



FASTENING REDEFINED

MOHINDRA FASTENERS LIMITED

Reg. Office:

304 GUPTA ARCADE, INDER ENCLAVE,
DELHI-ROHTAK ROAD, DELHI- 110087

CIN: L74899DL1995PLC064215

Website: www.mohindra.asia

E-mail: cs@mohindra.asia

26th (TWENTY SIXTH) ANNUAL GENERAL MEETING

DATE : TUESDAY, 29th SEPTEMBER, 2020

TIME : 11.30 AM

TO BE CONVENED THROUGH VC/OAVM

NOTICE

NOTICE is hereby given that the 26th (Twenty Sixth) Annual General Meeting of the Members of MOHINDRA FASTENERS LIMITED will be held on Tuesday, the 29th September, 2020 at 11.30 A.M. **through Video Conferencing(VC) / Other Audio Visual Means (OAVM)**, to transact the following businesses:

ORDINARY BUSINESS:

1. To review, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, the Reports of the Auditors and Board of Directors thereon. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements for the year ended March 31, 2020 together with the Auditors 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 on 31st March, 2020. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT a final dividend of Rs. 3.50 per Equity Share (35%) on fully paid up equity shares as recommended by the Board of Directors for the year ended as on 31st Day of March, 2020 be and are 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. Consider and 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 approve the remuneration of Cost Auditor for the financial year ending 31st March, 2021. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and the other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. Sanjay Kumar Garg & Associates, Cost Accountants(Firm Registration No. 100292) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts 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: 11.08.2020

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

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. **Since the AGM will be held through VC / OAVM, the Attendance Slip, Proxy Form and Route Map is not annexed in this Notice.**

MOHINDRA FASTENERS LIMITED

2. Pursuant to the General Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Institutional / Corporate shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting to NSDL.
3. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representative to attend the AGM through VC/OAV on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered email address to vdnext1711@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAV mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. 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.
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 re-appointment at this Annual General Meeting ("AGM") is also annexed.
7. The company has fixed Tuesday **22nd September, 2020** as the '**Record Date**' for determining entitlement of members for final dividend of the financial year ended March 31, 2020, if declared at the AGM.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source(TDS)will be made within thirty days of its declaration as under:
 - a) To all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the 'record date' i.e. 22nd September, 2020.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers, transmission or transposition requests lodged with the Company as on the 'record date' i.e. 22nd September, 2020.
9. Members whose email address 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 ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form may get their E-mail ID registered by contacting to company at cs@mohindra.asia or Registrar and Share Transfer Agent "Skyline Financial Services Private Limited" on at compliances@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>.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to the Company's RTA at compliances@skylinerta.com in case the shares are held in physical form.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 23rd September, 2020 to Tuesday 29th September, 2020 (both days inclusive)** for the purpose of payment of final dividend for the financial year ended on 31st March, 2020 and for this Annual General Meeting (AGM).
12. 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 48hrs before the date of the AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@mohindra.asia. The same will be replied by the company suitably.

13. 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 on the date of AGM in electronic mode may send an email to cs@mohindra.asia.
14. In compliance of SEBI requirements, Skyline Financial Services Private Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer/transmission, etc related work in Physical as well as in Electronic Form and other related activities at the following address:

Skyline Financial Services Private Limited, R/o. D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, E-mail id: compliances@skylinerta.com, Phone: 011-40450193-97

M/s Skyline Financial Services Private Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to quote their name, folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Skyline Financial Services Private Limited and with company.
15. The SEBI Listing Regulations has mandated that for making dividend payments, companies shall use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the shareholders from depositories/ investors for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialised form and with the Company or its RTA in respect of shares held in physical form.
16. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form no. SH 13. The said form can be download from the company's website i.e. www.mohindra.asia. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's RTA in case the shares are held in physical form.
17. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:
 - a) Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and
 - b) Physical form to submit copies of PAN of all shareholders(in case of joint holders) and an original cancelled cheque or copy of Pass Book or Bank Statements of first shareholder(in case joint holding) to the Company or its RTA at cs@mohindra.asia / compliances@skylinerta.com.
19. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, M/s Skyline Financial Services Private Limited for assistance in this regard.
20. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP) under ISIN: **INE705H01011** of the company.
21. 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"),

MOHINDRA FASTENERS LIMITED

dividends if not encashed or claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

Accordingly, unpaid/unclaimed dividend for the Financial Year 2012-13 and their corresponding shares in respect of which dividend has not been claimed from the last 7 (seven) consecutive years are due to be transfer to the IEPF Authority with in thirty (30) days from its due date i.e. **29th October, 2020**. 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) from 2012-13 or onwards, before the respective amounts become due for transfer to the fund.

The following are the details of the dividend declared by the company, the due dates for claiming of dividend by the shareholders and the due dates for transfer of amount of unpaid dividend to IEPF of the last 7(seven) year of unpaid dividend:

Financial Year	Dividend Per share (in Rs.)	Date of Declaration	Last Date for claiming amount of unpaid dividend	Due Date for transfer amount to IEPF	Amount (in Rs.) As on 31st March, 2020
2012-13	1.60	30/09/2013	28/10/2020	29/10/2020	183,840.00
2013-14	1.80	25/09/2014	29/10/2021	30/10/2021	104,760.00
2014-15	2.00	30/09/2015	03/11/2022	04/11/2022	2,37,810.00
2015-16	2.00	30/09/2016	29/10/2023	30/10/2023	2,05,626.00
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,46,399.75
2017-18	2.50	28/09/2018	30/10/2025	31/10/2025	2,41,532.50
2018-19	3.00	21/09/2019	21/10/2026	22/10/2026	2,76,027.00

Those members who have not so far claimed their dividend for the financial year 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18 & 2018-19 are requested to make their claims to the company for obtaining their respective Demand Draft(s). Members wishing to claim dividend(s), which remain unclaimed, are requested to contact to 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 Email ID: cs@mohindra.asia or may contact to our Registrar & Share Transfer Agent through email id: compliances@skylinerta.com (i.e. M/s. Skyline Financial Services Private Limited), 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 avoid 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.

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 dividend amount and shares to the IEPF Suspense Account with in thirty days from the due date.

In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, 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. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

22. (i) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 5, 2020, Notice of the AGM along with Annual Report 2019-20 is 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 2019-20 will also be available on the Company's website www.mohindra.asia, website of the stock exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and on the website of NSDL www.evoting.nsdl.com.

- (ii) Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpose date i.e. **Friday 28th August, 2020** will receive Annual Report for the financial year 2019-20 through electronic mode only.

23. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. The Shareholders are requested to update their PAN with the Company (in case share held in physical mode) and depositories (in case of shares held in demat mode).

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹5,000 only and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act along with PAN to avail the benefits of non-deduction of tax at source at e-mail address cs@mohindra.asia or before '**record date**' i.e. **22nd September, 2020**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

24. 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 above 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.

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

A. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Thursday **24th September, 2020 at 09.00 A.M. and ends on Monday 28th September, 2020 at 5.00 P.M.** During this period, Members holding shares either in physical form or in dematerialized form, as on **cut-off date i.e. Tuesday 22nd September, 2020**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

(I) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 will be as per details given below :
 - 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*****).
 - 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. Your password details 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 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.nsd.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(II) General Guidelines for shareholders:

1. 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 to reset the password.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or Email ID: evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact

Ms. Pallavi Mhatre,

Manager, NSDL,

4th Floor, ‘A’ Wing, Trade World, Kamala

Mills Compound, Senapati Bapat

Marg, Lower Parel, Mumbai 400 013.

Email: evoting@nsdl.co.in/pallavid@nsdl.co.in,

Tel: 91 22 2499 4545/ 1800-222-990

(III) Process for Registration of Email Address for Obtaining Annual Report and Procuring User Id/ Password for e-voting and updation of bank account mandate for receipt of dividend:

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 cs@mohindra.asia / compliances@skylinerta.com along with signed request letter. The e-mail address will be registered after verification of the signatures in the request letter with that shown on record.

Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend;
 - b) the Bank Account type;
 - c) Bank Account Number;
 - d) 9 digit MICR Code Number;
 - e) 11digit IFSC Code; and
 - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
2. Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

Please note that shareholders may also use this link <http://www.skylinerta.com/EmailReg.php> to update their Email id, PAN & Contact number at the website of our Registrar of Share Transfer Agent M/s Skyline Financial Services Pvt. Ltd. Kindly note that your Email/ Mobile/PAN is being registered here temporarily and is subject to verification. Shareholders holding shares in physical form may

get their KYC updated by sending request to RTA at email Id compliances@skylinerta.com and shareholders holding shares in demat form can contact their Depository Participant.

(IV) 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 during 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.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. III of this Notice.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the Virtual Platform provided by the RTA i.e. Skyline Financial Services Pvt. Ltd. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members may ensure availability of a Camera to facilitate interface and use Internet connection with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at company email id cs@mohindra.asia before 48 hours from the date of AGM. The same will be replied by the company suitably.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

26. User ID and Password for the members who became Members after sending of AGM notice:

Any Person, who acquires shares and becomes a member of the Company after sending of the Notice of AGM and the Annual Report through electronic mode, and holding shares as on the cut-off date i.e. **22nd September, 2020** (Tuesday), may obtain the Login ID and password by sending a request at evoting@nsdl.co.in/compliances@skylinerta.com by mentioning their folio no./DPID and client ID no. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

27. Scrutinizer:

Mr. Anand Kumar Singh, a Practicing Company Secretary, Partner of M/s. Anand Nimesh & Associates, Practicing Company Secretaries, has appointed as the scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner and for this purpose he has communicated his willingness to be appointed and will be available for same purpose.

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the 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 and submit on or before September 30, 2020, a consolidated Scrutinizer's 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 same.

28. Declaration of Results:

The Chairman or the authorized person (if any) shall declare the results on or before September 30, 2020. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mohindra.asia and on the website of NSDL and shall also be displayed on the notice board at the registered office of the Company. The results shall simultaneously be communicated to the Metropolitan Stock Exchange of India Limited (MSEI), Mumbai. The resolutions shall be deemed to be passed on the date of the AGM i.e. 29th September, 2020 subject to receipt of the requisite number of votes in favour of the resolutions.

The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.

By Order of the Board

Place: New Delhi
Dated: 11.08.2020

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

MOHINDRA FASTENERS LIMITED

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 OF THE ACCOMPANYING NOTICE:

ITEM NO. 4:

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 29th June, 2020 the appointment of M/s. Sanjay Kumar Garg & Associates (Firm Registration No-100292), Cost Accountants, Shop No.2, First Floor, Pocket H-34, Plot No-35, Sector-3, Rohini, New Delhi-110085, as Cost Auditors to conduct the audit of the cost records of the Company pertaining to manufacturing of fasteners for the financial year ending 31st March, 2021 at a remuneration of Rs. 35,000/- plus out of pocket expenses and applicable taxes.

M/s. Sanjay Kumar Garg & Associates has furnished consent cum certificate regarding their eligibility for being appointed as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, there muneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 4 as an Ordinary Resolution.

By Order of the Board

**Place: New Delhi
Dated: 11.08.2020**

**(Deepak Arneja)
DIN: 00006112
Chairman Cum
Managing Director & CEO**

RELEVANT DETAILS FOR ITEM NO.3

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):

I. Brief Resume and other details for ITEM No. 3

Name of the Directors	Ravinder Mohan Juneja
Date of Birth and Age	30 th March, 1950, 70 Years
DIN	00006496
Qualification	Under Graduate
Experience and expertise in specific functional areas	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	Managing Director, liable to retire by rotation
Details of remuneration last drawn (2019-20)	All details given in corporate governance report
Date of first appointment on the Board	10 th January, 1995 (Since Incorporation)
Inter-se relationships between- • Director; • Managers; • Key Managerial Personnel.	None
Shareholding in the company	505350 (9.43%)
Number of Meetings of the Board attended during the last financial year	All details given in corporate governance report
List of companies in which Directorship held as on 31.03.2020	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	Chairman • Nil Member • Stakeholders Relationship Committee • Corporate Social Responsibility
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil

By Order of the Board

Place: New Delhi
Dated: 11.08.2020

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