



FASTENING REDEFINED

## **MOHINDRA FASTENERS LIMITED**

Reg. Office:

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

CIN: L74899DL1995PLC064215

Website: [www.mohindra.asia](http://www.mohindra.asia)

E-mail: [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia)

### **29<sup>th</sup> (TWENTY NINTH) ANNUAL GENERAL MEETING**

**DATE : FRIDAY, 22<sup>nd</sup> SEPTEMBER, 2023**

**TIME : 11.30 AM**

**TO BE CONVENED THROUGH VC/OAVM**

## NOTICE

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the Members of MOHINDRA FASTENERS LIMITED will be held on **Friday, the 22<sup>nd</sup> September, 2023 at 11.30 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider & adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, along with the Reports of the Auditors and Board of Directors thereon.

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

**“RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2023 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 confirm the payment of an Interim Dividend aggregating to Rs. 4.50 per equity share for the financial year ended March 31, 2023.

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

**“RESOLVED THAT** the Interim Dividend of Rs. 4.50 per equity share of Rs. 10 each fully paid up, declared/ approved by the Board of Directors and already paid, be and is hereby confirmed for the Financial Year 2022-23.”

3. To appoint a director in place of Mr. Ranbir Singh Narang (DIN: 00250927)), 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. Ranbir Singh Narang (DIN: 00250927) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

### SPECIAL BUSINESS:

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

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

5. To approve the Re-appointment of Mrs. Shamoli Thakur (DIN: 08189763) as a Non-Executive Independent Director of the Company for the Second Consecutive term of 5 (Five) years commencing from August 3, 2023 to August 2, 2028.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable Regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, approval of the Members be and is hereby accorded for the re-appointment of Mrs. Shamoli Thakur (DIN: 08189763), for a second term of (05) five consecutive years effective from 03<sup>rd</sup> August, 2023 to 02<sup>nd</sup> August, 2028, not liable to retire by rotation and shall be entitled to sitting fees.

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

**By Order of the Board**

**Place: New Delhi**

**Dated: 12.08.2023**

**(Deepak Arneja)**

**DIN: 00006112**

**Chairman Cum  
Managing Director & CEO**

**NOTES:**

1. Pursuant to the General Circular No. 10/2022 dated 28 December 2022, issued by Ministry of Corporate Affairs (“MCA”) read together with previous circulars issued by the MCA in this regard (collectively to be referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with other circulars issued by SEBI in this regard (collectively to be referred to as “SEBI Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue till 30 September 2023. Hence, in compliance with said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM shall be the registered office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, **the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of the Business(es) to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this Annual General Meeting (“AGM”) is also annexed.
4. Corporate members are required to send a duly certified copy of the board resolution / power of attorney, etc., authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM to the Scrutinizer at [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com).
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. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. (i) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for the financial year 2022-23 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 2022-23 will also be available on the Company’s website [www.mohindra.asia](http://www.mohindra.asia), website of the stock exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any communication in this regard, including the requirement of physical copy of Annual Report, shareholders may send their request letters to [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com)  
(ii) Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpose date i.e. Friday 25<sup>th</sup> August, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode only.
9. Members desiring any information or have any query as regards to financial statements or any matter to be placed at the AGM, may write to the Company on or before 16<sup>th</sup> September, 2023 mentioning their name, demat account number/ folio number, email id, mobile number at [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia). The same will be replied by the management suitably.
10. The Securities and Exchange Board of India vide its circular dated November 3, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN,

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mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents (RTA) of the Company in Forms ISR-1, ISR-2, SH-13 etc.

Pursuant to the circulars dated November 3, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the abovementioned documents / details on or after October 1, 2023 will be frozen by the RTA.

### 11. The securities in the frozen folios shall be:-

- a. **eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents /details as aforesaid;**
- b. **eligible for any payment including dividend, interest or redemption payment only through electronic mode;**
- c. **referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website [www.mohindra.asia](http://www.mohindra.asia). Alternatively, the members may also dematerialize all the shares held by them.

### 12. 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 the Registrar and Share Transfer Agent of the Company i.e. Skyline Financial Services Private Limited" at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) & [admin@skylinerta.com](mailto:admin@skylinerta.com).

### 13. Members, holding shares in physical form, are requested to send a signed request letter in form ISR-1 made available on Company's website along with supporting documents for the following to the Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd.) of the Company:-

- 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.

### 14. 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.

### 15. In the case of joint holders, the vote of the first holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.

16. 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 39201 equity shares during the financial year 2022-2023 to the IEPF Authority.

Shareholders, please note that once the unclaimed dividend and shares transferred to the IEPF Authority, no claim shall lie thereafter against the company in respect of such amounts and shares. Shareholders are therefore requested to verify their records and send claims if any, for the relevant financial year(s) started from 2015-16 or onwards, before the respective amounts become due for transfer to the IEPF Authority.

Details of dividend declared by the Company from financial year 2015-2016 onwards are given below:

Financial Year	Dividend Per share (in Rs.)	Date of Declaration	Last Date for claiming amount of unpaid dividend	Due Date for transfer of amount to IEPF	Amount (in Rs.) As on 31 <sup>st</sup> March, 2023
2015-16	2.00	30/09/2016	29/10/2023	30/10/2023	2,00,226.00
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,15,799.75
2017-18	2.50	28/09/2018	30/10/2025	31/10/2025	2,03,782.50
2018-19	3.00	21/09/2019	21/10/2026	22/10/2026	2,29,227.00
2019-20	3.50	29/09/2020	29/10/2027	30/10/2027	2,76,746.00
2020-21 (interim)	2.00	10/02/2021	14/03/2028	15/03/2028	2,00,312.00
2020-21 (final)	3.00	23/09/2021	27/10/2028	28/10/2028	2,55,897.00
2021-22 (interim)	4.00	30/05/2022	30/06/2029	01/07/2029	5,14,352.00

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 and Email ID: [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia) on or before the due dates as mentioned above.

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

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

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

17. 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 during the AGM can send an email to [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia).

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18. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, [www.mohindra.asia](http://www.mohindra.asia).

### 19. VOTING BY MEMBERS

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

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

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

**The remote e-voting period begins on Sunday 17<sup>th</sup> September, 2023 at 09:00 A.M. and ends on Thursday 21<sup>st</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday 15<sup>th</sup> September, 2023, 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 15<sup>th</sup> September, 2023.**

#### **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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account</li> </ol>

	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </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"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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.



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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.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 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.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia).

## MOHINDRA FASTENERS LIMITED

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDI 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](mailto:csnidhipathak@mohindra.asia) **on or before 16<sup>th</sup> September, 2023**. The same will be replied by the company suitably.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## OTHER INFORMATION

- i. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date, September 15, 2023 (Friday). Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and the Annual Report through electronic mode, and holding shares as of the cut-off date September 15, 2023 (Friday), may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com).
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting on the day of AGM.
- iv. The Company has appointed Mr. Anand Kumar Singh, Practicing Company Secretary (CP No. 9404) as Scrutiniser to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting i.e. on or before 23<sup>rd</sup> September, 2023 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 22 2023. The results along with the Scrutiniser's Report shall be placed on the website of the Company [http://mohindra.asia/mfl/outcome\\_AGM.html](http://mohindra.asia/mfl/outcome_AGM.html) and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange, Metropolitan Stock Exchange of India Ltd. (MSEI), Mumbai.

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

**By Order of the Board**

**Place: New Delhi**  
**Dated: 12.08.2023**

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

## **MOHINDRA FASTENERS LIMITED**

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

### **ITEM NO. 4:**

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

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

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

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

### **ITEM NO. 5:**

Mrs. Shamoli Thakur (DIN: 08189763) is a Non-Executive Independent Director of the Company. She is also the Member of the Nomination & Remuneration Committee (NRC) of the Board and joined the Board of Mohindra Fasteners Limited on August 03, 2018.

Mrs. Shamoli Thakur is BA (Hons) graduated from Hindu College, Delhi University and has done the Course of Special Educator for learning Disabilities from SNDT University, Mumbai.

She has more than 33 years of experience in her teaching career. She worked with Wonderland Kids Nursery as Class Teacher also was the Administrator of the School. In 2002 she joined as an educator specializing in Art & Craft promoted as Head Pallavan, Anandgram in 2006. In addition to her professional or official duties, she also conducting summer art workshops for teachers for The Shri Ram School since 2005 and she also holds special private art therapy classes for differently abled children as well as regular children.

She was appointed as a Non-Executive Independent Director for a consecutive term of five years from August 03, 2018 to August 02, 2023, not liable to retire by rotation and her appointment was approved by the shareholders at their AGM held on September 28, 2018.

Mrs. Shamoli Thakur is proposed to be re-appointed as a Non-Executive Independent Director for the second term of five consecutive years, commencing from August 03, 2023 to August 02, 2028 and Pursuant to provisions of the Act and the Rules made thereunder, as amended from time to time, she will be entitled to sitting fees for attending the Board meetings as recommended by the NRC and approved by the Board from time to time.

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

The Company has received all statutory disclosures/ declarations from her including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice under Section 160 of the Act from one of the members of the Company, intending to nominate Mrs. Shamoli Thakur for the office of Non-Executive Director. The copy of the draft letter of appointment that sets out the terms and conditions of her re-appointment will be available for inspection.

The Nomination & Remuneration Committee (“NRC”), at its meeting held on 15<sup>th</sup> July, 2023, after taking into account the performance evaluation of Mrs. Shamoli Thakur and considering her expertise, experience and substantial contributions, has recommended to the Board, the re-appointment of Mrs. Shamoli Thakur for a further period of five(05) years with effect from 03<sup>rd</sup> August, 2023 till 02<sup>nd</sup> August, 2028.

Mrs. Shamoli Thakur, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the management.

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

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

Except Mrs. Shamoli Thakur, to the extent of her shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

The Board of Directors accordingly recommends the Special Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

**By Order of the Board**

**Place: New Delhi**

**Dated: 12.08.2023**

**(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 REGUIATION 36 OF THE SEBI (LISTING OBIIGATIONS AND DISCIOSURE REQUIREMENTS) REGUIATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

Brief Resume and other details for ITEM No. 3

Name of the Directors	Ranbir Singh Narang			
Date of Birth and Age	31/07/1949, 74 Years			
DIN	00250927			
Qualification	Graduate			
Experience and expertise in specific functional areas	Having a rich experience in the Business of Transportation. He holds Managerial positions and directorships in many Unlisted public and private Companies. His experience, leadership quality and business acumen would be beneficial to the Company whatever capacity he serves.			
Terms & Conditions of appointment	Non-Executive-Non-Independent Director, liable to retire by rotation			
Details of remuneration last drawn (2022-23)	Not Applicable			
Date of first appointment on the Board	13 <sup>th</sup> August, 2022			
Inter-se relationships between-Director; Managers; Key Managerial Personnel.	None			
Shareholding in the company	471350 (8%)			
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 31.03.2023	<b>Sr. No</b>	<b>Name of the Company</b>	<b>CIN</b>	<b>Designation</b>
	1.	Kanpur Delhi Goods Carriers Ltd.	U24102UP1952PLC002457	Managing Director
	2.	Kanpur Delhi Transport Pvt. Ltd.	U34101UP1959PTC002747	Whole time Director
	3.	Harjas Impex Pvt. Ltd.	U51909DL2005PTC132852	Director
	4.	R J Software Pvt. Ltd.	U72200DL2005PTC133815	Director
	5.	Lumbini Infotech Pvt. Ltd.	U72200DL2008PTC180052	Director
	6.	Mohindra Advisory Limited	U27100DL2007PLC164928	Director

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: Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a director.	Nil

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

Name of the Directors	Shamoli Thakur
Date of Birth and Age	23/06/1968 (55years)
DIN	08189763
Qualification	BA (Hons.) graduated from Hindu College, Delhi University and has done the Course of Special Educator for learning Disabilities from SNDT University, Mumbai.
Experience and expertise in specific functional areas	She has more than 33 years of experience in her teaching career. She worked with Wonderland Kids Nursery as Class Teacher also was the Administrator of the School. In 2002 she joined as an educator specializing in Art & Craft promoted as Head Pallavan, Anandgram in 2006. In addition to her professional or official duties, she also conducting summer art workshops for teachers for The Shri Ram School since 2005 and she also holds special private art therapy classes for differently abled children as well as regular children.
Terms & Conditions of appointment	<u>Term of re-appointment:</u> Five years i.e. w.e.f. from August 03, 2023 to August 02, 2028, subject to the approval of shareholders.
Details of remuneration last drawn (2022-23)	Not Applicable
Date of first appointment on the Board	03 <sup>rd</sup> August, 2018
Inter-se relationships between-Director; Managers; Key Managerial Personnel.	None
Shareholding in the company	Nil
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 31.03.2023	PUBLIC COMPANIES: Mohindra Fasteners Limited PRIVATE COMPANIES: Nil
List of Committees in which she is a Chairman/Member of the Committees of the Board of the companies as on date of notice	Chairman: Nil Member:- 1. Nomination & Remuneration Committee



## MOHINDRA FASTENERS LIMITED

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

**Place: New Delhi**

**Dated: 12.08.2023**

**(Deepak Arneja)**

**DIN: 00006112**

**Chairman Cum**

**Managing Director & CEO**