



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: csnidhipathak@mohindra.asia

27th (TWENTY SEVENTH) ANNUAL GENERAL MEETING

DATE : THURSDAY, 23rd SEPTEMBER, 2021

TIME : 11.30 AM

TO BE CONVENED THROUGH VC/OAVM

NOTICE

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting of the Members of MOHINDRA FASTENERS LIMITED will be held on Thursday, the 23rd September, 2021 at 11.30 A.M. **through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, 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 Audited Financial Statements for the year ended March 31, 2021 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 approve and declare the dividend on Equity Shares for the financial year ended on 31st March, 2021. To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT a final dividend of Rs. 3.00 per Equity Share (30%) on fully paid up equity shares as recommended by the Board of Directors for the year ended as on 31st Day of March, 2021 be and are hereby approved and declared.”
3. To appoint a Director in place of Mr. Gagandeep Singh Narang (DIN: 00179636) 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. Gagandeep Singh Narang (DIN: 00179636) 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, 2022. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT the remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only), 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, 2022, 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.”
5. To approve the re-appointment of Mr. Ved Prakash Chaudhry (DIN: 07572208) as Non-Executive Independent Director of the Company for a second term of five years. To consider and if thought fit, to pass the following resolution as SPECIAL RESOLUTION:
“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ved Prakash Chaudhry (DIN-07572208), whose first term as Non-Executive Independent Director of the Company expires on September 29, 2021 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from the shareholder under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from September 30, 2021 to September 29, 2026.

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RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded to continue the second term of Mr. Ved Prakash Chaudhry (DIN-07572208) as a Non-Executive Independent Director of the Company on attaining the age of 75 (seventy-five) years on June 1, 2023, on the same terms and conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board

Place: New Delhi
Dated: 14.08.2021

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

NOTES:

1. In view of the massive outbreak of the Coronavirus pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (SEBI) vide its circular dated January 15, 2021 read with circular dated May 12, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
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 requested to provide a duly certified copy of the board resolution / power of attorney 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 **vdnext1711@gmail.com**.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. 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.
6. 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.
7. 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.
 - Members holding shares in the physical form may get their e-mail address, PAN & mobile number registered by contacting to company at csnidhipathak@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>.
8. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd.) of the Company:-
 - a) any change in their address / bank mandate.
 - b) particulars of their bank account, in case they have not been sent earlier.
 - c) 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.
 - d) 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.
 - e) 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.
 9. 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 utilise the Electronic Clearing System (ECS) for receiving dividends.
 10. The company has fixed Thursday 16th September, 2021 as the ‘Record Date’ for determining entitlement of members for final dividend of the financial year ended March 31, 2021, if declared at the AGM.
 11. 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. 16th September, 2021.
 - 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. 16th September, 2021.
 12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 17th September, 2021 to Thursday 23rd September, 2021 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31st March, 2021 and for this Annual General Meeting (AGM).
 13. 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 4500 equity shares during the financial year 2020-2021 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) from 2013-14 or onwards, before the respective amounts become due for transfer to the IEPF Authority.

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Details of dividend declared by the Company from financial year 2013-2014 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 amount to IEPF	Amount (in Rs.) As on 31st March, 2021
2013-14	1.80	25/09/2014	29/10/2021	30/10/2021	99,180.00
2014-15	2.00	30/09/2015	03/11/2022	04/11/2022	2,35,610.00
2015-16	2.00	30/09/2016	29/10/2023	30/10/2023	2,05,226.00
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,46,174.75
2017-18	2.50	28/09/2018	30/10/2025	31/10/2025	2,41,282.50
2018-19	3.00	21/09/2019	21/10/2026	22/10/2026	2,36,727.00
2019-20	3.50	29/09/2020	29/10/2027	30/10/2027	2,90,396.00
2020-21 (interim)	2.00	10/02/2021	14/03/2028	15/03/2028	1,86,260.00

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.

Email ID: csnidhipathak@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 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.

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. The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

14. (i) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for the financial year 2020-21 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 2020-21 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 27th August, 2021 will receive Annual Report for the financial year 2020-21 through electronic mode only.
15. 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 csnidhipathak@mohindra.asia. The same will be replied by the company suitably.
16. 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 csnidhipathak@mohindra.asia.

17. 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 2021-22 does not exceed `Rs5,000 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 csnidhipathak@mohindra.asia or before 'record date' i.e. 16th September, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

18. 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.

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

The remote e-voting period begins on 18th September, 2021 at 09:00 A.M. and ends on 22nd September, 2021 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 record date (cut-off date) i.e. 16th September, 2021, 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 16th September, 2021.

How do I vote electronically using NSDL 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.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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/> 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/> 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.

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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*****.
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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms.PallaviMhatre, 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 or pallavid@nsdl.co.in or 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 csnidhipathak@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 (csnidhipathak@mohindra.asia).
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 (csnidhipathak@mohindra.asia). If you are an Individual shareholders 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 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.

MOHINDRA FASTENERS LIMITED

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. 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 csnidhipathak@mohindra.asia. The same will be replied by the company suitably.
6. Those member 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 16, 2021 (Thursday). 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 16, 2021 (Thursday), may obtain the login ID and password by sending a request to evoting@nsdl.co.in / csnidhipathak@mohindra.asia.
- 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 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 23, 2021. The results along with the Scrutiniser's Report shall be placed on the website of the Company 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.

By Order of the Board

Place: New Delhi
Dated: 14.08.2021

(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&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, 2022.

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, 2022 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, 2022 at a remuneration of Rs. 35,000 (Rupees Thirty-Five 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. The Board recommends the resolution set forth in the notice (Agenda Item No.4) for approval by the members.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

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

ITEM NO. 5:

The Shareholders of the Company at the 22nd AGM held on 30th September, 2016 approved the appointment of Mr. Ved Prakash Chaudhry as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 30th September, 2016. Mr. Ved Prakash Chaudhry will be completing his first term on September 29, 2021.

The nomination and remuneration committee, at its meeting held on August 14, 2021, after taking into account the performance evaluation of Mr. Ved Prakash Chaudhry during his first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a second term of five years. Based on the recommendation of the nomination and remuneration committee, the Board has recommended the reappointment of Mr. Ved Prakash Chaudhry as an independent director, not liable to retire by rotation, for a second term of five years with effect from September 30, 2021, up to September 29, 2026.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for another term of up to 5 (five) consecutive years on the board of a Company.

The Board of the Company in its Meeting held on August 14, 2021 has approved reappointment of Mr. Ved Prakash Chaudhry for a second term of five years. Mr. Ved Prakash Chaudhry is presently 73 years old and the proposed second term will move beyond 75 years of his age. (He will attain the 75 years of age on June 01, 2023).

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), inter alia, provides that “no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect” hence his continuation beyond 75 years requires the approval of members by way of a special resolution.

The Board of directors, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that in view of his enriched experience, expertise and deep business acumen vis-à-vis his extensive involvement in the deliberations of the meetings of the committees of directors and Board of directors of the Company, his continued association as Independent Director would be benefit to the company and stakeholders and it is desirable to continue to avail his services as Independent Director.

The Company has received all statutory disclosures / declarations from Mr. Ved Prakash Chaudhry including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a shareholder, intending to nominate Mr. Ved Prakash Chaudhry to the office of independent director.

In the opinion of the Board and based on its evaluation, Mr. Ved Prakash Chaudhry fulfils the conditions specified in the Companies Act, 2013 & rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. A copy of the draft letter for the reappointment of Mr. Ved Prakash Chaudhry setting out the terms and conditions is available for electronic inspection at the corporate office of the Company during business hours up to and including the date of AGM.

The Explanatory Statement together with the accompanying Notice may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI). The Board recommends the Special Resolution at Item No. 5 of the Notice for your approval.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

Except Mr. Ved Prakash Chaudhry, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 except to the extent of their shareholding, if any, in the Company.

By Order of the Board

Place: New Delhi
Dated: 14.08.2021

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

MOHINDRA FASTENERS LIMITED

RELEVANT DETAILS FOR ITEM NO. 3 & 5

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	Mr. Gagandeep Singh Narang
Date of Birth and Age	26th November, 1981, 40 Years
DIN	00179636
Qualification	He had completed his graduation (B.Com) from Delhi University and BBA from University of Bradford U.K. He has pursued Diploma in Financial Management in the year 2003.
Experience and expertise in specific functional areas	Has more than 15 years of experience in holding responsible positions including directorship in various Companies. He has more than 15 years of Experience in Real Estate Industry. He is also having good experience in Transport and Hospitality Industry. He is specialized in leasing built to suit spaces to IT/ITES companies. His business acumen, leadership quality, financial and management expertise/ techniques have benefited the organizations significantly wherever he served.
Terms & Conditions of appointment	Non-Executive Independent Director, liable to retire by rotation
Details of remuneration last drawn (2020-21)	All details given in corporate governance report
Date of first appointment on the Board	15th February, 2016
Inter-se relationships between- <ul style="list-style-type: none"> • Director; • Managers; • Key Managerial Personnel. 	None
Shareholding in the company	111800 (2.09%)
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 31.03.2021	PUBLIC COMPANIES: <ul style="list-style-type: none"> • Mohindra Fasteners Limited PRIVATE COMPANIES: <ul style="list-style-type: none"> • Nipman Impex Private Limited • Nikunj Netweb Solutions Private Limited • Simar Packaging and Manufacturers Private Limited • Datar Reality and Hospitality Private Limited
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 <ul style="list-style-type: none"> • Nil Member <ul style="list-style-type: none"> • Nomination and Remuneration Committee
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil

II. Brief Resume and other details for ITEM No. 5

Name of the Directors	Mr. Ved Prakash Chaudhry
Date of Birth and Age	1st June, 1948, 73 Years
DIN	07572208
Qualification	Post Graduate (MSC and LLB).
Experience and expertise in specific functional areas	He has 32 year of experience with Banking Industry and has served as Senior Manager in Karnataka Bank Limited. He retired from the Bank as a Senior Branch Manager in 2008. Being a Law Graduate, he is well versed with business/corporate laws.
Terms & Conditions of appointment	Independent Director, not liable to retire by rotation
Details of remuneration last drawn (2020-21)	All details given in corporate governance report
Date of first appointment on the Board	30th July, 2016
Inter-se relationships between- <ul style="list-style-type: none"> • Director; • Managers; • Key Managerial Personnel. 	None
Shareholding in the company	100
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 31.03.2021	PUBLIC COMPANIES: <ul style="list-style-type: none"> • Mohindra Fasteners Limited PRIVATE COMPANIES: <ul style="list-style-type: none"> • 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 <ul style="list-style-type: none"> • Nil Member <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee
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: 14.08.2021

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