

# MOHINDRA FASTENERS LTD.



CIN : L74899DL1995PLC064215

Regd. Office : 304, Gupta Arcade, Inder Encalve, Delhi-Rohtak Road, New Delhi - 110 087

Website : [www.mohindra.asia](http://www.mohindra.asia) E-mail id : [cs@mohindra.asia](mailto:cs@mohindra.asia) Phone : +91-11-46200400, 46200401 Fax : +91-11-25282667

To,

The Head Listing & Compliance  
Metropolitan Stock Exchange of India Ltd. (MSEI)  
Vibgyor Towers, 4th Floor, Plot No. C-62, G-Block  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E)  
Mumbai -400098

**Sub: Compliance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Quarterly Report on Corporate Governance**

Dear Sir/Madam,

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Please find enclosed herewith Quarterly Report on Corporate Governance for the quarter ended as on 30<sup>th</sup> September, 2016. The above are also being uploaded on the Company's website i.e. [www.mohindra.asia](http://www.mohindra.asia).

Kindly acknowledge the same and oblige.

Thanking you

Yours Faithfully

For and on behalf of Mohindra Fasteners Limited

Asha Mittal  
(Company Secretary)

Date: 13/10/2016

Place:- Delhi

Encl:- 1. Quarterly Report on Corporate Governance

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## Quarterly Compliance Report on Corporate Governance

Annexure-

1. Name of Listed Entity: Mohindra Fasteners Limited
2. Quarter ending : 30<sup>th</sup> September 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)&	Date of Appointment in the current term/cessation	Term*	No. of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Deepak Arneja	00006112 AAAPA2057K	Chairperson-Executive (Managing Director & CEO)	01/07/2015 to 30/06/2020 (Re-appointed in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)	-	1	2	-
Mr.	Ravinder Mohan Juneja	00006496 AADPJ0159J	Executive (Managing Director)	01/01/2012 to 31/12/2016 (Re-appointed in 17 <sup>th</sup> Annual General Meeting dated 16/09/2011)	-	1	1	-
Mr.	Ved Prakash Chaudhry	07572208 ABUPC4035A	Non Executive-Independent Director	30/09/2016 to 29/09/2021 (Regularized in 22 <sup>nd</sup> Annual General Meeting dated 30/09/2016)	-	1	-	-
Mr.	Vinod Kumar	02303504 AHFPK6962M	Non Executive - Independent Director	25/09/2014 to 24/09/2019 (Regularized in 20 <sup>th</sup> Annual	24	1	-	2

				General Meeting dated 25/09/2014)				
Mr.	Gagan Deep Singh Narang	00179636 AOEPS1181G	Non Executive Director	Appointed since 15/02/2016 as an Additional Director and regularized in 22 <sup>nd</sup> AGM on 30/09/2016	-	1	-	-
Mrs	Anjali Malik	06875087 ABOPM2126J	Non Executive-Independent Director	25/09/2014 to 24/09/2019 (Regularized in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)	24	1	1	-

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period (Above Period is shown in months and calculated approx. as on end of quarter date)

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
1.Audit Committee	1. Mr. Vinod Kumar  2. Mr. Deepak Arneja  3. Mrs. Anjali Malik	1. Chairperson-Non Executive-Independent  2. Executive  3. Non Executive-Independent
2.Nomination & Remuneration Committee	1. Mr. Vinod Kumar  2. Mr. Gagan Deep Singh Narang  3. Mrs. Anjali Malik	1. Chairperson-Non Executive-Independent  2. Non Executive  3. Non Executive-Independent
3.Risk Management Committee(if applicable)	N.A.	N.A.
4.Stakeholders Relationship Committee	1. Mr. Vinod Kumar  2. Mr. Deepak Arneja  3. Mr. Ravinder Mohan Juneja	1. Chairperson-Non Executive-Independent  2. Executive  3. Executive

5. Corporate Social Responsibility Committee	1. Mr. Deepak Arneja 2. Mr. Vinod Kumar 3. Mr. Ravinder Mohan Juneja	1. Chairperson-Executive 2. Non Executive-Independent 3. Executive
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&Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1. 28 <sup>th</sup> May, 2016	30 <sup>th</sup> July, 2016	62 days

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 29 <sup>th</sup> July, 2016	Yes	27 <sup>th</sup> May, 2016	62 days
Stakeholders Relationship Committee- 9 <sup>th</sup> July, 2016 30 <sup>th</sup> July, 2016 19 <sup>th</sup> August, 2016 5 <sup>th</sup> September, 2016 22 <sup>nd</sup> September, 2016	Yes	16 <sup>th</sup> April, 2016 30 <sup>th</sup> April, 2016 16 <sup>th</sup> May, 2016 30 <sup>th</sup> May, 2016 16 <sup>th</sup> June, 2016	22 days Maximum gap between 16 <sup>th</sup> June to 09 <sup>th</sup> July, 2016

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
2 If status is "No" details of non-compliance may be given here.

### VI. Affirmations

1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable
  - e. Corporate Social Responsibility Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

No comments/observations/advice was given by the Board of Directors. Further, the Report related to relevant quarter will be placed before the Board as required.

For Mohindra Fasteners Limited



(Asha Mittal)  
Company Secretary  
Date: 13<sup>th</sup> October, 2016

I.AFFIRMATIONS		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)*
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes as applicable, except business responsibility report as according to Regulation 34(2)(f) it is applicable on top 100 listed entities based on market capitalization
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes


**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Mohindra Fasteners Limited



(Asha Mittal  
Company Secretary

Date: 13<sup>th</sup> October, 2016