

**Quarterly Compliance Report on Corporate  
Governance  
(Pursuant to Clause 49 of Listing Agreement)**

**Name of the Company: Mohindra Fasteners Limited**

**Quarter ending on : 30.09.2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>	Yes	-----
(A) Composition of Board	49(IIA)	Yes	Board constituted by Six Directors; <ul style="list-style-type: none"> <li>• 2 Managing Directors</li> <li>• 1 Whole Time Director</li> <li>• 1 Non Executive Director</li> <li>• 2 Non Executive &amp; Independent Directors (including a Woman Director)</li> </ul>
(B) Independent Directors	49(IIB)	Yes	Complied as applicable
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	No	No Fee/compensation is being paid to the Non-executive Directors
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Complied as applicable
(E) Code of Conduct	49 (IIE)	Yes	Complied as applicable and also disclosed on Company's Website and link thereto in Annual Report
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied as applicable and also disclosed on Company's Website and link thereto in Annual Report
<b>III. Audit Committee</b>	<b>49 (III)</b>	Yes	-----
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Complied as applicable
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Complied as applicable
(C) Powers of Audit Committee	49 (IIIC)	Yes	Disclosed in Annual report
(D) Role of Audit Committee	49 (IIID)	Yes	Performed as applicable
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied as applicable
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	Complied as applicable
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	No	The Company does not have any Subsidiary Company.

VI. Risk Management	49(VI)	N.A.	-----
VII. Related Party Transaction	49 (VII)	Yes	Disclosed in Annual report
VIII. Disclosures	49 (VIII)	Yes	Disclosed as applicable
(A) Related Party Transaction	49 (VIIIA)	Yes	Complied and disclosed in the Annual Report
(B) Disclosures of Accounting Treatment	49 (VIIIB)	Yes	Complied and disclosed in the Annual Report
(C) Remuneration of Directors	49 (VIIIC)	Yes	Complied and disclosed in the Annual Report
(D) Management	49 (VIID)	Yes	Complied and disclosed in the Annual Report
(E) Shareholders	49 (VIIIE)	Yes	Disclosed in the Annual Report
(F) Proceeds from public issues, rights issue, Preferential issues, etc.	49 (VIIIF)	No	There was no any further issue of capital during this Quarter in caption of securities Listed on the Stock Exchange i.e Equity Shares.
IX. CEO/CFO Certification	49 (IX)	Yes	Complied and disclosed in the Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Complied and disclosed in the Annual Report
XI. Compliance	49 (XI)	Yes	Complied as applicable

For Mohindra Fasteners Limited



Asha Mittal  
Company Secretary  
M.No.-32348

Date: October 14<sup>th</sup>, 2015  
Place: Delhi