

# MOHINDRA FASTENERS LIMITED

CIN: L74899DL1995PLC064215

Regd. Office: 304 Gupta Arcade, Inder Enclave, Delhi - Rohtak Road, New Delhi-110087

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## NOTICE OF CIRCULAR RESOLUTION

To,

The Board of Directors,  
Mohindra Fasteners Limited

Date: 17.09.2024

Serial No.: 2024/CIR/02

Date of Circulation	17th September, 2024
Subject	Business to be transacted
Total No. of items proposed	5

Please find herein below the resolutions which is proposed to be passed by circulation vide Serial No. 2024/CIR/02 pursuant to the provisions contained in section 175 of the Companies Act, 2013 read with Secretarial Standards as approved by Institute of Company Secretaries of India and other applicable provisions, if any.

The Board is requested to consider and pass the following resolutions by Circulation.

Serial/Item No. 01:	<b>TO CHANGE THE CONSTITUTION OF AUDIT COMMITTEE.</b>
Note:	<p>It is proposed to the Board of director tenure of Mr. Vinod Kumar is going to expire on 24<sup>th</sup> September, 2024. Therefore it is proposed to change the composition of the Audit committee and is require to appoint Mr. Vivek Arora in place of Mr. Vinod Kumar in order to compliance with the statutory requirements of the Companies Act, 2013.</p> <p>The Board of Directors are requested to discuss the matter and pass the following resolution with or without the modification:</p>
Proposed Resolution:	<p>Resolved that Mr. Vivek Arora be and is hereby appointed as a chairman in place of Mr. Vinod Kumar. The revised composition of the audit committee shall be as under:</p> <ol style="list-style-type: none"><li>1. Mr. Vivek Arora, Chairman (Independent Director)</li><li>2. Mr. Deepak Arnnejaa, Member (Chairman cum Managing director &amp; CEO)</li><li>3. Mr. Ved Prakash Chaudhary, Member (Independent director)</li></ol>
Serial/Item No. 02:	<b>TO CHANGE THE CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE.</b>
Note	<p>It is proposed to the Board of director tenure of Mr. Vinod Kumar is going to expire on 24<sup>th</sup> September, 2024. Therefore, it is proposed to change the composition of the Nomination and Remuneration committee and is require to appoint Mr. Vivek</p>

	<p>Arora in place of Mr. Vinod Kumar in order to compliance with the statutory requirements of the Companies Act, 2013.</p> <p>The Board of Directors are requested to discuss the matter and pass the following resolution with or without the modification:</p>
<b>Proposed Resolution</b>	<p>Resolved that Mr. Vivek Arora be and is hereby appointed as a chairman in place of Mr. Vinod Kumar. The revised composition of the Nomination and Remuneration committee shall be as under:</p> <ol style="list-style-type: none"> <li>1. Mr. Vivek Arora, Chairman (Independent Director)</li> <li>2. Mr. Shamoli Thakur, Member (Independent Director))</li> <li>3. Mr. Ved Prakash Chaudhary, Member (Independent director)</li> </ol>
<b>Serial/Item No. 03:</b>	<b>TO CHANGE THE CONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE.</b>
<b>Note</b>	<p>It is proposed to the Board of director tenure of Mr. Vinod Kumar is going to expire on 24<sup>th</sup> September, 2024. Therefore, it is proposed to change the composition of the Stakeholder Relationship Committee and is require to appoint Mr. Vivek Arora in place of Mr. Vinod Kumar in order to compliance with the statutory requirements of the Companies Act, 2013.</p> <p>The Board of Directors are requested to discuss the matter and pass the following resolution with or without the modification:</p>
<b>Proposed Resolution</b>	<p>Resolved that Mr. Vivek Arora be and is hereby appointed as a chairman in place of Mr. Vinod Kumar. The revised composition of the Stakeholder and Remuneration committee shall be as under:</p> <ol style="list-style-type: none"> <li>1. Mr. Vivek Arora, Chairman (Independent Director)</li> <li>2. Mr. Deepak Arnnejaa, Member(Chairman Cum Managing director &amp; CEO))</li> <li>3. Mr. Ravinder Mohan Juneja, Member (Managing Director)</li> </ol>
<b>Serial/Item No. 04:</b>	<b>TO CHANGE THE CONSTITUTION OF CORPORATE SOCIAL COMMITTEE.</b>
<b>Note</b>	<p>It is proposed to the Board of director tenure of Mr. Vinod Kumar is going to expire on 24<sup>th</sup> September, 2024. Therefore, it is proposed to change the composition of the Corporate Social Committee and is require to appoint Mr. Vivek Arora in place of Mr. Vinod Kumar in order to compliance with the statutory requirements of the Companies Act, 2013.</p> <p>The Board of Directors are requested to discuss the matter and pass the following resolution with or without the modification:</p>
<b>Proposed Resolution</b>	<p>Resolved that Mr. Vivek Arora be and is hereby appointed as a member in place of Mr. Vinod Kumar. The revised composition of the constitution of corporate social committee shall be as under:</p> <ol style="list-style-type: none"> <li>1. Mr. Deepak Arnnejaa, Chairman (Chairman Cum Managing director &amp; CEO))</li> <li>2. Mr. Ravinder Mohan Juneja, Member (Managing Director)</li> </ol>

	3. Mr. Vivek Arora, Member, Member (Independent Director)						
Serial/Item No. 05:	<b>TO TAKE NOTE OF THE SANCTION LETTER RECEIVED FROM KARNATAKA BANK LIMITED, WEST PATEL NAGAR BRANCH, NEW DELHI.</b>						
Note:	<p>It is to be proposed the Company is required to take note of the sanction letter issued by the Karnataka Bank Limited, Patel Nagar Branch, New Delhi</p> <p>The Board of Directors are requested to consider &amp; review the matter and pass the following resolution with or without the modification:</p>						
Proposed Resolution	<p><b>“RESOLVED THAT</b> Consent of the Board be and is hereby accorded to approve &amp; accept the sanction letter vide ref. no. MDS/CSD/2024-2025 dated 28.08.2024 issued by the Karnataka Bank Limited, West Patel Nagar Branch, New Delhi upon such terms &amp; conditions set out in the said sanction letter includes:</p> <ol style="list-style-type: none"> <li>1. Fresh Term Loan of Rs.5.16 Crore for purchase of machineries domestically.</li> <li>2. Fresh Term Loan (FCDTL) of Rs.1.84 Crore for import of machineries.</li> <li>3. Renewal of overdraft facility <u>with existing limit of Rs.25.00 Crore</u>, along with following <u>existing</u> sub-limits:</li> </ol> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Facilities</th> <th>Amount in Crore</th> </tr> </thead> <tbody> <tr> <td>Pre-shipment credit facility</td> <td>18.00</td> </tr> <tr> <td>Post shipment-LC/NLC [DA/DP)/Direct bill facility</td> <td>7.00</td> </tr> </tbody> </table> <ol style="list-style-type: none"> <li>4. Renewal of Inland/Import LC [DA/DP] facility with an <b>existing limit of Rs.20.00 Crore.</b></li> <li>5. Renewal of Bank Guarantee facility <b>with existing limit of Rs.0.75 crore.</b></li> <li>6. Renewal of Credit line for Forward Contract facility <b>with an existing limit of Rs.0.70 Crore.</b></li> </ol> <p><b>RESOLVED FURTHER THAT</b> Mr. Deepak Arnejjaa (DIN: 00006112), Managing Director &amp; CEO and Mr. Ravinder Mohan Juneja (DIN: 00006496), Managing Director, of the Company be and are hereby authorized, either singly or jointly, to sign and execute all necessary papers, loan documents, pledge, hypothecation mortgage, lien., etc., of the assets of the Company &amp; other documents and to file the necessary forms/e-forms with the Registrar of Companies, NCT of Delhi &amp; Haryana and to do all such acts, deeds and things as may require and necessary to give effect to the above resolution.</p>	Facilities	Amount in Crore	Pre-shipment credit facility	18.00	Post shipment-LC/NLC [DA/DP)/Direct bill facility	7.00
Facilities	Amount in Crore						
Pre-shipment credit facility	18.00						
Post shipment-LC/NLC [DA/DP)/Direct bill facility	7.00						

	<p><b>RESOLVED FURTHER THAT</b> Ms. Mamta Sharma, Company Secretary of the company, be and is hereby also authorised to do all other things, deeds, which may be required to give effect to the aforesaid resolution.</p> <p><b>RESOLVED FURTHER THAT</b> a certified true copy of the above resolution be furnished to the concerned Bank as &amp; when require."</p>
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Note(s):

- a) You can send your assent/ dissent on the above resolutions by sending of duly filled reply form and signed copy of this expressing your acceptance/ rejection via e-mail, hand delivery/ post/ courier to the registered office of the company.
- b) You are requested to send your acceptance/ rejection within 7 (seven) days from the date of circulation of this letter having draft resolutions.
- c) The Directors are requested to give their Assent/ Dissent on such draft resolution/(s) in the enclosed reply form within 7 (seven) days from the date of circulation of this draft Resolution, as the reply shall not be accepted beyond such time.
- d) The Circular Resolution/(s) shall deem to have been passed by circulation when it is approved by a majority of the Directors.
- e) In case, where not less than one-third of the total number of Directors for the time being require that the any of this Resolution/(s) under circulation must be decided at a duly convened Meeting, then such resolution/(s) shall be placed before the next Meeting of the Board for their approval.
- f) The Companies Act, 2013 allows the company's or its authorised person to send the circular resolution by Hand Delivery or by post or by courier or by email or any of such other electronic modes of communication.
- g) Resolutions passed by circulation shall be noted at a subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting.
- h) Passing of Resolutions by circulation shall be considered valid as if it had been passed at a duly convened Meeting of the Board.

We will please to provide you with any details/ information/ documents as may be required to you to provide your assent/ dissent on the above said circulated resolution(s).

Thanking you,

Yours Sincerely,

For Mohindra Fasteners Limited

*Mamta Sharma*  
(Mamta Sharma)

Company Secretary & Compliance Officer

Place: Delhi

