

## NOTICE

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting of the Members of MOHINDRA FASTENERS LIMITED will be held on **Friday, the 20th September, 2024 at 11:30 A.M through Mode of Meeting** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider & adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, along with the Reports of the Auditors and Board of Directors thereon.

To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2024 together with the Auditor’s Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted.”

2. To declare the dividend on Equity Shares for the financial year ended March 31, 2024.

To consider & if though fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** a final dividend of Rs. 5.00 per equity share (50%) on fully paid up equity shares as recommended by the Board of Directors for the year ended as on 31<sup>st</sup> March, 2024 and be and is hereby approved and declared.”

3. To appoint a director in place of Mr. Ravinder Mohan Juneja (DIN: 00006496), who retires by rotation and being eligible, offers himself for re-appointment.

To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ravinder Mohan Juneja (DIN: 00006496) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

### SPECIAL BUSINESS:

4. To ratify the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2024. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** the amount of remuneration in addition to reimbursement of travel and out of pocket expenses, payable to Mr. Sanjay Kumar Garg, Practicing Cost Accountants (Firm Registration No. 100292) who was appointed as Cost Auditor of the Company for the financial year ending March 31, 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 is hereby ratified as explained in the explanatory statement.”

5. To approve the re-appointment of Mr. Deepak Arneja, as a Managing Director & CEO of the Company for a further period of 5 (Five) years from the expiry of his current term subject to the approval of the shareholders at the ensuing AGM. To consider and if deemed fit, pass the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and as per Article of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force and on the basis of recommendation of the nomination and remuneration committee and approval of the board of directors, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Deepak Arneja (DIN: 00006112), Managing Director & CEO of the Company for a further period of 5(five) years from the date of July 01, 2025 to June 30, 2030.

**RESOLVED FURTHER THAT** Mr. Deepak Arneja (DIN: 00006112), Managing Director & CEO of the Company shall also continue to hold position of the Executive Chairman of the company after the expiry of his service term i.e 30<sup>th</sup> June, 2025 After completion of his term, he will continue his service for the further five year from 01<sup>st</sup> July, 2025 to 30<sup>th</sup> June, 2030.

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**RESOLVED FURTHER THAT** consent and approval of the members of the company be and is hereby accorded for the remuneration payable to Mr. Deepak Arnejjaa, Managing Director & CEO with effect from April 1, 2025, on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, on the following terms and conditions including;

**Remuneration:**

**1. Basic Salary-**

*Rs. 4,60,000(Rupees Four Lakh Sixty Thousand only) per month with annual increment of Rs. 50,000 (Rupees Fifty Thousand only) per annum.*

**2. Allowances & Perquisites-**

*In addition to the above basic salary, he shall be entitled to the following allowances & perquisites like House rent allowances (HRA), Transport Allowance, Children education allowance, Bonus/Ex-gratia and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company, for the aforesaid benefits and any special allowance and/or any other allowances or perquisites as determined by the Nomination and Remuneration Committee from time to time.*

*The overall amount of allowances & perquisites, in addition to basic salary shall be restricted to Rs. 40,00,000 (Rupees Forty Lakhs only) per annum.*

*Furthermore, remuneration including allowances, perquisites shall be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.*

**3. Other Benefits:** *In addition to remuneration including allowances & perquisites, he also entitled to the followings:*

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;*
- ii) Reimbursement of expenses incurred for travelling, boarding and lodging during business trips;*
- iii) Telephone/internet services at office for official use;*
- iv) Reimbursement of expenses on fuel & maintenance incurred on his personal vehicle for office/business purpose in accordance with the Company policy;*
- v) Leave encashment will be as per the policy of the Company;*
- vi) Leave Travel Concession will be as per the policy of the Company;*

*The above benefits shall not be included in the computation of the ceiling on remuneration including allowances & perquisites.*

**Other Terms and Conditions:**

- i) Remuneration for a part of the month / year shall be computed on pro-rata basis.*
- ii) The appointment as aforesaid may be terminated by either party giving three months notice in writing.*

**Sitting Fees:** *The Managing Director shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/General Meeting(s), etc.*

**Minimum Remuneration:** *In the absence or inadequacy of the profits in any financial year, the remuneration including the allowances & perquisites shall be paid to the managerial personnel including Managing Director(s) in accordance with the limits as prescribed in Section II of Schedule V of the Companies Act, 2013.*

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. Deepak Arnejjaa, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any one of the executive directors and Ms. Mamta Sharma, Company Secretary of the Company be and are hereby authorised to file the necessary e-forms before Registrar of Companies and to do all other necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

6. To approve the re-appointment of Mr. Ravinder Mohan Juneja (DIN: 00006496) as Managing Director of the company for a further period of 18 months from the expiry of his current term.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and as per Article of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force and on the basis of recommendation of the nomination and remuneration committee and approval of directors of the company, consent of the members of company be and is hereby accorded for the re-appointment of Mr. Ravinder Mohan Juneja (DIN: 00006496), Managing Director of the Company for a further period of 18 months from the date of March 31, 2025 to 30<sup>th</sup> September, 2026.

**RESOLVED FURTHER THAT** Mr. Ravinder Mohan Juneja (DIN: 00006496), Managing Director of the Company shall also continue to hold position of the Executive Chairman of the company even after the expiry of his service term i.e 30<sup>th</sup> March, 2025, he will continue his service for the 18 months from March 31, 2025 to September 30, 2026.

**RESOLVED FURTHER THAT** consent and approval of the members of the company be and is hereby accorded for the remuneration payable to Mr. Ravinder Mohan Juneja, Managing Director with effect from March 31, 2025, on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, on the following terms and conditions including

**Remuneration:**

**1. Basic Salary-**

*Rs. 4,50,000 (Rupees Four Lakh Fifty Thousand only) per month with annual increment of Rs. 40,000 (Rupees Forty Thousand only) per annum.*

**2. Allowances & Perquisites-**

*In addition to the above basic salary, he shall be entitled to the following allowances & perquisites like House rent allowances (HRA), Transport Allowance, Children education allowance, Bonus/Ex-gratia and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company, for the aforesaid benefits and any special allowance and/or any other allowances or perquisites as determined by the Nomination and Remuneration Committee from time to time.*

*The overall amount of allowances & perquisites, in addition to basic salary shall be restricted to Rs. 30,00,000 (Rupees Thirty Lakhs only) per annum.*

*Furthermore, remuneration including allowances, perquisites shall be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.*

**3. Other Benefits:**

*In addition to remuneration including allowances & perquisites, he also entitled to the followings:*

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company’s rules and regulations in force from time to time;*
- ii) Reimbursement of expenses incurred for travelling, boarding and lodging during business trips;*
- iii) Telephone/internet services at office for official use;*
- iv) Reimbursement of expenses on fuel & maintenance incurred on his personal vehicle for office/ business purpose in accordance with the Company policy;*
- v) Leave encashment will be as per the policy of the Company;*
- vi) Leave Travel Concession will be as per the policy of the Company;*

*The above benefits shall not be included in the computation of the ceiling on remuneration including allowances & perquisites.*

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### **Other Terms and Conditions:**

- i) Remuneration for a part of the month / year shall be computed on pro-rata basis.
- ii) The appointment as aforesaid may be terminated by either party giving three months notice in writing.

**Sitting Fees:** The Managing Director shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/General Meeting(s), etc.

**Minimum Remuneration:** In the absence or inadequacy of the profits in any financial year, the remuneration including the allowances & perquisites shall be paid to the managerial personnel including Managing Director(s) in accordance with the limits as prescribed in Section II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. Ravinder Mohan Juneja, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any one of the executive directors and Ms. Mamta Sharma, Company Secretary of the Company be and are hereby authorised to file the necessary e-forms before Registrar of Companies and to do all other necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

7. To approve the appointment of Mr. Vivek Arora as Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) & rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time and subject to the approval of the shareholders of the Company at the ensuing AGM, on the basis of recommendation of nomination and remuneration committee and approval of the board of directors and who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation and in respect of whom the company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Independent Director of the company be and is hereby appointment of Mr. Vivek Arora (DIN: 10732928) as Non-Executive and Non-Independent Director of the Company for a term of five years commencing from 14th August, 2024 till 13th August, 2029., is not liable to retire by rotation and in respect

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**

Place: New Delhi

Dated: 14/08/2024

Sd/-  
(Deepak Arneja)  
DIN: 00006112  
Chairman Cum  
Managing Director & CEO

**NOTES:**

1. Pursuant to the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, issued by Ministry of Corporate Affairs (“MCA”) read together with previous circulars issued by the MCA in this regard (collectively to be referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023, 23<sup>rd</sup> September, 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with other circulars issued by SEBI in this regard (collectively to be referred to as “SEBI Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue till 30<sup>th</sup> September, 2024. Hence, in compliance with said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, **the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. Corporate members are required to send a duly certified copy of the board resolution / power of attorney, etc., authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM to the Scrutinizer at vdnex1711@gmail.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of the Business(es) to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this Annual General Meeting (“AGM”) is also annexed.
7. (i) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for the financial year 2023-24 being sent only through electronic mode to those Members whose email address are registered with the company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.mohindra.asia](http://www.mohindra.asia), website of the stock exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any communication in this regard, including the requirement of physical copy of Annual Report, shareholders may send their request letters to [cs@mohindra.asia](mailto:cs@mohindra.asia) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com)  
(ii) Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpose date i.e. Friday 23<sup>th</sup> August, 2024 will receive Annual Report for the financial year 2023-24 through electronic mode only.
8. Members desiring any information or have any query as regards to financial statements or any matter to be placed at the AGM, may write to the Company on or before 14<sup>th</sup> September, 2024 mentioning their name, demat account number/ folio number, email id, mobile number at [cs@mohindra.asia](mailto:cs@mohindra.asia). The same will be replied by the management suitably.
9. Members whose email address, Permanent Account Number (PAN) and mobile numbers are not registered can register the same in the following manner:
  - Members holding shares in demat form can get their e-mail address, PAN & mobile number registered by contacting their respective Depository Participant.

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- Members holding shares in the physical form may get their e-mail address, PAN & mobile number registered by contacting to the Registrar and Share Transfer Agent of the Company i.e. Skyline Financial Services Private Limited” at compliances@skylinerta.com & admin@skylinerta.com.

Members who have not registered their E-mail address and in consequence, the annual report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number register with RTA at <http://www.skylinerta.com/emailReg.php>.

- Members, holding shares in physical form, are requested to send a signed request letter in form ISR-1 made available on Company’s website along with supporting documents for the following to the Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd.) of the Company:-
  - any change in their address / bank mandate.
  - particulars of their bank account, in case they have not been sent earlier.
  - nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
  - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
  - The Securities and Exchange Board of India had mandated that any requests for effecting transfer of securities, shall not be processed unless the securities are held in the dematerialized form with a depository. The members are therefore requested to initiate necessary steps to dematerialise your shares, which are held in physical form. The Company’s ISIN is: INE705H01011.
- Members whose shareholding is in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
- In the case of joint holders, the vote of the first holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.
- Members are requested to note that, Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividends if not encashed or claimed by the shareholders for seven consecutive years or more are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further IEPF rules inter-alia contains the provision of transfer of shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to IEPF Authority, the Company has duly transferred 1601 equity shares during the financial year 2023-2024 to the IEPF Authority.

Shareholders, please note that once the unclaimed dividend and shares transferred to the IEPF Authority, no claim shall lie thereafter against the company in respect of such amounts and shares. Shareholders are therefore requested to verify their records and send claims if any, for the relevant financial year(s) started from 2016-17 or onwards, before the respective amounts become due for transfer to the IEPF Authority.

Details of dividend declared by the Company from financial year 2016-2017 onwards are given below:

Financial Year	Dividend Per share (in Rs.)	Date of Declaration	Last Date for claiming amount of unpaid dividend	Due Date for transfer of amount to IEPF	Amount (in Rs.) As on 31 <sup>st</sup> March, 2024
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,08,599.75
2017-18	2.50	28/09/2018	29/10/2025	30/10/2025	1,94,282.50
2018-19	3.00	21/09/2019	22/10/2026	23/10/2026	2,24,127.00
2019-20	3.50	29/09/2020	30/10/2027	31/10/2027	2,68,346.00
2020-21 (interim)	2.00	10/02/2021	12/03/2028	13/03/2028	1,91,412.00
2020-21 (final)	3.00	23/09/2021	24/10/2028	25/10/2028	2,27,097.00
2021-22	4.00	30/05/2022	30/06/2029	01/07/2029	4,82,752.00
2022-23 (interim)	4.50	30/05/2023	30/06/2030	01/07/2030	1,92,231.40

Shareholders who have not encashed their dividend warrants in respect of the above-mentioned period are requested to make their claim(s) by surrendering the uncashed warrants immediately to the Company. Shareholders may contact to the Secretarial & Legal Department of the Company by writing a Request Letter to Company Secretary at Registered Office: 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087 and Email ID: [cs@mohindra.asia](mailto:cs@mohindra.asia) on or before the due dates as mentioned above.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to stop transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website [www.mohindra.asia](http://www.mohindra.asia).

In case the Company/Registrar & Share Transfer Agent (RTA) does not receive any communication from the concerned shareholders, the Company with a view to adhering with the requirements of the Rules, will take necessary action for transfer the amount and shares to the IEPF Suspense Account with in thirty days from the due date.

In view of this, Shareholders/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Shareholders, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 & other mandatory statutory Registers and Relevant documents referred to in this Notice of AGM and explanatory statement will be available electronically for inspection by the shareholders during the AGM. Shareholders seeking to inspect such documents electronically can send an email to [cs@mohindra.asia](mailto:cs@mohindra.asia).
15. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, [www.mohindra.asia](http://www.mohindra.asia).

#### 16. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period.
- (ii) On the date of the AGM, procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting. The Instructions for Members of E-Voting during the AGM are provided below.
- (iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17. Instructions for e-voting and joining the AGM are as follows:

**The remote e-voting period begins on Sunday 15th September, 2024 at 09:00 A.M. and ends on Thursday 19th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday 13th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2024.**

#### How do I vote electronically using NSDI e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




##### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https://www.evoting. nsdl. com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https://eservices.nsdl. com/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

## MOHINDRA FASTENERS LIMITED

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the.pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vdnxt1711@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [cs@mohindra.asia](mailto:cs@mohindra.asia)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [admin@skylinerta.com](mailto:admin@skylinerta.com) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [admin@skylinerta.com](mailto:admin@skylinerta.com) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system.**

## MOHINDRA FASTENERS LIMITED

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After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mohindra.asia **on or before 14th September, 2024**. The same will be replied by the company suitably.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### OTHER INFORMATION

- i. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the **cut-off date, September 13, 2024 (Friday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and the Annual Report through electronic mode, and holding shares as of the cut-off date September 13, 2024 (Friday), may obtain the login ID and password by sending a request to **evoting@nsdl.co.in / compliances@skylinerta.com**.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting on the day of AGM.
- iv. The Company has appointed Mr. Anand Kumar Singh, Practicing Company Secretary (CP No.9404) as Scrutiniser to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting **i.e. on or before 21st September, 2024** submit his report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the report.
- vi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., **September 20 2024**. The results along with the Scrutiniser's Report shall be placed on the website of the Company [http://mohindra.asia/mfl/outcome\\_AGM.html](http://mohindra.asia/mfl/outcome_AGM.html) and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange, Metropolitan Stock Exchange of India Ltd. (MSEI), Mumbai.

The recorded transcript of the AGM, shall as soon as possible, be made available on the website of the company.

Place: New Delhi  
Dated: 14.08.2024

By Order of the Board  
(Deepak Arneja)

DIN: 00006112

Chairman Cum Managing Director & CEO

**AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 4 & 5 OF THE ACCOMPANYING NOTICE:**

**ITEM NO. 4:**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024.

On the recommendation of the Audit Committee, Mr. Sanjay Kumar Garg (Membership No. 20707), B.COM, FCMA, FIPA, FFA, CMA(USA), FIoV, CIA, Proprietor of M/s Sanjay Kumar Garg & Associates (Firm Registration No-100292), Practicing Cost Accountants, was appointed as the Cost Auditor of the Company for the financial years ending March 31, 2024 for conducting the Cost Audit as mandated by the Act. The Board has considered and approved the appointment of Mr. Sanjay Kumar Garg, Practicing Cost Accountant, as the Cost Auditor for the financial year ending March 31, 2024 at a remuneration of Rs. 40,000 (Rupees Forty Thousand Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the Ordinary Resolution set forth in the notice (Agenda Item No. 4) for approval by the members.

**ITEM NO.5:**

Resolution passed by postal ballot on March 26, 2020, members had approved the appointment of Mr. Deepak Arnejaa as Managing Director & CEO of the Company for a period of five years w.e.f July 1, 2020 to June 30, 2025. In view of the requirements of the proviso to Section 196(2) of the Companies Act, 2013, approval of members is being sought by way of a Special Resolution for re-appointment of Mr. Deepak Arnejaa as Managing Director & CEO of the Company for a further period of five years commencing from July 01, 2025 and also his terms of remuneration.

Recognizing the significant role of Mr. Deepak Arnejaa (DIN: 00006112) for the growth of the Company to the present level and keeping in view the role and responsibilities shouldered by him, the Board of Directors, at their meeting held on August 14, 2024 noted the contribution made by him, to the overall progress of the Company and has approved the re-appointment of Mr. Deepak Arnejaa as the Managing Director & CEO of the Company, pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act and Articles of Association of the Company & based on the recommendation of the Nomination and Remuneration Committee, for a further period of five (5) years with effect from July 01, 2025 to till June 30, 2030, whose office shall not be liable to retirement by rotation. He shall also continue to hold the position of the Executive Chairman of the company till the 30<sup>th</sup> June, 2030.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms & conditions of remuneration as specified in the resolution above, subject to requisite approval of members after taking into consideration the complexities of the responsibilities handled by him

The Company has received a Notice in writing from Mr. Deepak Arnejaa under Section 160 of the Companies Act, 2013 proposing his own candidature for the office of Managing Director & CEO of the Company, to be appointed as such under the provisions of Companies Act or any other regulations as applicable All the relevant documents related to his appointment will be available for inspection at the registered office of the Company during working hours between 11.00 A.M. to 1:00 PM. from the date of dispatch of the notice until the last date for receipt of votes by e-voting.

Brief Profile and relevant details relating to re-appointment of Mr. Deepak Arnejaa as required by the Act, the SEBI(Listing Obligations and Disclosure Requirements ) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 on General Meeting issued by the ICSI are provided in Annexure -A to this notice.

Keeping in view these factors, the board of directors recommends the passing of the resolution as set out under item no 5 for approval of the member in this ensuing annual general meeting.

## MOHINDRA FASTENERS LIMITED

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Except Mr. Deepak Arnejaa (DIN: 00006112), being the Appointee Managing Director & CEO, none of the other directors, Key Managerial Personnel, relative of directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the special resolution(s) set out under item No. 5.

### ITEM NO.6:

Recognizing the significant role of Mr. Ravinder Mohan Juneja (DIN: 00006496) for the growth of the Company to the present level and keeping in view the role and responsibilities shouldered by him, the Board of Directors, at their meeting held on August 14, 2024 noted the contribution made by him, to the overall progress of the Company and has approved the re-appointment of Mr. Ravinder Mohan Juneja as the Managing Director of the Company, pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act and Articles of Association of the Company & based on the recommendation of the Nomination and Remuneration Committee, for a further period of 18 Months from March 31, 2025 to till 30<sup>th</sup> September, 2026, whose office shall be liable to retirement by rotation.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms & conditions of remuneration as specified in the resolution above, subject to requisite approval of members after taking into consideration the complexities of the responsibilities handled by him

The Company has received a Notice in writing from Mr. Ravinder Mohan Juneja under Section 160 of the Companies Act, 2013 proposing his own candidature for the office of Managing Director of the Company, to be appointed as such under the provisions of Companies Act or any other regulations as applicable All the relevant documents related to his appointment will be available for inspection at the registered office of the Company during working hours between 11.00 A.M. to 1:00 PM. from the date of dispatch of the notice until the last date for receipt of votes by e-voting.

Brief Profile and relevant details relating to re-appointment of Mr. Ravinder Mohan Juneja as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meeting issued by the ICSI are provided in Annexure -A to this notice.

Keeping in view these factors, the board of directors recommends the passing of the resolution as set out under item no 6 for approval of the member in this ensuing annual general meeting.

Except Mr. Ravinder Mohan Juneja (DIN: 00006496), being the Appointee Managing Director , none of the other directors, Key Managerial Personnel, relative of directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the special resolution(s) set out under item No. 6.

### ITEM NO. 7:

Pursuant to provisions of Section 149, 150, 152, 160 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the board of directors of the company ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Vivek Arora (DIN: 10732928) was an additional Director ( Non-executive and Independent director ) of the Company from 14<sup>th</sup> August, 2024 to till the ensuing annual general meeting. As per recommendation of Nomination and remuneration committee and approval of board of directors with subject to the approval of shareholder company is willing to regularization of Mr. Vivek Kumar as non-executive and independent director of the Company for a term of Five year commencing from 14<sup>th</sup> August, 2024 till 13<sup>th</sup> August, 2029.

Mr. Vivek Kumar is qualified chartered Accountant from Institute of Chartered Accountants of India. he has 22 years of experience as Partner with AVA & Associates, Chartered Accountants, New Delhi since 2002

The Company has received from Mr. Vivek Arora , a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received all statutory disclosures/ declarations from her including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice under Section 160 of the Act from one of the members of the Company, intending to nominate Mr. Vivek Arora for the office

of Non-Executive Director. The copy of the draft letter of appointment that sets out the terms and conditions of her re-appointment will be available for inspection.

The Nomination & Remuneration Committee ("NRC"), at its meeting held on 14<sup>th</sup> August, 2024, after considering his expertise, experience, has recommended to the Board, the appointment of Mr. Vivek Arora for a period of five(05) years with effect from 14<sup>th</sup> August, 2024 till 13<sup>th</sup> August, 2029.

Mr. Vivek Arora, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

The proposed resolution seeks the approval of members by way of special resolution for his appointment as an Independent Director pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. he will not be liable to retire by rotation.

Further, as per the provisions of Regulation 17(1C) of Listing Regulations, the Company needs to ensure that the approval of shareholders is obtained for appointment of a person on the Board of Directors by the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Except Mr. Vivek Arora, to the extent of his shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

The Board of Directors accordingly recommends the Special Resolution as set out in Item No. 7 of the Notice for the approval of the Members.

**By Order of the Board**

Sd/-

**(Deepak Arnnejaa)**

**DIN: 00006112**

**Chairman Cum Managing Director & CEO**

**Place: New Delhi**

**Dated: 14.08.2024**

## MOHINDRA FASTENERS LIMITED

### RELEVANT DETAILS FOR ITEM NO. 5,6&7

#### **PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

Brief Resume and other details for ITEM No. 5 & 6

<b>Name of the Directors</b>	<b>Deepak Arnnejaa</b>	<b>Ravinder Mohan Juneja</b>
Date of Birth and Age	14th July, 1970, 54 Years	30th March, 1950, 74 Years
DIN	00006112	00006496
Qualification	Post Graduation in Masters of Business Administration (MBA) in finance.	Under Graduate
Experience and expertise in specific functional areas	He made notable contributions to the growth and establishment of the business of the company in India & abroad. His Management skills, Visionary leadership qualities, Sharp analytical skills, Strong financial acumen and Effective management and delegation have is holding directorship in "Mohindra Fasteners Limited" since its inception and presently holding position of Managing Director & Chief Executive Officer of the Company and has a tremendous and rich experience of more than 25 years in Manufacturing, Engineering, Business Development, Finance, Marketing, Export & Import & other businesses. He has benefited the company and enable the company to successfully perform globally.	He has more than 25 years of experience in holding responsible positions including directorship in the Company "Mohindra Fasteners Limited" and presently holding position of Managing Director and has a more than 39 years of rich Experience in Manufacturing & other businesses, his business acumen, leadership quality, production and management expertise/techniques have benefited the organization significantly wherever he served.
Terms & Conditions of appointment and details of remuneration sought to be paid (item no. 1 & 2)	Terms & conditions of appointment & remuneration as set out in the Special Resolution(s) to the notice of postal ballot are in accordance with the applicable Provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (LODR) Regulations.	
Details of remuneration last drawn (2023-24)	Remuneration last drawn is Rs. 64.23 Lakhs in the FY 2023-24	Remuneration last drawn is Rs. 70.03 Lakhs in the F.Y 2023-24
Date of first appointment on the Board	10/01/1995	10/01/1995
Inter -se relationships between- <ul style="list-style-type: none"> <li>• Director;</li> <li>• Managers;</li> <li>• Key Managerial personnel</li> </ul>	None	None
Number of Meetings of the Board attended during the FY 2023-24	Six ( 6)	Six (6)
List of companies in which Directorship held as on 31.03.2024	PUBLIC COMPANIES Mohindra Fasteners Limited PRIVATE COMPANIES KK MOHINDRA FASTENINGS PVT. LTD	PUBLIC COMPANIES Mohindra Fasteners Limited PRIVATE COMPANIES Nil



List of Committees in which he is a Chairman/Member of the Committees of the Board of the companies as on date of notice	<p>Chairman</p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Member</li> <li>• Stakeholders Relationship Committee</li> <li>• Audit Committee</li> </ul>	<p>Chairman</p> <ul style="list-style-type: none"> <li>• Nil</li> <li>• Member</li> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility</li> </ul>
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil	Nil

<b>Name of the Directors</b>	<b>Vivek Arora</b>
Date of Birth and Age	07th February, 1976, 48 Years
DIN	10732928
Qualification	Chartered Accountant
Experience and expertise in specific functional areas	Professional exposure to multifarious industries and service segments ranges from Apparels and Exports thereof, IT & ITeS, Insecticides, Financial Services & Banking, Capital Markets, Highways & Infrastructural Development, Education and Social Sector including bilateral International Aid Institutions..
Terms & Conditions of appointment and details of remuneration sought to be paid (item no. 1 & 2)	Term of appointment Five year i.e. w.e.f from 14.08.2024 to 13.08.2029
Details of remuneration last drawn (2023-24)	Not Applicable
Date of first appointment on the Board	14 <sup>th</sup> August, 2024
Inter -se relationships between-Director; Managers; Key Managerial personnel	None
Number of Meetings of the Board attended during the FY 2023-24	Not Applicable
List of companies in which Directorship held as on 31.03.2024	Nil
List of Committees in which he is a Chairman/Member of the Committees of the Board of the companies as on date of notice	Nil

## MOHINDRA FASTENERS LIMITED

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Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil
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**By Order of the Board**

**Place: New Delhi**

**Dated: 14.08.2024**

Sd/-

**(Deepak Arnnejaa)**

**DIN: 00006112**

**Chairman Cum Managing Director & CEO**