

MOHINDRA FASTENERS LIMITED

CIN: L74899DL1995PLC064215

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

Website: www.mohindra.asia Email id: cs@mohindra.asia Phone: 011-46200400 Fax: +91-1125282667



NOTICE

NOTICE is hereby given that the **24th (Twenty Fourth) Annual General Meeting** of the Members of **MOHINDRA FASTENERS LIMITED** will be held on **Friday, the 28th September, 2018** at 11.30 A.M. at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063 to transact the following businesses:

ORDINARY BUSINESS

1. To review, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Auditors and Board of Directors thereon.

“RESOLVED THAT the Audited Financial Statements for the year ended March 31, 2018 together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted.”

2. To declare the dividend on Equity Shares for the financial year ended on 31st March, 2018.

“RESOLVED THAT a final dividend of Rs. 2.50 per Equity Share as recommended by the Board of Directors for the year ended as on 31st Day of March, 2018 be and are hereby approved and declared.”

3. To appoint a Director in place of Mr. Ravinder Mohan Juneja (DIN: 00006496) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ravinder Mohan Juneja (DIN: 00006496) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

4. To confirm the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Sections 139 of the Companies Act, 2013 (“the Act”) as amended by Companies (Amendment) Act, 2017, Section 142 and other applicable provisions of the Act, read with the provisions of the Companies (Audit and Auditors) Rules, 2014 (for time being in force), appointment of M/s. B. L. Khandelwal & Co., Chartered Accountants, Delhi (Firm Registration No. 000998N) who has been appointed as Statutory Auditors of the Company for the term of five years at the 23rd Annual General Meeting of the Company with the condition of ratification of appointment at every annual general meeting, be and is hereby confirmed for the rest of their tenure, i.e. up to conclusion of 28th Annual General Meeting without any ratification in subsequent Annual General Meetings and Board of Directors of the Company be and is hereby authorised to fix their remuneration from time to time in consultation with them.”

SPECIAL BUSINESS

5. To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2019. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments thereof, for the time being in force, the Cost Auditors, M/s. Sanjay Kumar Garg & Associates, Cost Accountants(Firm Registration No. 100292), appointed by the Board of Directors of the Company, to conduct the audit of Cost records of the Company for financial year ending 31st March, 2019, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

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

6. To approve the appointment of Ms. Shamoli Thakur (DIN: 08189763) as an Independent Women Director of the Company. Consider and if thought fit, to pass the following resolution as an ORDINARY 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, the appointment by the Board of Directors of Ms. Shamoli Thakur (DIN:08189763), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation and in respect of whom the company has received a notice in writing from a member under Section 160 (1) of the Act proposing her candidature for the office of Independent Director of the company be and is hereby appointed as an independent director of the company for a term of five years commencing from August 3, 2018 to August 2, 2023.”

7. To approve the Reclassification of the Shareholders from the Promoters’ Group Category. Consider and if thought fit, to pass the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Shareholders of the Company be and are hereby accorded to reclassify the following persons as detailed in the explanatory statement annexed to this notice from the Promoter Group category i.e. remove their names from the Promoter Group shareholders.

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

RESOLVED FURTHER THAT Ms. Nidhi Pathak, Company Secretary and one of the Executive Directors of the company and/or such other person as authorized by the Board, be and is hereby authorized either jointly or severally to submit application for reclassification to the Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable in order to give effect to this Resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs/Stock Exchanges/other authorities concerned.”

By Order of the Board

Place: New Delhi
Dated: 3rd August, 2018

Deepak Arneja
DIN: 00006112
Chairman Cum
Managing Director & CEO

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NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The additional and relevant details of the Director seeking re-appointment or appointment under Ordinary & Special Business, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations) are annexed hereto after the notes to the Notice of AGM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY IN FORM NO. MGT 11 TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING FIFTY(50) MEMEBERS AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.
3. A blank proxy form is enclosed herewith. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. M/s Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Skyline Financial Services Private Limited is also the depository interface of the Company with both NSDL and CDSL.
8. Members are requested to bring their copies of the Annual Report at the time of attending the AGM as no copy of Annual Report shall be made available at the AGM venue.
9. For the convenience of the members, attendance slips is enclosed with the Annual Report. Members/Proxies/ Authorised Representatives should bring and handover the duly signed attendance slips at the entrance of the AGM venue to record their attendance. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. In terms of section 72 of the companies act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death, shareholders desirous of availing this facility may submit their nomination in prescribed form no. SH 13 duly filled in to the registered office at 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087. The Prescribed form (SH-13) can be obtained from the website of the company i.e. www.mohindra.asia and its RTA M/s. Skyline Financial Services Private Limited, Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive)** for the purpose of payment of final dividend for the financial year ended on 31st March, 2018 and for this Annual General Meeting (AGM).
12. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
13. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Skyline Financial Services Private Limited, who is acting as our Registrar and Share Transfer Agent.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company or M/s Skyline Financial Services Private Limited (RTA).
15. The Company's shares are compulsorily traded in de-mat form; hence the member(s) who are holding Shares of the company in physical form are requested to get them dematerialized. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard. The ISIN code of our securities with CDSL & NSDL is **INE705H01011**.
16. With a view to using natural resources responsibly and as permitted by the SEBI Listing Regulations and Companies Act, 2013, we request shareholders to update their email address, with their Depository Participants or to Company's Registrar and Share Transfer Agent or may email at the designated email ID of the Company i.e. cs@mohindra.asia, to enable the Company to send communications electronically and to support Green Initiative.
17. Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101 and 136 of the Companies Act, 2013, the Annual Report 2017-18, Notice of the 24th AGM and instructions for e-voting along with the attendance slip and Proxy form is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the above said documents are being sent by the permitted mode. Members are requested to bring their copy of Annual Report to the Meeting.
18. Members may also note that the Notice of the 24th AGM and the Mohindra Fasteners Limited's Annual Report 2017-18, instructions for e-voting along with the attendance slip and Proxy form will be available on the Company's website at www.mohindra.asia. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: cs@mohindra.asia.
19. Members whose shareholding is in de-mat mode are requested to directly update their bank account particulars, change of address and other details with their respective Depository participants.
20. The Company has designated an exclusive e-mail id i.e. cs@mohindra.asia for Redressal of shareholders'/ Investors' Complaints/Grievances. In case you have any queries/ complaints or grievances, then please write to us at the above mentioned e-mail address.
21. Subject to the provisions of the Act, Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days from the date of declaration:
 - 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 of the close of business hours on **Friday, September 21, 2018**.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of valid transfer requests lodged with the Company as of the close of business hours on **Friday, September 21, 2018**.
22. Members are encouraged/ advised to utilize the Electronic Clearing System (ECS) for receiving dividends.
23. Pursuant to the provision of Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, all unpaid or unclaimed dividends are required to be transferred by the company to the Investor Education & Protection Fund (IEPF) established by the Central Government, after completion of **7 (seven) years**.

Accordingly, unpaid/unclaimed dividend for the Financial Year 2010-11 and their corresponding shares in respect of which dividend has not been claimed from the last 7 (Seven) consecutive years are liable to become transfer to the IEPF fund with in thirty days (30) from the due date i.e. **15th October, 2018**. No claim shall lie

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thereafter against the company in respect of such amounts and shares transferred for the Financial Year 2010-11. Shareholders are therefore requested to verify their records and send claims if any, for the relevant year(s) for FY 2010-11 or onwards, before the respective amounts become due for transfer to the fund.

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

Financial Year	Dividend Per share (in Rs.)	Date of Declaration	Last Date for claiming amount of unpaid dividend	Due Date for transfer amount to IEPF	Amount (in Rs.) As on 31 st March, 2018
2010-11	0.75	16/09/2011	14/10/2018	15/10/2018	40,945.50
2011-12	1.50	22/09/2012	20/10/2019	21/10/2019	62,253.00
2012-13	1.60	30/09/2013	28/10/2020	29/10/2020	77,280.00
2013-14	1.80	25/09/2014	29/10/2021	30/10/2021	93,960.00
2014-15	2.00	30/09/2015	03/11/2022	04/11/2022	182,600.00
2015-16	2.00	30/09/2016	29/10/2023	30/10/2023	150,800.00
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,74,749.75

Those members who have not so far claimed their dividend for the financial year 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 & 2016-17 are requested to make their claims to the company for obtaining their respective Demand Draft(s). Members wishing to claim dividend(s), which remain unclaimed, are requested to correspond with Secretarial & Legal Department of the Company by writing a Request Letter to Company Mohindra Fasteners Limited (MFL) at Registered office: 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087 Email ID: cs@mohindra.asia or company's Registrar & Share Transfer Agent (i.e. M/s. Skyline Financial Services Private Limited), on or before their due dates.

The Company sends periodic intimations/letters to the concerned shareholders time to time and has also uploaded the details of such shareholders containing their name, folio number, DP ID-Client ID(if any) and number of shares due for transfer to IEPF Suspense Account on its website www.mohindra.asia for their information and necessary action.

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF Authority by following the procedure as prescribed in the IEPF Rules.

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

24. Pursuant to the prohibition imposed vide Secretarial Standard of General Meeting (SS-2), no GIFTS/Coupons shall be distributed at the General Meeting.
25. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days up to date of the Annual General Meeting of the Company and at the AGM venue during the meeting.
26. Members desiring any information regarding the Financial Statements are requested to write to the Company at least 7 days before the AGM, so as to enable the management to keep the information ready.

27. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as **on Friday, August 24, 2018** in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, September 21, 2018** (the "Cut off Date") only shall be entitled to vote through Remote E-voting and at the AGM and also entitled to final dividend. The voting rights of

Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

28. 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) At the venue of AGM, voting shall be done through ballot papers (“**Ballot Paper**”) and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting, at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

29. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015 and further substituted by the Companies (Management and Administration) Amendment, Rules 2016 (including any statutory modification or re-enactment thereof) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through Remote E-voting. The Company has engaged the services of **National Securities Depository Limited (NSDL)** for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?

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- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. General Guidelines for shareholders:

1. 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 vdnext1711@gmail.com to 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.

III. OTHER INSTRUCTIONS

1. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you Forget your Password, you can reset your Password by using "**Forgot User details/ Password**" option available on www.evoting.nsdl.com.
2. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
3. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

(IV) Remote E-voting Period

The Remote E-voting period commences from **Sunday, September 23, 2018 (9:00 A.M.) till Thursday, September 27, 2018 (5:00 P.M.)**. Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, September 21, 2018**, may cast their vote electronically, during this Remote E-voting period. The e-voting module shall be disabled by NSDL for voting thereafter.

(V) User ID and Password for the members who became Members after dispatch of AGM notice:

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of **Friday September 21, 2018**, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.

(VI) Scrutinizer

Mr. Anand Kumar Singh, a Practicing Company Secretary, Partner of M/s. Anand Nimesh & Associates, Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and make & submit on or before **29th September, 2018**, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

(VII) Declaration of Results

The Results of voting (Remote E-voting and the voting at the AGM) on the resolutions will be declared on or before **29th September, 2018** by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.mohindra.asia under Investors' section/link and on the website of NSDL i.e. www.evoting.nsdl.com, immediately after the results are declared and simultaneously communicated along with the report of the Scrutinizer to the **Metropolitan Stock Exchange Limited (MSEI)**, where the shares of the company are listed.

(VIII) Queries in Relation to E-Voting:

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

By Order of the Board

Place: New Delhi
Dated: 3rd August, 2018

Deepak Arneja
DIN: 00006112
Chairman Cum
Managing Director & CEO

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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 NOS. 5 TO 7 OF THE ACCOMPANYING NOTICE:

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 29th May, 2018 the appointment of M/s. Sanjay Kumar Garg & Associates (Firm Registration No-100292), Cost Accountants, Shop No.2, First Floor, Pocket H-34, Plot No-35, Sector-3, Rohini, New Delhi-110085, as Cost Auditors to conduct the audit of the cost records of the Company pertaining to manufacturing of fasteners for the financial year ending 31st March, 2019 at a remuneration of Rs. 35,000/- plus out of pocket expenses and applicable taxes.

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

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

ITEM NO. 6

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (the “Act”) read with Schedule IV and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the vacancy caused by the resignation of Mrs. Anjali Malik, who was an Independent women Director of the Company, the Board is required to fill up this vacancy within 3 Months from the date of her resignation or next Board Meeting whichever is later.

The Board of Directors (the “Board”) in its Meeting held on 03rd August, 2018, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders in the 24th Annual General Meeting of the Company and pursuant to the provisions of Section 149 of the Companies Act, 2013 (the “Act”) read with Schedule IV and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, had appointed Mrs. Shamoli Thakur (DIN: 08189763) as an Non-Executive Independent Women Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) years with effect from **August 3, 2018 to August 2, 2023**. The company has in terms of 160(1) of the Act, received in writing a notice from a member proposing her candidature for the office of a director.

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.

Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

The company has received a declaration from Mrs. Shamoli Thakur to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Board is of the opinion that Mrs. Shamoli Thakur’s expertise and professionalism will be beneficial to the Company.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

None of the Directors and Key Managerial Personnel and any of their relatives is concerned or interested in the passing of this resolution, except Mrs. Shamoli Thakur herself insofar as it relates to her appointment.

The Board recommends the Ordinary Resolution at Item no. 6 of the accompanying Notice, for the approval of the Members.

ITEM NO. 7

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of Promoters & Promoter group shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the promoter group Shareholders (table listed below) pursuant to Regulation 31A of the Listing Regulations, 2015 for remove their names from Promoter Group Category as they sold their entire share holding of the company. Since their names have been included as a part of the Promoter group merely because they are deemed to be 'Immediate relatives' and/or controlled by the Immediate Relatives of the Promoters and any other person as per the definition of promoter group as provided in Regulations 2(1)(zb) (ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 even though they are financially independent person/entities, who take independent investment decisions and is in no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with any of its Promoters/Directors of the Company. Similarly any Promoter and Director have no interest in the profession/business being carried on by the Applicants.

Sr. No.	Name of Shareholders/ Applicants	Folio No.	No. of Shares	% of shareholding of number of shares	Status
1	Sanat Manilal Shah	IN30115113379254	Nil	N.A	Shares sold
2	Bimlesh Arora (First Holder) Vikas Arora (Second Holder)	1846	Nil	N.A	Shares sold
3	Sripati Mehta	28	Nil	N.A	Shares sold

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Director of the Company at their meeting held on 12th February, 2018, has approved all the applications for reclassification received from the applicants, subject to approval by the shareholders and other relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid applicants. None of the concerned persons, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert was not exceeding 1% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of atleast 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

In keeping with the requirement of the stock exchanges, the Board recommends the resolution set out at Item No.7 for the approval of the shareholders of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By Order of the Board

Place: New Delhi
Dated: 3rd August, 2018

Deepak Arneja
DIN: 00006112
Chairman Cum
Managing Director & CEO

RELEVANT DETAILS FOR ITEM NO. 3 & 6

DETAILS 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 Director	Mr. Ravinder Mohan Juneja (DIN: 00006496)
Date of Birth	11 th September, 1951
Date of appointment (Original)	10 th January, 1995 (Since Incorporation)
Nature of his expertise in specific functional areas	He has immense years of experience in Manufacturing Field.
List of companies in which Directorship held as on 31.03.2018	PUBLIC COMPANIES • Mohindra Fasteners Limited PRIVATE COMPANIES • Nil
List of Committees in which he is a Chairman/ Member of the Committees of the Board of the companies as on 31.03.2018.	Chairman • Nil Member • Stakeholders Relationship Committee • Corporate Social Responsibility
No. of shares held in the Company	4,84,650 Equity Shares
Shareholding in the company	09.05%

Additional Information on director recommended for re-appointment as required

Name : Mr. Ravinder Mohan Juneja
 Fathers Name : Late Shri Krishan Lal Juneja
 Qualification : Under Graduate
 Age : 67 Years
 Residential Address : 1189 - B, DLF Colony, Rohtak, 124001, Haryana, India
 Business Experience : Has more than 23 years of experience in holding responsible positions including directorship in the Company "Mohindra Fasteners Limited". He has more than 38 years of Experience in Manufacturing & Trading of Fasteners Industries. His business acumen, leadership quality, financial and management expertise/techniques have benefited the organization significantly wherever he served.

Relationship with other Directors, Manager and other key Managerial Personnel of the Company : None

II. Brief Resume and other details for ITEM No. 6

Name of Director	Mrs. Shamoli Thakur (DIN: 08189763)
Date of Birth	23 rd June, 1968
Date of appointment (Original)	03 rd August, 2018
Nature of his expertise in specific functional areas	She has considerable number of years of experience in her Teaching career.
List of companies in which Directorship held as on 03.08.2018	Nil
List of Committees in which she is a Chairman/Member of the Committees of the Board of the companies as on 03.08.2018	Nil
No. of shares held in the Company	Nil
% Shareholding in the company	N.A.

Additional Information on director recommended for re-appointment as required

Name : Mrs. Shamoli Thakur
 Fathers Name : Late Mr. Omesh Kumar Sondhi
 Qualification : B A (Hons.)
 Age : 50 Years
 Residential Address : House No. 62, Sector-17A, Gurgaon-122001, Haryana
 Business Experience : She has more than 28 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.
 Relationship with other Directors, Manager and other key Managerial Personnel of the Company : None

By Order of the Board

Place: New Delhi
Dated: 3rd August, 2018

Deepak Arneja
DIN: 00006112
Chairman Cum
Managing Director & CEO

PROXY FORM (MGT-11)

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN:- L74899DL1995PLC064215

Name of the Company: Mohindra Fasteners Limited

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

<p>Name of the Member(s):</p> <p>Registered Address:</p> <p>E-mail Id:-</p> <p>Folio No/Client Id/DP Id:-</p>

I /we, being the member(s) of _____ shares of the above named company, hereby appoint:-

Name: _____

Address: _____

E-mail: _____

Signature: _____

Contact No: _____

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 24th Annual General Meeting of the Company at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063 on Friday, 28th day of September, 2018 at 11.30 A.M. and any adjournment thereof in respect of such resolution as are indicated below:-

Resolution No & Type of Resolution	Particulars	I/We assent to the Resolution (for)	I/We dissent to the Resolution (against)
Resolution No.1 (Ordinary)	To review, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, the Reports of the Auditors and Board of Directors thereon.		
Resolution No.2 (Ordinary)	To declare the dividend on Equity Shares for the financial year ended on 31 st March, 2018.		
Resolution No.3 (Ordinary)	To appoint a Director in place of Mr. Ravinder Mohan Juneja (DIN: 00006496) who retires by rotation and being eligible, offers himself for re-appointment.		
Resolution No.4 (Ordinary)	To confirm the appointment of Statutory Auditors and to authorized the Board of Directors to fix their remuneration.		
Resolution No.5 (Ordinary)	To approve the remuneration of Cost Auditor for the financial year ending 31 st March, 2019.		
Resolution No.6 (Ordinary)	To approve the appointment of Ms. Shamoli Thakur (DIN: 08189763) as an Independent women Director of the Company.		
Resolution No.7 (Special)	To approve the Reclassification of the Shareholders from the Promoters' Group Company.		

Signatures of shareholders

Signatures of Proxy Holder(s)

Affix Revenue Stamp of not less than Rs.1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member of the Company. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 24th Annual General Meeting.
3. It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) & as in the above box before submission.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE HALL OF THE MEETING'S VENUE

I hereby record my presence at the 24th Annual General Meeting of the Company on Friday, 28th September, 2018 at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063, India atAM/PM

Folio No./ DP ID No./ Client Id No.:	Sr. No.
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Name of Member(s):
Address:
No. of Share:

Name of Registered Member/ Proxy/ Authorized representative	Signature of Registered Member/ Proxy/ Authorized representative
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1. Members are requested to avoid being accompanied by non- members and/ or children
2. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the AGM to avoid interruption in the proceedings.
3. Members are advised to bring photo identity proof for easy identification.

Email id:

Mobile No.

Note: Member/ Proxy Holders/ Authorized Representative/Body Corporates are requested to bring copies of Annual Report and duly filled attendance slip to the AGM. No attendance slip will be issued at AGM venue

The E-Voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN