintained by the Company relating to manufacture of base metals castings (Auto-components of Aluminium & Steel) pursuant to the rules made by Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) According to information and explanation given to us, the Company is generally regular in depositing undisputed statutory dues with appropriate authorities including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services tax, cess and any other statutory dues applicable to it.

- (b) According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales-Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to information and explanation given to us, there are no dues of Income tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Goods and Services tax and Cess which have not been deposited on account of any dispute other than those mentioned below:

Rupees in Lakhs

Sr. No.	Statutory Dues	Forum	Outstanding Balance
1	Sales Tax	Dy. Commissioner of Sales Tax (Appeals) Pune.	5.00
2	Service Tax Liability (2007- 09)	CCE (Appeals) Pune-II.	3.31
3	Service Tax Liability (2009-10)	CCE (Appeals) Pune-II.	0.96
4	Central Sales Tax (2009-10)	Sales Tax Tribunal, Mumbai.	8.62
5	Maharashtra Value Added Tax (2009-10)	Sales Tax Tribunal, Mumbai.	4.61

- (viii) According to information and explanations given to us, in our opinion the Company has not defaulted in repayment of loans and borrowings to any bank. Also, according to information and explanations given to us, in our opinion, Company neither has any loans or borrowings from financial institution, Government nor issued any debentures.
- (ix) According to the information and explanation given to us, in our opinion the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the reporting under Clause 3 (ix) of the Companies (Auditor's report) Order, 2016, is not applicable to the Company.
- (x) According to information and explanation given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to information and explanation given to us and based on our examination of the records of the Company, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company, accordingly the reporting under Clause 3 (xii) of the Companies (Auditor's report) Order, 2016, is not applicable to the Company.
- (xiii) According to information & explanation given to us, in our opinion all transactions with related parties are in compliance with sections 177 & 188 of Companies Act 2013 wherever applicable and the details have been disclosed in notes to accounts of Financial Statements as per Indian Accounting Standard 24 - Related Party Disclosures.
- (xiv) According to Information & Explanation given to us, the Company has not issued shares by way of preferential allotment/private placement of shares or fully or partly convertible debentures during the year under review, accordingly provisions of section 42 of the Companies Act 2013 are not applicable to the Company.

- (xv) According to information & explanation given to us, the Company has not entered into non-cash transactions with directors or persons connected with him; accordingly, provisions of section 192 are not applicable to the Company.
- (xvi) According to information & explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s P. G. Bhagwat
Chartered Accountants
FRN- 101118W

Place : Kolhapur
Date : 10.05.2019

Akshay B. Kotkar
Partner
Membership No. 140581

Annexure - B to the Auditor's Report

(Referred to in paragraph 2(f) of our Report on Other Legal and Regulatory Requirements of even date to the Members of Menon Pistons Limited)

Report on the Internal Financial Controls with reference to Standalone Ind AS Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to Standalone Ind AS Financial Statements of Menon Pistons Limited (“the Company”) as of 31st March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the existence of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to Standalone Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to Standalone Ind AS Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to Standalone Ind AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s P. G. Bhagwat
Chartered Accountants
FRN- 101118W

Place : Kolhapur
Date : 10.05.2019

Akshay B. Kotkar
Partner
Membership No. 140581

Balance Sheet

As at March 31, 2019

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
I. Non-current assets		3,725.49	3,260.34
(a) Property, plant and equipment	1	3,111.16	2,702.63
(b) Capital work-in-progress		-	-
(c) Investment property		-	-
(d) Other Intangible assets	1	15.94	18.11
(e) Intangible assets under development		-	-
(f) Financial assets			
(i) Investments	2	0.37	0.37
(ii) Trade receivables		-	-
(iii) Loans	3	144.60	140.55
(iv) Other financial assets		-	-
(g) Deferred tax assets (net)		-	-
(h) Other non-current assets	4	453.43	398.68
II. Current assets		6,448.26	6,763.70
(a) Inventories	5	1,670.75	1,586.10
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	6	4,368.56	4,104.01
(iii) Cash and cash equivalents	7a	137.67	192.95
(iv) Bank balance other than (iii) above	7b	47.91	69.90
(v) Loans	8	-	562.87
(vi) Other financial assets	9	8.68	11.41
(c) Contract assets		-	-
(d) Assets held for sale		-	-
(e) Other current assets	10	214.70	236.47
Total Assets		10,173.75	10,024.04
EQUITY AND LIABILITIES			
Equity		7,771.61	7,147.59
(a) Equity Share Capital	11	510.00	510.00
(b) Other Equity			
Capital Reserve	12	50.66	50.66
General Reserve	12	1,098.89	998.89
Securities Premium	12	807.50	807.50
Retained Earnings	12	5,304.56	4,780.54

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
LIABILITIES			
I. Non-current liabilities		247.54	284.46
(a) Financial liabilities			
(i) Borrowings	13	-	-
(ii) Trade Payables		-	-
(b) Long-term provisions	14	78.44	74.20
(c) Deferred tax liabilities (net)	15	169.10	210.26
(d) Other non-current liabilities		-	-
II. Current liabilities		2,154.60	2,592.00
(a) Financial liabilities			
(i) Borrowings	16	244.83	816.58
(ii) Trade and other payables			
(a) Total outstanding dues of micro and small enterprises	17	247.04	-
(b) Total outstanding dues other than (ii) (a) above	17	852.75	1,041.98
(iii) Other Financial Liabilities	18	602.87	585.89
(b) Contract Liabilities			
(c) Other current liabilities	19	195.82	135.55
(d) Short-term provisions	20	11.29	12.00
Total Equity and Liabilities		10,173.75	10,024.04
Corporate Information	30		
Significant accounting policies	31		
The accompanying notes are an integral part of the financial statements. (32-45)			

As per our report of even date
M/s. P. G. Bhagwat
Chartered Accountants
FRN:101118W

For and on behalf of the Board of Directors of
Menon Pistons Limited

Mr. Akshay B. Kotkar
Partner
Membership No.140581

Mr. Sachin Menon
Chairman & Managing Director
DIN:00134488

Mr. R. D. Dixit
Director
DIN:00626827

Place : Kolhapur
Date : 10.05.2019

Mr. S.B.P. Kulkarni
CFO & Associate Vice President

Mr. Pramod Suryavanshi
Company Secretary

Statement of Profit and Loss

For the year ended March 31, 2019

(Rs. in Lakhs)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
Income			
Revenue from operations	21	15,610.12	14,972.01
Other income	22	68.45	149.79
Total Income		15,678.57	15,121.80
Expenses			
Cost of Raw Materials and Components Consumed	23	6,584.17	6,226.88
Purchase of traded goods		-	-
Changes in inventories of finished goods, Work in - Progress and traded goods	24	(27.38)	78.46
Excise Duty on Sale of Goods		-	364.14
Employee benefit expenses	25	1,825.24	1,750.77
Finance costs	26	42.12	98.82
Depreciation and amortisation expense	27	483.11	440.86
Other expenses	28	5,367.41	4,976.77
Total expenses		14,274.67	13,936.70
Profit/ (loss) before exceptional items and tax		1,403.90	1,185.10
Exceptional items [Income / (Expense)]		-	-
Profit before tax		1,403.90	1,185.10
Tax expense	29	396.30	482.60
Current tax		421.00	520.00
Taxes related to earlier years		10.43	-
Deferred tax		(35.13)	(37.40)
Profit for the year		1,007.60	702.50
Other comprehensive income			
Items not to be reclassified to Profit or Loss (net of tax)			
in subsequent periods :		(14.67)	(16.85)
Re-measurements of Post Employment obligations		(20.70)	(25.77)
Income tax effect on above		6.03	8.92
Total comprehensive income for the year, net of tax		992.93	685.65

(Rs. in Lakhs)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
Earnings per equity share	35		
Nominal value per share Re.1/- (March 31, 2018 : Re.1/-)			
Basic		1.98	1.38
Diluted		1.98	1.38
Significant accounting policies	31		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date
M/s. P. G. Bhagwat
Chartered Accountants
FRN:101118W

For and on behalf of the Board of Directors of
Menon Pistons Limited

Mr. Akshay B. Kotkar
Partner
Membership No.140581

Mr. Sachin Menon
Chairman & Managing Director
DIN:00134488

Mr. R. D. Dixit
Director
DIN:00626827

Place : Kolhapur
Date : 10.05.2019

Mr. S.B.P. Kulkarni
CFO & Associate Vice President

Mr. Pramod Suryavanshi
Company Secretary

Cash Flow Statement

For the year ended on March 31, 2019

(Rs. in Lakhs)

	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A	Cash flows from operating activities		
	Net profit before taxes	1,403.90	1,185.10
	Adjustments for :-		
	Depreciation	483.11	440.86
	Debit Balances Written off	-	54.25
	Assets written off	-	0.71
	Interest income	(28.65)	(116.64)
	Interest expenses	42.12	98.82
	Dividend received	(0.04)	(0.04)
	Profit on Sale of Assets	(12.64)	(5.00)
	Operating profits before working capital changes	1,887.80	1,658.06
	Adjustments for :-		
	(Increase)/decrease in trade and other receivables	295.34	(573.84)
	(Increase)/decrease in Inventories	(84.65)	106.95
	Increase/(decrease) in trade and other payables	(451.04)	(547.83)
	Cash generated from operations	1,647.45	643.34
	Income tax paid	(510.73)	(527.72)
	Net cash from operating activities	1,136.72	115.62
B	Cash flows from investing activities		
	Purchase of fixed assets	(832.58)	(408.27)
	Proceeds from sale of other fixed assets	17.60	5.00
	Increase/(decrease) in fixed deposits	23.31	667.98
	Interest received	31.38	112.46
	Dividend received	0.04	0.04
	Net cash from investing activities	(760.25)	377.21
C	Cash flows from Financing activities		
	Proceeds from long term borrowings	-	-
	Repayment of long term borrowings	(13.22)	(12.16)
	Interest paid	(48.31)	(98.82)
	Dividend and Dividend distribution tax	(370.22)	(306.04)
	Net cash from investing activities	(431.75)	(417.02)
	Net increase in cash and cash equivalents	(55.28)	75.81
	Cash and cash equivalents at beginning of period (refer note 7a)	192.95	117.14
	Cash and cash equivalents at the end of period (refer note 7a)	137.67	192.95

Notes to Cash Flow Statement

1. Cash Flow Statement has been prepared under indirect method set out in Ind AS-7 Statement of Cash Flows.
2. For Net-debt Reconciliation Statement refer note-16
3. For Company's Policy on Cash and Cash equivalents refer note 31.7 of Significant Accounting Policies.

As per our report of even date
M/s. P. G. Bhagwat
Chartered Accountants
FRN:101118W

For and on behalf of the Board of Directors of
Menon Pistons Limited

Mr. Akshay B. Kotkar
Partner
Membership No.140581

Mr. Sachin Menon
Chairman & Managing Director
DIN:00134488

Mr. R. D. Dixit
Director
DIN:00626827

Place : Kolhapur
Date : 10.05.2019

Mr. S.B.P. Kulkarni
CFO & Associate Vice President

Mr. Pramod Suryavanshi
Company Secretary

Statement of changes in Equity for the year ended March 31, 2019

A. Equity Share Capital (Note 11)

(Rs. in Lakhs)

Equity Shares issued, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2017	5,10,00,000	510.00
Issue/Reduction, if any during the year	-	-
As at March 31, 2018	5,10,00,000	510.00
Issue/Reduction, if any during the year	-	-
As at March 31, 2019	5,10,00,000	510.00

B. Other Equity (Note 12)

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Total equity
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	
As at April 1, 2017	50.66	998.89	807.50	4,401.80	6,258.85
Profit for the Year	-	-	-	702.50	702.50
Other Comprehensive income for the year	-	-	-	(16.85)	(16.85)
Total Comprehensive Income for the Year	-	-	-	685.65	685.65
Final Dividend for the year ended March 31, 2017	-	-	-	(255.00)	(255.00)
Tax on final dividend for the year ended March 31, 2017	-	-	-	(51.91)	(51.91)
As at March 31, 2018	50.66	998.89	807.50	4,780.54	6,637.59
Profit for the Year	-	-	-	1,007.60	1,007.60
Other Comprehensive income for the year	-	-	-	(14.67)	(14.67)
Total Comprehensive income for the year	-	-	-	992.92	992.92
Transfer to General Reserve	-	100.00	-	(100.00)	-
Final Dividend for year ended March 31, 2018	-	-	-	(306.00)	(306.00)
Tax on final dividend for the year ended March 31, 2018	-	-	-	(62.90)	(62.90)
As at March 31, 2019	50.66	1,098.89	807.50	5,304.56	7,261.61

The accompanying notes are an integral part of the Financial statements.

As per our report of even date
M/s. P. G. Bhagwat
 Chartered Accountants
 FRN:101118W

For and on behalf of the Board of Directors of
Menon Pistons Limited

Mr. Akshay B. Kotkar
 Partner
 Membership No.140581

Mr. Sachin Menon
 Chairman & Managing Director
 DIN:00134488

Mr. R. D. Dixit
 Director
 DIN:00626827

Place : Kolhapur
 Date : 10.05.2019

Mr. S.B.P. Kulkarni
 CFO & Associate Vice President

Mr. Pramod Suryavanshi
 Company Secretary

Notes to Financial Statements

Note 1: Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Tangible Assets										Intangible asset			Grand Total			
	Land Free hold	Land Lease hold	Building	Plant & Equipm-ent	Compu-ter	Electrical Install-ation	Furnitu-re & Fixtures	Office Equipm-ents	Vehicles	Total	Goodwill	Softwa-res	Total				
Gross Block																	
As at April 1, 2017	3.76	4.76	1,190.39	6,780.97	119.45	631.53	139.94	103.36	98.50	9,072.66	0.71	50.30	51.01	9,123.67			
Additions	-	-	6.52	153.25	8.82	0.48	19.61	18.82	-	207.49	-	16.58	16.58	224.07			
Disposals	-	-	-	-	-	-	-	-	-	-	0.71	-	0.71	0.71			
Impairment of asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
As at March 31, 2018	3.76	4.76	1,196.91	6,934.22	128.27	632.00	159.55	122.18	98.50	9,280.16	-	66.88	66.88	9,347.03			
Additions	-	-	115.15	687.08	7.46	16.29	47.60	15.00	-	888.57	-	5.84	5.84	894.42			
Disposals	-	-	2.03	4.20	-	-	-	-	-	6.23	-	-	-	6.23			
Impairment of asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
As at March 31, 2019	3.76	4.76	1,310.03	7,617.10	135.73	648.30	207.15	137.18	98.50	10,162.50	-	72.72	72.72	10,235.22			
Depreciation/Amortisation																	
As at April 1, 2017	-	0.16	451.98	4,941.17	100.27	430.31	91.65	81.06	44.05	6,140.64	-	44.79	44.79	6,185.43			
Charge for the year	-	0.01	44.90	324.02	8.57	36.73	8.80	6.13	7.73	436.88	-	3.98	3.98	440.86			
Depreciation on disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
As at March 31, 2018	-	0.16	496.88	5,265.18	108.84	467.04	100.45	87.19	51.78	6,577.53	-	48.76	48.76	6,626.29			
Charge for the year	-	0.01	48.57	354.24	9.61	36.39	10.66	7.87	7.73	475.09	-	8.02	8.02	483.11			
Depreciation on disposal	-	-	1.27	-	-	-	-	-	-	1.27	-	-	-	1.27			
As at March 31, 2019	-	0.17	544.18	5,619.43	118.44	503.44	111.12	95.07	59.50	7,051.34	-	56.78	56.78	7,108.12			
Net block																	
At March 31, 2019	3.76	4.59	765.85	1,997.67	17.29	144.86	96.03	42.11	39.00	3,111.16	-	15.94	15.94	3,127.10			
At March 31, 2018	3.76	4.60	700.04	1,669.03	19.43	164.96	59.10	34.99	46.72	2,702.63	-	18.11	18.11	2,720.74			

Notes:

- Contractual obligations :
Refer note no 33 for estimated amount of contract remaining to be executed on capital account.
- Impairment loss :
No Provision for Impairment loss is made during the year.
- PPE pledged as security :
Company has hypothecated Property, Plant and Equipments - Vehicles & Land and Building situated at 182, Shiroli, Kolhapur & at H-1, MIDC, Kupwad, Sangli, against the Borrowings from HDFC Bank & IDBI Bank.
- Capital work in progress / Intangible asset under development: Nil; Previous year - Nil
- For depreciation and amortisation refer accounting policy (Note 31.7).

Notes to the Financial Statements

Note 2 : Non-current investments	Par Value / Face Value Per Unit Rs.	As at March 31, 2019		As at March 31, 2018	
		Number	Rs. in Lakhs	Number	Rs. in Lakhs
At Fair value through Other Comprehensive Income (FVTOCI)					
Investment In Unquoted Equity Instruments					
Shree Warna Sahakari Bank Ltd	10.00	3,675	0.37	3,675	0.37
Total			0.37		0.37
Aggregate amount of quoted Investments			-		-
Aggregate amount of unquoted Investments			0.37		0.37
Aggregate amount of impairment loss			-		-

1. Refer Note-40 for Financial assets at fair value through other comprehensive income- unquoted equity instruments.
2. Refer Note 41A on risk management objectives and policies for financial instruments.

(Rs. in Lakhs)

Note 3 : Loans (Non current)	As at March 31, 2019	As at March 31, 2018
Security Deposits	144.60	140.55
Break-up for security details :	144.60	140.55
Secured, Considered good	-	-
Unsecured, Considered good	144.60	140.55
Significant Increase in credit risk	-	-
Credit Impaired	-	-
Less : Loss Allowance	-	-
TOTAL	144.60	140.55

Deposits are measured at amortised cost.

(Rs. in Lakhs)

Note 4 : Other non-current assets	As at March 31, 2019	As at March 31, 2018
Capital Advance	183.59	208.14
To Related Parties	76.04	103.58
To Others	107.55	104.56
Sales Tax recoverable	26.00	26.00
Tax paid in advance (Net of Provision)	241.81	162.52
Other Non Current assets	2.03	2.03
TOTAL	453.43	398.68
Advance to Directors or to firm / Private company where Director is interested	76.04	103.58

Notes to the Financial Statements

(Rs. in Lakhs)

Note 5 : Inventories	As at March 31, 2019	As at March 31, 2018
Raw Materials and Components	331.99	297.37
Work in Progress	211.44	296.87
Finished Goods	725.57	612.76
Finished goods	704.05	594.32
Finished goods in transit	21.52	18.44
Stores and Spares	401.75	379.09
TOTAL	1,670.75	1,586.10

Amount Recognized in Profit and Loss Account:

Write-Down of Inventory to net realizable value amounts to Rs. NIL (March 31, 2018; Rs. NIL). These were recognized as expenses during the year and included in 'Changes in inventories of finished goods, Work in Progress and traded goods

(Rs. in Lakhs)

Note 6 : Trade receivables	As at March 31, 2019	As at March 31, 2018
Trade Receivables	4,368.56	4,104.01
From Related Parties	983.54	941.44
From others	3,385.02	3,162.57
Break-up for security details :	4,368.56	4,104.01
Secured, Considered good	-	-
Unsecured, Considered good	4,368.56	4,104.01
Significant Increase in credit risk	-	-
Credit Impaired	-	-
Less : Loss Allowance (Allowance for bad and doubtful debts)	-	-
TOTAL	4,368.56	4,104.01

- Trade receivables are measured at amortised cost.
- No Trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.
- For details of debts due from firms or private companies in which any director is a partner, a director or a member, refer note 37 of related party transactions.
- Trade receivables are non-interest bearing and are generally on terms of 30 to 75 days.
- Refer Note 41A & 41B on credit risk of trade receivable, which explains how the Company manages and measures credit quality of trade receivables that are neither past due nor impaired.

Notes to the Financial Statements

(Rs. in Lakhs)

Note 7a : Cash and cash equivalents	As at March 31, 2019	As at March 31, 2018
Cash on hand	3.45	2.50
Balance with Bank		
Current accounts	134.22	190.45
Deposits with bank	-	-
TOTAL	137.67	192.95

Rs in Lakhs

Note 7b : Other bank balances	As at March 31, 2019	As at March 31, 2018
Unpaid dividend accounts	15.25	13.93
Deposits with original maturity of more than three months but less than 12 months	32.66	55.97
TOTAL	47.91	69.90

Refer Note 41A on risk management objectives and policies for financial instruments.

(Rs. in Lakhs)

Note 8 : Loans (Current)	As at March 31, 2019	As at March 31, 2018
Advances to Related Parties	-	562.87
Break-up for security details :		562.87
Secured, Considered good	-	-
Unsecured, Considered good	-	562.87
Significant Increase in credit risk	-	-
Credit Impaired	-	-
Less : Loss Allowance	-	-
TOTAL	-	562.87

- Loans are measured at amortised cost.
- Loans are non-derivative financial assets carried at amortised cost which generate a fixed or variable interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties.

(Rs. in Lakhs)

Note 9: Other financial assets (Current)	As at March 31, 2019	As at March 31, 2018
Others: Interest receivable on Bank Deposits	8.68	11.41
TOTAL	8.68	11.41

- Other financial assets are measured at amortised cost.
- Refer Note 41A on risk management objectives and policies for financial instruments.

Notes to the Financial Statements

(Rs. in Lakhs)

Note 10 : Other current assets	As at March 31, 2019	As at March 31, 2018
Advances to Suppliers & others Unsecured, Considered Good	26.21	25.35
Related Parties	5.81	5.81
Others	20.40	19.54
Claims receivable	15.72	15.72
Deposits and receivables from excise	-	-
Sales tax / VAT / service tax receivable (net)	15.72	15.72
Prepaid Expenses	74.78	67.52
Advances to Staff	4.40	1.62
Employee Benefit Obligation- Gratuity (Refer Note 36)	72.80	109.12
Other Current Asset	20.78	17.14
TOTAL	214.70	236.47

Note 11 : Share capital	No. of shares	Rs in Lakhs
Authorised share capital		
As at April 1, 2017	5,50,00,000	550.00
Increase/(decrease) during the year	-	-
As at March 31, 2018	5,50,00,000	550.00
Increase/(decrease) during the year	-	-
As at March 31, 2019	5,50,00,000	550.00
Issued share capital		
As at April 1, 2017	5,10,00,000	510.00
Increase/(decrease) during the year	-	-
As at March 31, 2018	5,10,00,000	510.00
Increase/(decrease) during the year	-	-
As at March 31, 2019	5,10,00,000	510.00
Subscribed and fully paid up		
As at April 1, 2017	5,10,00,000	510.00
Increase/(decrease) during the year	-	-
As at March 31, 2018	5,10,00,000	510.00
Increase/(decrease) during the year	-	-
As at March 31, 2019	5,10,00,000	510.00

1. Terms/Rights attached to the equity shares

- a. The Company has only one class of equity shares having a par value of Re.1/-each. Each equity shareholder is entitled to one vote per share and has a right to receive dividend as recommended by Board of Directors subject to the necessary approval from the shareholders. The Company declares and pays dividend in Indian Rupees.



Notes to the Financial Statements

2. Number of Shares held by each shareholder holding more than 5% Shares in the Company

Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of shares	share holding %	No. of shares	share holding %
Sachin Ram Menon	1,07,01,660	20.98%	1,07,01,660	20.98%
Gayatri Sachin Menon	72,42,832	14.20%	72,42,832	14.20%
Radhamani Ram Menon	25,65,620	5.03%	25,65,620	5.03%
Devika Sachin Menon	42,08,664	8.25%	42,08,664	8.25%
Sharanya Sachin Menon	42,08,664	8.25%	42,08,664	8.25%
Nivedita Sachin Menon	42,08,660	8.25%	42,08,660	8.25%
Menon Metals & Alloys LLP	36,57,430	7.17%	36,57,430	7.17%

As per records of the company, including its register of shareholders and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

3. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

- The Company has not issued any shares without payment being received in cash.
- The Company has not issued any bonus shares.
- The Company has not undertaken any buyback of shares.

(Rs. in Lakhs)

Note 12: Other Equity	As at March 31, 2019	As at March 31, 2018
Capital Reserve	50.66	50.66
Securities Premium	807.50	807.50
General Reserve	1,098.89	998.89
Opening balance	998.89	998.89
Add : Transferred from P & L A/c.	100.00	-
Retained Earnings	5,304.56	4,780.54
Opening Balance	4,780.54	4,401.80
Add : Profit for the year	1,007.60	702.50
Add : Other Comprehensive income/(loss)	(14.67)	(16.85)
Less : Appropriations		
Transferred to General reserve	(100.00)	-
Derecognition of Non Financial Assets	-	-
Dividend Paid	(306.00)	(255.00)
Tax on Dividend	(62.90)	(51.91)
TOTAL	7,261.61	6,637.59

Notes to the Financial Statements

(Rs. in Lakhs)

Other reserves	As at March 31, 2019	As at March 31, 2018
Capital reserve	50.66	50.66
General reserve	1,098.89	998.89
Securities Premium	807.50	807.50
Retained Earnings	5,304.56	4,780.54
Total other reserves	7,261.61	6,637.59

1. Dividend distribution made and proposed

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Cash dividends on Equity shares declared and paid		
Final dividend for the year ended March 31, 2018: Re.0.60 per share (March 31, 2017 : Re. 0.50 Per share)	306.00	255.00
Dividend distribution tax on final dividend	62.90	51.91
	368.90	306.91
Proposed dividends on Equity shares		
Final cash dividend proposed for the year ended March 31,2019: Re.0.75 per share (March 31, 2018: Re.0.60 per share)	382.50	306.00
Dividend distribution tax on proposed dividend	78.62	62.29
	461.12	368.29

Proposed dividend on equity shares are subject to approval of the shareholders of the Company at the annual general meeting and are not recognised as a liability (including taxes thereon) as at March 31, 2019 and March 31, 2018.

2. Nature and purpose of other reserves

A. Capital reserve:

The Company has created capital reserve against grant received as a special capital incentive under PSI schemes of 1988, 1983 and earlier years for capital expansion in Sangli and Kolhapur plants.

B. General reserve:

General reserve is created by setting aside amount from the Retained Earnings of the Company for general purposes which is freely available for distribution.

C. Securities Premium:

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(Rs. in Lakhs)

Note 13 : Borrowings (Non current)	As at March 31, 2019	As at March 31, 2018
Secured:		
Term Loans		
(i) From banks		
H.D.F.C Bank Ltd. - Vehicle Loans	-	13.22
Less: Current Maturities of Long term loans (Secured by Hypothecation charge on vehicles.)	-	(13.22)
TOTAL	-	-

1.Long term Loans are measured at amortised cost.

Notes to the Financial Statements

2.Repayment Schedule & Other details

Particulars	E.I.R.	Closing Balance	Installments/ Balance Installments
A. H.D.F.C. Bank Ltd. - Vehicle Loans			
1) Vehicle -I	8.36%	-	-
2) Vehicle -II	8.35%	-	-

(Rs. in Lakhs)

Note 14 : Long-term provisions	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
Provision for gratuity	-	-
Provision for leave encashment (Refer note no. 20 & 38)	78.44	74.20
TOTAL	78.44	74.20

(Rs. in Lakhs)

Note 15: Deferred tax liability (net)	As at March 31, 2019	As at March 31, 2018
Deferred Tax Liability	249.37	303.05
Property, Plant & Equipments & Intangible Assets	228.17	265.28
Provision for Gratuity	21.20	37.77
Less : Deferred Tax Assets	(80.27)	(92.79)
Disallowances u/s 43 B of Income Tax Act.	(80.27)	(92.79)
TOTAL	169.10	210.26

1. Reconciliation of deferred tax assets / (liabilities), net

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance as of April 1	210.26	256.57
Tax income/(expense) during the year recognised in profit or loss	(35.13)	(37.40)
Tax income/(expense) during the year recognised in OCI	(6.03)	(8.92)
Closing balance as at March 31	169.10	210.26

2. The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

3. Applicable tax rate for current year is 29.12% (compared to the previous year 31st March 2018 : 34.608%)

Notes to the Financial Statements

(Rs. in Lakhs)

Note 16 : Borrowings	Interest Rate	As at March 31, 2019	As at March 31, 2018
Secured			
Loans repayable on demand			
From Banks	MCLR +0.90		
Cash credit		247.25	825.20
Less: Interest accrued but not due (Note - 18)		(2.42)	(8.62)
TOTAL		244.83	816.58
Aggregate secured borrowings		247.25	825.20
Aggregate unsecured borrowings		-	-

- Borrowings are measured at amortised cost.
- Secured by hypothecation of current assets of the Company and equitable mortgage of Land and Building situated at 182, Shirol, Kolhapur and at H-1, M.I.D.C. Kupwad Sangli.

3. Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for the year ended March 31, 2019.

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and Cash Equivalents	137.67	192.95
Non-Current Borrowings	-	(13.22)
Current Borrowings	(244.83)	(816.58)
TOTAL	(107.16)	(636.85)

(Rs. in Lakhs)

Particulars	Cash & Cash Equivalents	Borrowings	Total
Net Debt As on April 1, 2017	117.14	1,401.03	1,518.17
Cash Flows	75.81	(2,230.83)	(2,155.02)
Foreign Exchange Adjustment	-	-	-
Interest paid	-	98.82	98.82
Interest Expense	-	(98.82)	(98.82)
Net Debt As on March 31, 2018	192.95	(829.80)	(636.85)
Cash Flows	(55.28)	578.78	523.50
Foreign Exchange Adjustment	-	-	-
Interest paid	-	48.31	48.31
Interest Expense	-	(42.12)	(42.12)
Net Debt As on March 31, 2019	137.67	(244.83)	(107.16)

Notes to the Financial Statements

(Rs. in Lakhs)

Note 17: Trade and other payables	As at March 31, 2019	As at March 31, 2018
Due to Micro and Small enterprises	247.04	-
Others	247.04	-
Due to other than micro and small enterprises	852.75	1,041.98
Acceptances	236.46	82.80
Related parties	138.07	181.88
Others	478.22	777.30
TOTAL	1,099.79	1,041.98

- Trade and other payables are measured at amortised cost.
- For explanations on the Company's Foreign currency risk and liquidity risk management processes, refer to Note 41A.
- The Company has compiled this information based on the current information in its possession as at March 31, 2019, no supplier has intimated the Company about its status as Micro and Small Enterprises or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006 except as disclosed below.

Disclosures required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given as follows :

(Rs. in Lakhs)

Dues to Micro and Small Enterprises	As at March 31, 2019	As at March 31, 2018
Total amount dues to micro and small enterprises as on Balance Sheet date		
Principal amount due	247.04	-
Interest on principal amount due	-	-
Total delayed payments micro and small enterprises during the year		
Principal amount	-	-
Interest on principal amount	-	-
Total amount of interest paid to micro and small enterprises during the year	-	-
Total interest accrued and remaining unpaid at the end of the year under MSMED Act	-	-
The amount of further interest remaining due and ayable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23	-	-

Notes to the Financial Statements

(Rs. in Lakhs)

Note 18: Other financial liabilities (Current)	As at March 31, 2019	As at March 31, 2018
(i) Current maturities of long term borrowings	-	13.22
(ii) Interest Accrued but not due on borrowings	2.42	8.62
(iii) Liability towards Investor Education and Protection Fund (under section 125 of Companies Act, 2013 not due)		
a. Unpaid Dividends	15.25	13.93
(iv) Payable for capital purchases	66.67	29.37
(v) Employee benefits payable	300.62	283.11
(vi) Other financial liabilities	217.90	237.64
TOTAL	602.87	585.89

- Other financial liabilities are measured at amortised cost.
- For explanations on the Company's interest risk, Foreign currency risk and liquidity risk management processes, refer to Note 41A

(Rs. in Lakhs)

Note 19: Other Current liabilities	As at March 31, 2019	As at March 31, 2018
Advance from customers	9.74	2.12
Statutory Dues		
i) Statutory dues including provident fund and tax	177.44	127.56
ii) Tax deducted at source	8.63	5.87
TOTAL	195.82	135.55

(Rs. in Lakhs)

Note 20 : Short-term provisions	As at March 31, 2019	As at March 31, 2018
Provision for employee benefit	11.29	12.00
Provision for leave encashment (Refer note 38)		
TOTAL	11.29	12.00

Employee Benefit Obligations

a. Compensated absence

The leave obligation covers the Company's liability for earned leaves and sick leaves.

(Rs. in Lakhs)

Note 21 : Revenue from operations	2018-19	2017-18
Sale of products (including excise duty)	15,113.40	14,708.29
Sale of services	-	-
Total sales and services	15,113.40	14,708.29
Other operating revenues	496.72	263.72
Sale of Disposables	308.34	188.36
Other Sales	1.10	1.98
Developmental Charges	187.28	66.33
Provisions no longer required written back	-	7.05
TOTAL	15,610.12	14,972.01

Sale of products includes excise duty collected from customers of Rs. Nil (Previous year Rs. 364.14 Lakhs).
Sale of products net of excise duty is Rs. 15,113.40 Lakhs (Previous year Rs. 14,344.15 Lakhs).



Notes to the Financial Statements

(Rs. in Lakhs)

Note 22 : Other income	2018-19	2017-18
Interest	28.65	116.64
On Income Tax and Sales Tax Refund	3.13	0.52
On Other Deposits	25.51	116.12
Dividend income	0.04	0.04
Foreign Exchange Difference	-	3.18
Gain on disposal of property, plant and equipment	12.64	5.00
Miscellaneous income	27.13	24.93
TOTAL	68.45	149.79
Note 23 : Cost of raw materials and components consumed	2018-19	2017-18
Opening stock of raw material	297.37	346.37
Add: Purchases	6,618.79	6,177.88
Less: Closing stock of raw material	331.99	297.37
TOTAL	6,584.17	6,226.88
Note 24: Changes in inventories of finished goods, work-in-progress and traded goods	2018-2019	2017-2018
Opening inventory	909.63	988.09
Work-in-process	296.87	326.61
Finished goods	612.76	661.48
Closing Inventory	937.01	909.63
Work-in-process	211.44	296.87
Finished goods	725.57	612.76
TOTAL	(27.38)	78.46
Note 25: Employee benefits expense	2018-19	2017-18
Salaries, wages, bonus, commission, etc.	1,646.69	1,564.23
Gratuity (Refer Note 36)	29.90	34.02
Contribution to provident and other funds (Refer Note 36)	114.86	109.48
Welfare and training expenses	33.78	43.04
TOTAL	1,825.24	1,750.77
Note 26 : Finance costs	2018-19	2017-18
Interest expense - (On working capital & Bill discounting charges)	45.44	102.59
Other Bank charges	5.21	5.81
Net interest expense/(Income) on defined benefit obligation (Refer Note 36)	(8.53)	(9.58)
TOTAL	42.12	98.82

Notes to the Financial Statements

(Rs. in Lakhs)

Note 27: Depreciation and amortization expense	2018-19	2017-18
Depreciation Expense	475.08	436.88
Amortization Expense	8.03	3.98
TOTAL	483.11	440.86

(Rs. in Lakhs)

Note 28: Other expenses	2018-19	2017-18
Manufacturing expenses	4,120.00	3,801.01
Stores consumed	1,240.16	1,161.80
Power and fuel	1,445.58	1,256.59
Machining Charges	1,382.49	1,286.55
Repairs to machinery	26.72	76.50
Other manufacturing expenses	25.06	19.58
Selling expenses	804.62	824.12
Selling and Distribution expenses	618.53	651.97
Freight and forwarding	158.45	146.24
Royalty	27.64	25.90
Administration expenses	442.79	351.64
Rent Rates and taxes	39.00	36.27
Insurance	74.14	33.09
Repairs to building	57.61	29.46
Other repairs and maintenance	70.91	11.08
Travelling and conveyance	50.44	38.44
Printing and stationery	16.90	14.32
Postage and Telephone Expenses	10.69	17.27
Legal and Consultancy Charges	47.60	40.50
Auditor's remuneration (Refer Note 34)	3.67	3.00
License fees	1.25	-
Donations	0.38	0.53
Spend on CSR activities	20.60	16.64
Non executive directors' fees / commission	0.19	0.21
Miscellaneous expenses	49.40	55.88
Asset Written off	-	0.71
Bad debts and irrecoverable balances written off	-	54.25
TOTAL	5,367.41	4,976.77

Notes to the Financial Statements

(Rs. in Lakhs)

Note 29: Income tax	2018-19	2017-18
Current tax	431.43	520.00
Current income tax	421.00	520.00
(Excess)/short provision related to earlier years	10.43	-
Deferred tax	(35.13)	(37.40)
Relating to origination and reversal or temporary difference	(35.13)	(37.40)
Income tax expense reported in the statement of profit and loss	396.30	482.60

Other Comprehensive Income (OCI)

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Deferred tax related to items recognised in OCI during the year		
Net loss/(gain) on actuarial gains and losses	6.03	8.92
Deferred tax charged to OCI	6.03	8.92

Current tax

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Accounting Profit before income tax expense	1,403.90	1,185.11
Tax @ 29.12% (March 31, 2018 : 34.608%)	408.82	410.14
Tax effect of adjustments in calculating taxable income :	(12.51)	72.46
Corporate Social Responsibility expense/Donations (net)	6.11	5.94
Other Disallowances/ (allowances)	(1.40)	75.44
Tax Benefits under various Income Tax Sections	(0.76)	-
Adjustment for taxes of earlier year	(10.43)	-
Remeasurement Gain /(Loss) allowed as expense	(6.03)	(8.92)
Current Tax Expense	396.30	482.60

30. Corporate information

Menon Pistons Limited ("the Company"), a public limited company established in 1977 under the provisions of the Companies Act 1956, having its registered office at 182, Shirol, Kolhapur - 416122.

The Company is manufacturing Pistons & Pins for Diesel Engines, Cars, LCVs / HCVs. Company's equity shares are listed at Bombay Stock Exchange.

31. Significant accounting policies

31.1. Basis of preparation

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as issued under the Companies (Indian Accounting Standards) Rules, 2015 (as amended till date)

The financial statements were authorized for issue by the Board of Directors as on 10th May, 2019.

31.2. Basis of measurement

The financial statements have been prepared on historical cost basis, except for the following items which are measured on alternative basis on each reporting date.

Item	Measurement Basis
Defined Benefit Obligation	Fair Value
Investment	Fair Value

31.3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the company's functional currency. All financial information is presented in INR rounded to the nearest Lakhs except share and per share data, unless otherwise stated.

Exchange differences are recognized in the Statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

31.4. Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, current assets, non-current assets, current liabilities, non-current liabilities and disclosure of the contingent liabilities at the end of each reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying value of assets or liabilities in future periods.

This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Critical estimates and judgments

The areas involving critical estimates or judgments are:

1. Estimation of defined benefit obligation – Refer note 36

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the

valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables which tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 36.

2. Deferred tax assets are recognized for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

31.5. Inventories

- Raw materials, components, stores and spares are valued at cost or net realizable value whichever is lower. Cost includes all cost of purchase and incidental expenses incurred in bringing the inventories to their present location and condition. Cost is ascertained using weighted average method.
- Work-in-process and finished goods are valued at cost or net realisable value whichever is lower. Cost includes direct materials, labour costs and a proportion of manufacturing overheads based on the normal operating capacity.

- Materials-in-transit are valued at actual cost incurred up to the date of balance sheet.
- Unserviceable, damaged and obsolete inventory is valued at cost or net realisable value whichever is lower.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

31.6. Cash and short-term deposits

Cash and short-term deposits in the balance sheet comprise cash at banks and on hand and highly liquid short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

31.7. Property, plant and equipment

- **Recognition and measurement**

Freehold land is carried at historical cost. All other items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under "Other non-current assets".

- **Subsequent costs**

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

- **Disposal**

An item of property, plant and equipment is derecognized upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/expenses in the statement of profit and loss.

- **Depreciation**

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in the statement of profit and

loss generally on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment as prescribed in Schedule II of the Companies Act 2013, except for “Non-factory building (Roads)” where useful life is 6 years, as assessed by the Management of the Company based on technical evaluation.

31.8. Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment properties are measured initially at cost, including transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure is capitalised to asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are depreciated using straight-line method over their estimated useful lives.

31.9. Intangible assets and amortization

- **Recognition and measurement**

Intangible assets are recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured.

Intangible assets acquired by the Company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

- **Subsequent measurement**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

- **Amortisation**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

31.10. Revenue recognition

Company recognises revenue when it transfers control over a good or service to a customer i.e. when it has fulfilled all 5 steps as given by Ind AS 115.

Revenue is measured at transaction price i.e. Consideration to which a company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on

behalf of third parties and after considering effect of variable consideration, significant financing component.

For contracts with multiple performance obligations, transaction price is allocated to different obligations based on their standalone selling price. In such case, revenue recognition criteria are applied for each separately to different performance obligations, in order to reflect the substance of the transaction and revenue is recognised separately for each obligation as and when the recognition criteria for the component is fulfilled.

- **Sale of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Amounts included in revenue are net of returns, trade allowances, rebates, goods and service tax, value added taxes.

- **Other income**

Other income comprises of interest income, dividend income, foreign currency gain on financial assets and liabilities and export benefits.

Interest income is recognised as it accrues in the statement of profit and loss, using the effective interest method. Dividend income and export benefits in the form of Duty Draw Back claims are recognised in the statement of profit and loss on the date that the Company's right to receive payment is established.

31.11. Finance costs

Finance costs comprises of interest expense on borrowings, and foreign currency loss on financial assets and liabilities. Interest expenditure is recognised as it accrues in the statement of profit and loss, using the effective interest method.

31.12. Foreign currencies transactions

The financial statements are presented in INR, which is also the company's functional currency. All amounts have been rounded to the nearest rupee, unless otherwise indicated.

Transactions and balances

Transactions in foreign currencies are initially recorded at functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

31.13. Employee Benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services, cost of bonus and short term compensated absences, leave travel allowance etc. are recognized in the period in which the employee renders the related service.

Post-Employment Benefits

Defined Contribution Plans

The Company's state governed provident fund scheme and employee state insurance scheme are defined contribution plans. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service.

Defined Benefit Plans

The employees' gratuity fund scheme is the Company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, (excluding amounts included in net interest on the net defined benefit liability and the return on plan assets) are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Past service cost is recognized as expenses on a straight-line basis over the average period until the benefits become vested. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Long Term Employee Benefit

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned above.

Accumulated leaves that are expected to be utilized within the next 12 months are treated as short term employee benefits.

31.14. Income Taxes

Current income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at

the end of reporting period. Management periodically evaluates positions taken in tax returns with respect to situation in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

31.15. Provisions

A Provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources is expected to settle the obligation, in respect of which a reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in case of:

- a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- b) present obligation arising from past events, when no reliable estimate is possible.
- c) a possible obligation arising from past events where the probability of outflow of resources is remote.

Contingent assets are neither recognized, nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

31.16. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

31.17. Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount and the reduction is treated as impairment loss and recognized in profit and loss account. If at any subsequent balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the profit and loss account.

31.18. Fair value measurement

The Company measures financial instruments such as Investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
OR
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

External valuation experts are involved for valuation of significant assets and liabilities. Involvement of external valuation experts is decided upon annually by the management.

31.19. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- 1) Debt instruments at amortised cost
- 2) Debt instruments at fair value through other comprehensive income (FVTOCI)
- 3) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- 4) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Impairment of financial asset

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b. Financial assets that are debt instruments and are measured as at FVTOCI
- c. Lease receivables
- d. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- e. Loan commitments which are not measured as at FVTPL
- f. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- a. Trade receivables or contract revenue receivables; and
- b. All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

Financial liabilities

Initial recognition and measurement

The company initially recognises loans and advances and deposits on the date on which they are originated. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is measured initially at fair value, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

31.20. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as reduced by number of shares bought back, if any. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

31.21. Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any

non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

31.22. Standards issued but not effective

1. Ind AS 116 - Leases

Ind AS 116 was notified by the Ministry of Corporate Affairs on March 30, 2019 and it is applicable for annual reporting periods beginning on or after April 1, 2019.

Ind AS 116 will affect primarily the accounting by leases and will result in the recognition of almost all leases on the balance sheet. The standard removes the current distinction between operating and finance leases and requires recognition of an asset (the right-of-use of the leased item) and a financial liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

The statement of profit and loss will also be affected because the total expense is typically higher in the earlier years of a lease and lower in the later years. Additionally, operating expense will be replaced with interest and depreciation, so key metrics like EBITDA will change.

Operating cash flows will be higher as repayments of the lease liability and related interest are classified within financing activities.

The accounting by lessors will not significantly change. Some differences may arise as a result of the new guidance on the definition of a lease. Under Ind AS 116, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company is in the process of evaluating, the impact of this amendment on financial statements.

2. Appendix C, Uncertainty over Income Tax Treatments, to Ind AS 12, 'Income Taxes'

The appendix explains how to recognize and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- How to determine the appropriate unit of account, and that each uncertain tax treatment should be considered separately or together as a group, depending on which approach better predicts the resolution of the uncertainty;
- That the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored;
- That the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment;

- That the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty; and
 - That the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.
- The application of this guidance is not expected to have an impact on the separate financial statements.

3. **Prepayment Features with Negative Compensation – Amendments to Ind AS 109, 'Financial Instruments'**

The narrow-scope amendments made to Ind AS 109 enable entities to measure certain pre payable financial assets with negative compensation at amortized cost. These assets, which include some loan and debt securities, would otherwise have to be measured at fair value through profit or loss. To qualify for amortized cost measurement, the negative compensation must be 'reasonable compensation for early termination of the contract' and the asset must be held within a 'held to collect' business model.

These amendments are not expected to have any impact on the separate financial statements.

4. **Plan Amendment, Curtailment or Settlement – Amendments to Ind AS 19, 'Employee Benefits'**

The amendments to Ind AS 19 clarify the accounting for defined benefit plan amendments, curtailments and settlements. They confirm that entities must:

- Calculate the current service cost and net interest for the remainder of the reporting period after a plan amendment, curtailment or settlement by using the updated assumptions from the date of the change;
 - Any reduction in a surplus should be recognized immediately in profit or loss either as part of past service cost, or as a gain or loss on settlement. In other words, a reduction in a surplus must be recognized in profit or loss even if that surplus was not previously recognized because of the impact of the asset ceiling; and
 - Separately recognize any changes in the asset ceiling through other comprehensive income.
- These amendments will apply to any future plan amendments, curtailments or settlements of the Company on or after April 1, 2019.

5. **Ind AS 12, 'Income Taxes'**

The amendments clarify that the income tax consequences of dividends on financial instruments classified as equity should be recognized according to where the past transactions or events that generated distributable profits were recognized. These requirements apply to all income tax consequences of dividends. Previously, it was unclear whether the income tax consequences of dividends should be recognized in profit or loss, or in equity, and the scope of the existing guidance was ambiguous.

These amendments are not expected to have any material impact on the separate financial statements.

6. **Ind AS 23, 'Borrowing Costs'**

The amendments clarify that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings. As the Company does not have any borrowings, there is no impact on account of this amendment.

Additional notes to the Financial Statements

(Rs. in Lakhs)

32. Contingent liabilities	2018-19	2017-18
(a) Claims against the company not acknowledged as debt	-	-
(b) Other money for which the company is contingently liable		
i) Disputed Sales Tax dues (Matter Subjudicise) The Company has filed Appeal to Dy. Commissioner of Sales Tax (Appeals) Pune.	5.00	5.00
ii) Disputed Service Tax Liability 2007-09 (Matter Subjudice) The Company has filed Appeal in CCE (Appeals) Pune-II.	3.31	3.31
iii) Disputed Service Tax Liability 2009-10 (Matter Subjudice) The Company has filed Appeal in CCE (Appeals) Pune-II.	0.96	0.96
iv) Disputed Central Sales Tax Liability (Matter Subjudice) Against these demands related to year 2009-10, an amount of Rs. 12 Lakhs (Previous year Rs. 12 Lakhs) has been paid under protest. The Company has filed Appeal in Sales Tax Tribunal, Mumbai.	20.62	20.62
v) Disputed Maharashtra Value Added Tax Liability (Matter Subjudice) Against these demands related to year 2009-10, an amount of Rs. 14 Lakhs (Previous year Rs. 14 Lakhs) has been paid under protest. The Company has filed Appeal in Sales Tax Tribunal, Mumbai.	18.61	18.61
TOTAL	48.50	48.50

(Rs. in Lakhs)

33. Commitments	2018-19	2017-18
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	200.76	124.36

(Rs. in Lakhs)

34. Remuneration to Auditors	2018-19	2017-18
Statutory Auditors :		
a) Audit Fees	2.55	2.55
b) Tax Audit Fees	0.45	0.45
c) Other services (Certification, VAT Audio, etc)	0.37	-
d) Expenses reimbursed	0.30	-
TOTAL	3.67	3.00

(Rs. in Lakhs)

35. Earnings per Share (Basic and diluted)	2018-19	2017-18
a) Profit for the year before tax	1,403.90	1,185.11
Less : Attributable tax thereto	396.30	482.60
Profit after tax	1,007.60	702.51
b) Weighted average number of equity shares used as denominator	5,10,00,000	5,10,00,000
c) Basic and diluted earning per share of nominal value of Re 1/- each in Rs.	1.98	1.38

36. Employee Benefits :**i) Defined Contribution Plans:**

Amount of Rs. 114.86 Lakhs (Previous Year Rs. 109.48 Lakhs) is recognised as an expense and included in "Employees benefits expense" (Note-25) in the Statement of Profit and Loss .

ii) Defined Benefit Plans:**a) The amounts recognised in Balance Sheet are as follows:**

(Rs. in Lakhs)

Particulars	As at 31st March 2019 Gratuity Plan (Funded)	As at 31st March 2018 Gratuity Plan (Funded)
A. Amount to be recognised in Balance Sheet		
Present Value of Defined Benefit Obligation	(881.04)	(816.90)
Less: Fair Value of Plan Assets	953.85	926.02
Amount to be recognised as liability or (asset)	72.80	109.12
B. Amounts reflected in the Balance Sheet		
Liabilities	-	-
Assets	(72.80)	(109.12)
Net Liability/(Assets)	(72.80)	(109.12)

b) The amounts recognised in the Profit and Loss Statement are as follows:

(Rs. in Lakhs)

Particulars	2018 - 19 Gratuity Plan (Funded)	2017 - 18 Gratuity Plan (Funded)
1 Current Service Cost	29.90	28.66
2 Acquisition (gain)/ loss	-	-
3 Past Service Cost	-	5.36
4 Net Interest (income)/expenses	(8.53)	(9.58)
5 Curtailment (Gain)/ loss	-	-
6 Settlement (Gain)/loss	-	-
Net periodic benefit cost recognised in the statement of profit & loss-(Employee benefit expenses -Note -25)	21.37	24.44

c) The amounts recognised in the statement of other comprehensive income (OCI)

(Rs. in Lakhs)

Particulars	2018 - 19 Gratuity Plan (Funded)	2017 - 18 Gratuity Plan (Funded)
1 Opening amount recognised in OCI outside profit and loss account	-	-
2 Remeasurements for the year - Obligation (Gain)/loss	15.96	29.85
3 Remeasurement for the year - Plan assets (Gain)/ Loss	4.74	(4.09)
4 Remeasurement arising because of change in effect of asset ceiling	-	-
5 Total Remeasurements Cost / (Credit) for the year recognised in OCI	20.70	25.77
6 Less: Accumulated balances transferred to retained earnings	20.70	25.77
7 Closing balances (gain)/ loss recognised OCI	-	-

d) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

(Rs. in Lakhs)

Particulars	As at 31 March 2019 Gratuity Plan (Funded)	As at 31 March 2018 Gratuity Plan (Funded)
1 Balance of the present value of obligation as at beginning of the period	816.90	739.40
2 Acquisition adjustment	-	-
3 Transfer in/ (out)	-	-
4 Interest expenses	63.88	53.27
5 Past Service Cost	-	5.36
6 Current Service Cost	29.90	28.66
7 Curtailment Cost / (credit)	-	-
8 Settlement Cost/ (credit)	-	-
9 Benefits paid	(45.60)	(39.64)
10 Employer Contribution	-	-
11 Remeasurements on obligation - (Gain) / Loss	15.96	29.85
Present value of obligation as at the end of the period	881.04	816.90

e) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:

(Rs. in Lakhs)

Particulars	As at 31 March 2019 Gratuity Plan (Funded)	As at 31 March 2018 Gratuity Plan (Funded)
1 Fair value of the plan assets as at beginning of the period	926.02	875.20
2 Acquisition adjustment	-	-
3 Transfer in/(out)	-	-
4 Interest income	72.41	62.85
5 Contributions	5.75	23.53
6 Benefits paid	(45.60)	(39.64)
7 Amount paid on settlement	-	-
8 Return on plan assets, excluding amount recognized in Interest Income - Gain / (Loss)	(4.74)	4.09
9 Fair value of plan assets as at the end of the period	953.85	926.02

f) Major Categories of plan assets (as percentage to total plan assets)

Particulars	As at 31 March 2019 Gratuity Plan	As at 31 March 2018 Gratuity Plan
1 Government of India Securities	-	-
2 High Quality Corporate Bonds	-	-
3 Special Deposit Schemes	-	-
4 Funds Managed by Insurer	100.00%	100.00%
Total	100.00%	100.00%

g) Net interest (Income) /expenses

(Rs. in Lakhs)

Particulars	As at 31 March 2019 Gratuity Plan (Funded)	As at 31 March 2018 Gratuity Plan (Funded)
1 Interest (Income) / Expense – Obligation	63.88	53.27
2 Interest (Income) / Expense – Plan assets	(72.41)	(62.85)
3 Net Interest (Income) / Expense for the year	(8.53)	(9.58)

h) Principal actuarial assumptions at the balance sheet date.

- Discount rate as at 31-03-2019 - 7.54%
- Salary growth rate : For Gratuity Scheme - 5%
- Attrition rate: For gratuity scheme the attrition rate is taken at 2%
- The estimates of future salary increase considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

i) The amounts pertaining to defined benefit plans are as follows:

(Rs. in Lakhs)

Particulars	As at 31 March 2019 Gratuity Plan (Funded)	As at 31 March 2018 Gratuity Plan (Funded)
Defined Benefit Obligation	(881.04)	(816.90)
Plan Assets	953.85	926.02
(Surplus) / Deficit	(72.80)	(109.12)

j) General descriptions of defined plans:

Gratuity Plan:

The company has defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to separately administered fund. The fund is managed by trust which is governed by Board of Trustees. The Board of Trustees are responsible for the administration of plan assets and for the definition of the investment strategy.

k) Sensitivity analysis

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation (PVO). Sensitivity analysis is done by varying (increasing/decreasing) one parameter by 100 basis points (1%)

(Rs. in Lakhs)

Change in Assumption	Effect on gratuity obligation	Effect on gratuity obligation
	As at 31 st March 2019	As at 31 st March 2018
1 Discount rate		
Delta Effect of 1% Increase in Rate of Discounting	(48.26)	(48.31)
Delta Effect of 1% Decrease in Rate of Discounting	53.44	53.59
2 Salary increase rate		
Delta Effect of 1% Increase in Rate of Salary Increase	53.01	53.46
Delta Effect of 1% Decrease in Rate of Salary Increase	(48.94)	(49.40)
3 Withdrawal rate		
Delta Effect of 1% Increase in Rate of Employee Turnover	7.99	9.05
Delta Effect of 1% Decrease in Rate of Employee Turnover	(8.68)	(9.81)

37. Related Party Disclosures

(A) Names of the related party and nature of relationship where control (including common control) exists and transactions entered into:

Sr. No.	Name of the Related Party	Relationship
1	Menon Piston Rings Private Limited	CMD and close members of CMD having Joint control over Entity
2	Menon Exports	CMD and Spouse of CMD are Partners
3	Menon Engineering Services	CMD and Spouse of CMD are Partners
4	Menon Metals and Alloys LLP [Formerly known as 'Menon Metals and Alloys Pvt. Ltd.']	CMD and Spouse of CMD are Partners
5	Mr. Sachin R. Menon	Chairman & Managing Director (CMD)
6	Mr. Ramesh D. Dixit	Non Executive Director
7	Mr. Ajitkumar S. Belur	Independent Director
8	Dr. Shivram B. Bhoje	Independent Director
9	Mrs. Sadhana S. Zadbuke	Independent Director
10	Mrs. Gayatri S. Menon	Spouse of CMD
11	Ms. Sharanya S. Menon	Daughter of CMD
12	Ms. Nivedita S. Menon	Daughter of CMD
13	Ms. Devika S. Menon	Daughter of CMD

B) Disclosure of related parties transactions

(Rs. in Lakhs)

Sr. No.	Nature of transaction/ relationship/major parties	Relationship	2018-19		2017-18	
			Amount	Amount for Major parties *	Amount	Amount for Major parties *
1	Purchase of goods, Services		715.04		841.48	
	Menon Piston Rings Pvt Ltd.	CMD and close members of CMD having joint control over entity		646.18		813.71
	Menon Engineering Services	CMD and Spouse of CMD are partners		68.86		27.77
2	Purchase of Fixed Assets		-		12.26	
	Menon Piston Rings Pvt Ltd.	CMD and close members of CMD having joint control over entity		-		12.26
3	Sale of goods/Contract revenue and Services		3518.72		2621.70	
	Menon Piston Rings Pvt Ltd	CMD and close members of CMD having joint control over entity		119.98		86.80
	Menon Exports	CMD and Spouse of CMD are partners		3390.28		2534.51
	Menon Engineering Services	CMD and Spouse of CMD are partners		8.46		0.38
4	Sale of Fixed Assets		4.20		-	
	Menon Engineering Services	CMD and Spouse of CMD are partners		4.20		-
5	Rent		18.48		18.48	
	Mr. Sachin R. Menon	CMD		16.56		16.56
	Mrs. Gayatri S. Menon	Spouse of CMD		1.92		1.92
6	Remuneration, Commission and Salary		85.08		76.56	
	Mr. Sachin R. Menon	CMD		79.62		73.46
	Ms. Sharanya S. Menon	Daughter of CMD		5.46		3.09

B) Disclosure of related parties transactions

(Rs. in Lakhs)

Sr. No.	Nature of transaction/ relationship/major parties	Relationship	2018-19		2017-18	
			Amount	Amount for Major parties *	Amount	Amount for Major parties *
7	Sitting Fees		0.19		0.17	
	Mr. Sachin R. Menon	CMD		0.04		0.04
	Mr. Ramesh D. Dixit	Non Executive Director		0.04		0.04
	Mr. Ajitkumar S. Belur	Independent Director		0.03		0.03
	Dr. Shivram B. Bhoje	Independent Director		0.04		0.03
	Mrs. Sadhana S. Zadbuke	Independent Director		0.04		0.03
8	Interest Received		19.45		81.43	
	Menon Piston Rings Pvt Ltd	CMD and close members of CMD having joint control over entity		19.45		81.43
9	Dividend Paid		205.45		171.21	
	Mr. Sachin R. Menon	CMD		64.21		53.51
	Mrs. Gayatri S. Menon	Spouse of CMD		43.46		36.21
	Ms. Sharanya S. Menon	Daughter of CMD		25.25		21.04
	Ms. Nivedita S. Menon	Daughter of CMD		25.25		21.04
	Ms. Devika S. Menon	Daughter of CMD		25.25		21.04
	Mr. Ramesh D. Dixit	Non Executive Director		0.08		0.07
	Menon Metals and Alloys LLP	CMD and Spouse of CMD are partners		21.94		18.29
10	Advance Given		-		88.00	
	Menon Engineering Services	CMD and Spouse of CMD are partners		-		88.00
11	Reimbursement Of Expenses		29.61		-	
	Menon Exports	CMD and Spouse of CMD are partners		29.61		-

(C) Amount due to/from related parties

(Rs. in Lakhs)

Sr. No.	Nature of transaction relationship/ major parties	Relationship	2018-19		2017-18	
			Amount	Amount for Major parties	Amount	Amount for Major parties
1	Interest Bearing Unsecured Loan Receivable Menon Piston Rings Pvt. Ltd.	CMD and close members of CMD having joint control over Entity	-	-	562.87	562.87
2	Trade Receivable Menon Exports	CMD and Spouse of CMD are partners	983.54	794.80	941.44	752.69
	Menon Piston Rings Pvt. Ltd.	CMD and close members of CMD having joint control over Entity		188.74		188.74
3	Advance To Suppliers Menon Engineering Services	CMD and Spouse of CMD are partners	5.81	5.81	5.81	5.81
4	Trade Payable Menon Piston Rings Pvt. Ltd.	CMD and close members of CMD having joint control over Entity	138.08	138.08	181.86	179.93
	Menon Metals and AlloysLLP	CMD and Spouse of CMD are partners		-		1.93
5	Capital Advance Menon Engineering Services	CMD and Spouse of CMD are partners	76.04	76.04	103.58	103.58

38. Details of provisions and movements in each class of provisions.

(Rs. in Lakhs)

Particulars	Compensated Absences
Carrying amount as at April 1, 2017	80.68
Add: Provision during the year 2017-18	10.30
Add: Unwinding of discounts	-
Less: Amount utilized during the year 2017-18	4.78
Less: Amount reversed during the year 2017-18	-
Carrying amount as at March 31, 2018	86.20
Add: Provision during the year 2018-19	3.72
Add: Unwinding of discounts	-
Less: Amount utilized during the year 2018-19	0.18
Less: Amount reversed during the year 2018-19	-
Carrying amount as at March 31, 2019	89.73

39. Corporate Social Responsibility (CSR)

- (a) CSR amount required to be spent by the Company as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof during the year is Rs. 19.44 Lakhs (Previous Year Rs. 16.54 Lakhs)
- (b) Expenditure related to Corporate Social Responsibility is Rs. 20.60 Lakhs (Previous Year Rs. 16.64 Lakhs)

Details of Amount spent towards CSR is given below:

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Education	3.80	6.51
Health	0.36	1.32
Sports For Development	0.10	7.10
Arts, Culture and Heritage	13.44	0.20
Environment, animal welfare	2.90	1.50
Total	20.60	16.64

40. Fair Value of financial assets and liabilities

- a) Set out below, is the fair value of the company's financial instruments that are recognized in the financial statements

(Rs. in Lakhs)

Sr. No.	Particulars	Fair Value	
		As at March 31, 2019	As at March 31, 2018
	Financial Assets		
a)	Carried at amortized cost		
	Non Current Loans-Security Deposits	144.60	140.55
	Trade receivable	4,368.56	4,104.01
	Current loans	-	562.87
	Other financial assets	8.68	11.41
	Cash and cash equivalent	137.67	192.95
	Other bank balances	47.91	69.90
		4,707.41	5,081.68
b)	Carried at FVTOCI		
	Investments - Non Current	0.37	0.37
		0.37	0.37
	Financial Liabilities		
a)	Carried at amortized cost		
	Non Current Borrowings (Incl Current maturities)	-	13.22
	Current borrowings at fixed rate of interest	244.83	816.58
	Trade payable	1,099.79	1,041.98
	Other current financial liabilities (Current)	602.87	572.67
		1,947.50	2,444.46

The fair value of the financial assets and liabilities are included at the amount at which the instrument that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of financial assets and liabilities measured at amortised cost are a reasonable approximation of their fair values.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level is given in Note no 31.18 of Significant Accounting Policies.

b) Financial assets and liabilities for which fair value is disclosed

(Rs. in Lakhs)

Particulars	Level 1	Level 2	Level 3
Non current investments -Carried at FVTOCI			
March 31, 2019	-	-	0.37
March 31, 2018	-	-	0.37

41 A. Financial risk management policy and objectives

Company's principal financial liabilities, comprise loans and borrowings, trade and other payables, and other financial liabilities. The main purpose of these financial liabilities is to finance company's operations. Company's principal financial assets include trade and other receivables, security deposits, investments, cash and cash equivalents and other bank balances that derive directly from its operations. Company is exposed to certain risks which includes market risk, credit risk and liquidity risk. Risk Management committee of the company oversees the management of these risks. This committee is accountable to audit committee of the board. This process provides assurance to the company's senior management that company's financial risk- taking activities are governed by the appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with company's policies and risk appetite.

The policies for managing these risks are summarised below.

1) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits, foreign exchange transactions and other financial instruments. The Company uses expected credit loss model for assessing and providing for credit risk.

a) Trade receivable

Customer credit risk is managed by each business unit subject to the company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. Trade receivables are non interest bearing and are generally on 30 days to 75 days credit terms. The company has no concentration of risk as customer base is widely distributed both economically and geographically.

i) Ageing analysis of trade receivable as on reporting date

(Rs. in Lakhs)

Particulars	Not Due	Less than 1 year	More than 1 year	Total
March 31, 2019	2,982.54	1,0858.61	297.41	4,368.56
March 31, 2018	3,664.13	419.71	20.17	4,104.01

ii) Movement of impairment Allowance (allowance for bad and doubtful debts)

Particulars	Total
Loss Allowance as at April 1 2017	-
Provided during the year	-
Amounts written off	-
Amount written back	-
Loss Allowance as at 31 March 2018	-
Provided during the year	-
Amounts written off	-
Amount written back	-
Loss Allowance as at 31 March 2019	-

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the company's treasury department in accordance with company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Company monitors rating, credit spreads and financial strength of its counter parties. Based on ongoing assessment company adjust it's exposure to various counterparties. Company's maximum exposure to credit risk for the components of statement of financial position is the carrying amount.

2) Liquidity risk

Liquidity risk is the risk that the company may not be able to meet it's present and future cash flow and collateral obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet it's cash and collateral requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from domestic banks at optimised cost.

The table summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments

(Rs. in Lakhs)

Particulars	On demand	Less than 1 year	More than 1 year	Total
a) Trade Payables				
March 31, 2019	-	1,099.79	-	1,099.79
March 31, 2018	-	1,041.98	-	1,041.98
b) Borrowings				
March 31, 2019	244.83	-	-	244.83
March 31, 2018	816.58	13.22	-	829.80
c) Other Financial Liabilities				
March 31, 2019	17.67	585.20	-	602.87
March 31, 2018	22.55	550.13	-	572.67

The company has access to following undrawn facilities at the end of the reporting period

Particulars	Floating Rate	
	Expiring within 1 Year	Expiring beyond 1 Year
March 31, 2019	MCLR +0.90	-
March 31, 2018	MCLR +0.90	-

3) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. Company's activities expose it to variety of financial risks, including effect of changes in foreign currency exchange rate and interest rate.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate

because of changes in market interest rates. Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

b) Foreign Currency Exposure Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

41B. Impairment of financial assets: Expected credit loss

Provision for expected credit loss

Internal rating	Category	Description of category	Basis of recording expected credit loss	
			Loans and deposits	Trade receivables
A	High quality asset, negligible credit risk	Assets where the counter party has strong capacity to meet obligations and where risk is negligible or nil.	12 months expected credit losses	
B	Standard asset, moderate credit risk	Assets where there is moderate risk of default and where there has been low frequency of defaults in past.		
C	Low quality asset, High credit risk	Assets where there is high probability of default. In general, assets where contractual payments are more than year past due are categorised as low quality asset. Also includes where credit risk of counter party has increased significantly through payments may not be more than a year past due.	Life- time expected credit losses	Life- time expected credit losses - simplified approach
D	Doubtful asset- credit impaired	Assets are written off, when there is no reasonable expectations of recovery. Where loans and receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.	Asset is written off	

As at 31st March 2019

1) Expected credit loss for loans, security deposits and investments

(Rs. in Lakhs)

Particulars		Asset group	Internal rating	Estimated gross carrying amount of default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 months expected credit losses	Financial assets for which credit risk has not increased significantly from inception	Loans	A	144.60	-	-	144.60
		Fixed Deposits	A	32.66	-	-	32.60
Loss allowance measured at life time expected credit losses	Financial assets for which credit risk has increased significantly and not credit impaired	Nil					
	Financial assets for which credit risk has increased significantly and credit impaired	Nil					

2) Expected credit loss for trade receivables under simplified approach

(Rs. in Lakhs)

Particulars	Not due	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Gross carrying amount	2,982.54	1,088.61	297.41	4,368.56
Expected loss rate	-	-	-	-
Expected credit losses (Loss allowance provision)	-	-	-	-
Carrying amount of trade receivable (Net of impairment)	2,982.54	1,088.61	297.41	4,368.56

As at 31st March 2018

1) Expected credit loss for loans, security deposits and investments

(Rs. in Lakhs)

Particulars		Asset group	Internal rating	Estimated gross carrying amount of default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 months expected credit losses	Financial assets for which credit risk has not increased significantly from inception	Loans	A	703.42	-	-	703.42
		Fixed Deposits	A	55.97	-	-	55.97
Loss allowance measured at life time expected credit losses	Financial assets for which credit risk has increased significantly and not credit impaired	Nil					
	Financial assets for which credit risk has increased significantly and credit impaired	Nil					

2) Expected credit loss for trade receivables under simplified approach

(Rs. in Lakhs)

Particulars	Not due	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Gross carrying amount	3,664.13	419.71	20.17	4,104.01
Expected loss rate	-	-	-	-
Expected credit losses (Loss allowance provision)	-	-	-	-
Carrying amount of trade receivable (Net of impairment)	3,664.13	419.71	20.17	4,104.01

42. Capital management

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the company's capital management is to maximise the shareholders value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. Company monitors capital using a gearing ratio, which is, net debt divided by total capital plus net debt. Company's policy is to keep the gearing ratio between 20% and 40%. The company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents, excluding discontinued operations. However, recently company has focused on becoming zero debt company in order to minimise interest burden and maximum profits.

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Loans and borrowings (including Current maturities)	244.83	829.80
Less: Cash and Bank Balance	185.58	262.84
Net debt	59.25	566.96
Equity	7,771.61	7,147.59
Capital and net debt	7,830.86	7,714.55
Gearing %	0.76%	7.35%

43. Leases

Operating lease commitments — Company as lessor

The company has entered into operating leases for land and non-factory building, with lease terms of ten years. The company has the option to lease the assets for additional terms. The lease rent is increased by 10% after 3 years. Future minimum rentals payable under non-cancellable operating leases as at March 31, 2019 are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Within one year	4.24	1.56
After one year but not more than 5 years	18.00	-
More than five year	20.52	-
Total	42.76	1.56

44. Segment Reporting

Company operates in single segment as business of Pistons, Pins and Auto Shafts (Auto Components). The Executive Management Committee monitors the operating results of entire company as whole for the purpose of making decisions about resource allocation and performance assessment.

45. Previous Years figures are rearranged and regrouped wherever necessary

As per our report of even date
M/s. P. G. Bhagwat
Chartered Accountants
FRN:101118W

For and on behalf of the Board of Directors of
Menon Pistons Limited

Mr. Akshay B. Kotkar
Partner
Membership No.140581

Mr. Sachin Menon
Chairman & Managing Director
DIN:00134488

Mr. R. D. Dixit
Director
DIN:00626827

Place : Kolhapur
Date : 10.05.2019

Mr. S.B.P. Kulkarni
CFO & Associate Vice President

Mr. Pramod Suryavanshi
Company Secretary

Notes

Menon Pistons Limited

Registered Office: 182, Shirol, Kolhapur-416122.

CIN: L34300MH1977PLC019823 Email:cs@menonpistons.com Tel. No. - 0230-2468041/42

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of member(s)	
Registered Address	
Email id	
Folio No./DP ID and Client ID	

I/We.....being a Member(s) of shares of above named
Company, hereby appoint

1) Name: Address:

Email id: Signature: or failing him/her

2) Name: Address:

Email id: Signature: or failing him/her

3) Name: Address:

Email id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 42nd Annual General Meeting, to be held Saturday the 27th July 2019 at the Residency Club, P.O. New Palace, Kolhapur, Maharashtra - 416003 at 4.30 P. M. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

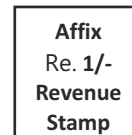


Resolution No.	Resolution (s)	Type of Resolution	Vote	
			For	Against
Ordinary Business:				
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.	Ordinary		
2.	To declare final dividend for the financial year ended 31.03.2019	Ordinary		
3.	To appoint a director in place of Mr. R. D. Dixit, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
Special Business:				
4.	To ratify the remuneration payable to Cost Auditors	Ordinary		
5.	To appoint Mr. Ajitkumar Belur as an Independent Director of the company.	Special		
6.	To appoint Mr. Subhash Kutte as an Independent Director of the company.	Ordinary		
7.	To take approval for Related Party Transactions	Ordinary		

Signed this.....day of20.....

Signature of Shareholder : _____

Signature of Proxy holder: _____



Signature of the across Revenue Stamp

Notes:

- 1) The Proxy form, to be effective should be duly completed be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



Menon Pistons Limited

Registered Office: 182, Shirol, Kolhapur-416122.

CIN: L34300MH1977PLC019823 Email:cs@menonpistons.com Tel. No. - 0230-2468041/42

42nd Annual General Meeting on July 27, 2019

ATTENDANCE SLIP

Name of Member	
Folio No./DP ID & Client ID	
No. of Shares held	
Name of Proxy [If the proxy attends instead of the member]	

I hereby record my presence at the 42nd Annual General Meeting of the Menon Pistons Ltd, held on Saturday, 27th July 2019 at the Residency Club, P.O. New Palace, Kolhapur, Maharashtra - 416003 at 4.30 P.M.

(Member's /Proxy's Signature)




Note: Member/Proxy attending the meeting must fill in this Attendance Slip and hand it over at the entrance of the venue of the meeting

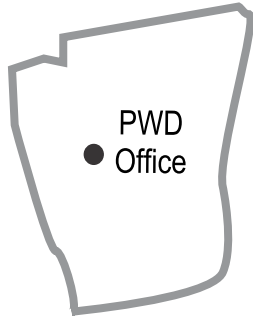


RESIDENCY CLUB

ROUTE MAP

Kolhapur ST. Stand to
Residency Club

-  Kolhapur Bus Stand
-  Residency Club
-  Other



Nana Nani Park

Pitali Ganpati

3 min / 2.1km

Sinchan Bhavan

2.5 min / 2.0 km

Arvind Chinese Centre

Indumati Rd

Dhairyprasad Cultural Hall

Hotel Tick tak

ATM
BOI
ATM

Damini Hotel

Ratnakar Bank

Sasne Ground

Hotel Rysons Regency

5 min / 2.5km

Rasika Travels

Station Rd

CBS
Taxi Stand

KOLHAPUR BUS STAND

Benadikar Path

www.menonpistons.com



MENON PISTONS LIMITED
Shiroli, Kolhapur-416 122
Phone : 0230 - 2468041/2468042
website : www.menonpistons.com

In Collaboration with :



IATF 16949
ISO 9001