

# MOHINDRA FASTENERS LIMITED

CIN : L74899DL1995PLC064215

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

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



## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

The Member(s),

NOTICE is hereby given, pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), that the Company proposes to obtain approval of its Members for the Special/Ordinary Resolutions appended below by means of Postal Ballot/electronic voting ("e-voting").

The proposed Resolutions and explanatory statement pursuant to Section 102 (1) of the Act pertaining to the said resolution setting out all material facts concerning resolution and the reasons there for along with Postal Ballot Form for voting by you as a Member are enclosed with this notice for your consideration. This notice is being sent to all the members, whose names appear in the Register of Members of the Company as on **Friday, the March 29, 2019**.

In accordance with Regulation 44 of the Listing Regulations and the applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member exercises his/her vote through e-voting facility as well as through Postal Ballot Form, the vote cast through e-voting shall **only** be considered and the voting through physical Postal Ballot shall be discarded by the Scrutinizer.

The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from **09.30 AM on Friday, April 12, 2019 till 5.00 PM on Saturday, May 11, 2019** (both days inclusive). Please refer the instructions for e-voting given at the end of this Notice for the process and the manner in which e-voting is to be carried out.

The Company has appointed Mr. Anand Kumar Singh, Partners of M/s Anand Nimesh & Associates, Company Secretaries, Delhi, as the Scrutinizer for conducting this Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of voting through Postal Ballot and e-voting shall be final.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same (**in Original**) duly completed and signed, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer at 183-B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, New Delhi-110092 or at the company's regd. office at 304 Gupta Arcade, Inder Enclave, Delhi - Rohtak Road, New Delhi-110087 on or before **Saturday, May 11, 2019, 5.00 PM**, to be eligible for being considered, as participated in the postal ballot process, failing which it will be strictly treated as if no reply has been received from the Member. Accordingly, members are requested to send the duly completed Postal Ballot Forms well before the above mentioned date providing sufficient time for postal transit.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director on or before **Monday, May 13, 2019**. The result of the postal ballot will be announced by a Chairman/Director on **Monday, May 13, 2019** at the registered office of the Company at 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087. The aforesaid result will also be displayed at the registered office and upload in the Company's website [www.mohindra.asia](http://www.mohindra.asia) and in the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on the aforesaid date. The results shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms/ e-voting, i.e. **Saturday, May 11, 2019**.

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## SPECIAL BUSINESS

**1. Approval of the Reclassification or removal of the name of promoters & members of promoter group from the 'Promoter & Promoter Group' category shareholders. To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:-**

**"RESOLVED THAT** in compliance with regulations 31A of the SEBI (Listing obligation & Disclosure Requirements) Regulations, 2015 and SEBI (Listing obligation & Disclosure Requirements) (Sixth Amendment) Regulation, 2018 and subject to the necessary approvals from the Stock Exchange and other appropriate statutory authorities as may be necessary, the approval of the members be and is hereby accorded to reclassify or remove the names of the following persons and entity (hereinafter individually & jointly referred to as the **"Applicants"**) currently forming part of Promoter & member of Promoter group from "promoter & promoter group category shareholders" since they have transferred their entire shareholding and they neither connected in any activity or affairs of the company nor have any control over any decision making process of the company:

Sr. No.	Name of the shareholder proposed to be reclassified	No. of shares held as on date of notice from members	%of holding in the total capital of the Company as on date of notice from members	Letter Date
1.	Mukesh Arneja	Nil	N.A.	15.01.2019
2.	C.V. Trading & Investment Co. Pvt. Ltd.	Nil	N.A.	14.11.2018
3.	Simi Arneja	Nil	N.A.	02.11.2018
4.	Mrinal Arneja	Nil	N.A.	02.11.2018

**RESOLVED FURTHER THAT** re-classification or removal of the aforesaid persons and entity shall be subject to the following conditions:

- the aforesaid persons and entity do not hold more than 10% percent of paid-up share capital of the company;
- the aforesaid persons and entity never exercised control over the affairs of the company directly or indirectly;
- the aforesaid persons and entity do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
- the aforesaid persons and entity do not represent on the board of directors (including not having a nominee director) of the company;
- the aforesaid persons and entity never acted as a key managerial person in the company;
- the aforesaid persons and entity are not be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- the aforesaid persons and entity are not be a fugitive economic offender.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** any one of the Executive Directors and Ms. Nidhi Pathak, Company Secretary & Compliance Officer of the Company, be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the above resolutions."

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## 2. Approval of the revision in the validity or tenure of Appointment of Mr. Ravinder Mohan Juneja, Managing Director of the Company. To consider and if deemed fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT in partial modification to the resolution passed by the Members of the company at the 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 and pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 and as per the Articles of Association of the Company and as recommended by the Nomination & Remuneration committee of the company and approved by the Board of Directors of the company, the approval of the members of the company be and is hereby accorded for revision in the validity or tenure of appointment of Mr. Ravinder Mohan Juneja, (holding DIN: 00006496), Managing Director of the Company and he shall hold the office of Managing Director up to the date he attains the age of 70 years i.e. **30.03.2020**, details related to the same as stated in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** except for the revision in the validity or tenure of his appointment, all the other terms and conditions related to his appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain the same.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any committee thereof) be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution and any one of the Executive Directors and Ms. Nidhi Pathak, Company Secretary & Compliance Officer of the Company, be and are hereby further authorized to file the necessary e-forms with the Registrar of Companies (ROC) Delhi and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

### Registered Office:

304, Gupta Arcade,  
Inder Enclave, Delhi-Rohtak Road,  
Delhi-110087

By order of the Board  
For Mohindra Fasteners Limited

Date : 11.02.2019

Place : Delhi

(Nidhi Pathak)  
Company Secretary & Compliance Officer  
M. No.- A31973

### Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 (the 'Act') setting out material facts for the proposed Resolutions under item no. 1 to 2 is annexed herewith for your consideration.
2. A person, whose name is recorded in the registered of Member or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. **Friday, March 29, 2019** only shall be entitled to avail the facility of e-voting or voting by postal ballot. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. The e-voting period commences on **Friday April 12, 2019 (9:30 A.M.) and ends on Saturday May 11, 2019 (5.00 P.M.)** (both days inclusive). Please read carefully the instructions for e-voting as printed in this Notice.
4. All relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are available for inspection by the members at the Registered Office of the Company during business hours on all working days between 11:00 A.M. to 1:00 P.M. from the date of dispatch of this Postal Ballot Notice till the date of closing of voting/declaration of results of the Postal Ballot.
5. A Member cannot exercise his/her vote through a Proxy in the Postal Ballot voting process.
6. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot notice/form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post or by speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
7. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before **Saturday May 11, 2019, (5.00 P.M.)**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-Voting module shall also be disabled by NSDL for voting thereafter.

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## PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

### **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.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 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, your 'initial password' is communicated to you on your postal address.
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.
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 **MOHINDRA FASTENERS LIMITED**.

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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.

## **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](http://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 send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

1. Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Anand Kumar Singh, partner of Anand Nimesh & Associates, Practicing Company Secretary (Membership No. 24881) at 183-B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, New Delhi-110092 or at company's regd. office at 304 Gupta Arcade, Inder Enclave, Delhi - Rohtak Road, New Delhi-110087.
2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authority letter, with the specimen signature(s) of the authorised signatory (ies) duly attested, are required to send it to the Scrutinizer by e-mail [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer **not later than Saturday, May 11, 2019 (5.00 P.M. IST)**. Postal Ballot Forms received after this date will be considered invalid.
6. Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Ms. Nidhi Pathak, Company Secretary & Compliance Officer of the Company at e-mail ID: [cs@mohindra.asia](mailto:cs@mohindra.asia) or contact to our Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd. at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-40450193-97, [email id: parveen@skylinerta.com](mailto:parveen@skylinerta.com).
7. Members are requested not to send any paper (other than the resolution/authority as mentioned above) along with the Postal Ballot Form.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1:**

#### **RECLASSIFICATION OF THE STATUS OF PROMOTER AND PROMOTER GROUP**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 (hereinafter referred as "**Listing Regulations**") have provided a regulatory mechanism for reclassification of Promoters & Promoter group subject to fulfillment of conditions as provided therein.

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Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

Since the applicants have transferred their entire shareholding held in the company and they never participated in the day to day management or working operations of the Company. Further they did not hold any position as a director or a KMP in the company. They are financially independent persons and entity, who take independent investment decisions and are no way related to any of the business carried out by the Company. In this regard, the Company received applications from the applicants, pursuant to Regulation 31A of the Listing Regulations for removal of their names from 'Promoters & Promoter group' category shareholders.

Sr. No.	Name of the shareholder proposed to be reclassified	No. of shares held as on date of notice from members	%of holding in the total capital of the Company as on date of notice from members	Letter Date
1.	Mukesh Arneja	Nil	N.A.	15.01.2019
2.	C.V. Trading & Investment Co. Pvt. Ltd.	Nil	N.A.	14.11.2018
3.	Simi Arneja	Nil	N.A.	02.11.2018
4.	Mrinal Arneja	Nil	N.A.	02.11.2018

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on 13<sup>th</sup> November, 2018 have approved all the applications for reclassification received by the Company as on the date of this board meeting, subject to approval by the members & relevant regulatory authorities and on satisfaction of the additional conditions as stipulated under Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018, the Board of Directors of the Company at their meeting held on 11<sup>th</sup> February, 2019 have approved the applications for reclassification received by the Company as on the date of this board meeting, subject to approval by the members and relevant regulatory authorities.

Regulation 31 A of SEBI (LODR) Regulation has been amended vide SEBI (LODR) (Sixth Amendment) Regulations, 2018. As per the said amendment which becomes effective from 16.11.2018, "there shall be a time gap of at least three months but not exceeding six months between the date of board meeting and the shareholder's meeting considering the request of the promoter(s) seeking re-classification".

Keeping in view these factors, the Board of directors recommends the passing of the resolution as set out under item no.1 for approval of the Members as an Ordinary Resolution through postal ballot.

None of the Directors or Key Managerial Person or their relatives are concerned or interested in this item of business except Mr. Deepak Arneja Chairman cum Managing Director & CEO of the Company is deemed to be interested, being 'relative' of Mr. Mukesh Arneja.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

## ITEM NO. 2:

Pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 and as per the Articles of Association of the Company, Mr. Ravinder Mohan Juneja, Managing Director of the company had re-appointed by the members of the company at the 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 for a period of five consecutive years effective from 01<sup>st</sup> January, 2017 up to the period he attains the age of 70 (seventy) years i.e. 10.09.2021. Subsequently the company filed the return of his appointment in e-Form MR1 before the

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ROC in which his tenure was filed as from 01.01.2017 to 10.09.2021 based on his date of birth i.e. 11.09.1951 as mentioned on his documents like PAN & Aadhaar Card which was available with the company.

Recently, he has submitted with the company his latest and corrected copy of PAN & Aadhaar card in which his corrected and modified date of birth mentioned on it i.e. 30.03.1950. Hence based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors at their meeting held on 11th February, 2019, the revision in the validity or tenure of Appointment of Mr. Ravinder Mohan Juneja, Managing Director of the company from ('01.01.2017 to 10.09.2021') to ('01.01.2017 to 30.03.2020') was approved, subject to the approval by members of the company.

Further, all other terms and conditions of his appointments and remuneration as approved earlier by the members, shall remain same and which are not mentioned herewith.

The Board recommends the passing of the resolution as set out under item no.2 for approval of the Members as Special Resolution through postal ballot.

Mr. Ravinder Mohan Juneja, Managing Director of the company is deemed to be interested in this item of business since it relates to his validity or tenure of appointment. No other Directors or Key Managerial Person or their relatives are concerned or interested in this item of business.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

**Registered Office:**  
304, Gupta Arcade,  
Inder Enclave, Delhi-Rohtak Road,  
Delhi-110087

**By order of the Board**  
**For Mohindra Fasteners Limited**

Date : 11.02.2019  
Place : Delhi

(Nidhi Pathak)  
Company Secretary & Compliance Officer  
M. No.- A31973

**Enclosed:** 1. Postal Ballot Forms.  
2. Self Addressed Postage pre paid Envelope.