

NOTICE

NOTICE is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of MOHINDRA FASTENERS LIMITED will be held on Saturday, the 21st September, 2019 at 11.30 A.M. at Le Pacific Outdoor Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New Delhi 110026 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, 2019, the Reports of the Auditors and Board of Directors thereon. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the Audited Financial Statements for the year ended March 31, 2019 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, 2019. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** a final dividend of Rs. 3.00 per Equity Share (30%) on fully paid up equity shares, as recommended by the Board of Directors for the year ended as on 31st Day of March, 2019 be and are hereby approved and declared.”

3. To appoint a Director in place of Mr. Gagandeep Singh Narang (DIN: 00179636), who retires by rotation and being eligible, offers himself for re-appointment. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Gagandeep Singh Narang (DIN: 00179636), who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

SPECIAL BUSINESS

4. To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2020. Consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and the other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. Sanjay Kumar Garg & Associates, Cost Accountants(Firm Registration No. 100292) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration as detailed in the Explanatory Statement annexed to this Notice.

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

5. To approve the re-appointment of Mr. Vinod Kumar (DIN: 02303504) as an Independent Director of the Company. Consider and if thought fit, to pass, the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vinod Kumar (DIN-02303504), who was appointed as an Independent Director at the 20th Annual General Meeting of the Company and who holds office up to September 24, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI

Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from September 25, 2019 to September 24, 2024 be and is hereby approved.”

By Order of the Board

Place: New Delhi

Dated: 06th August, 2019

(Deepak Arneja)

DIN: 00006112

Chairman Cum Managing Director & CEO

MOHINDRA FASTENERS LIMITED

NOTES:

1. M/s. B.L. Khandelwal & Co., Chartered Accountants (ICAI Firm Registration No: 000998N), were appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on September 28, 2017 for a period of 5 years to hold office till the conclusion of 28th Annual General Meeting of the Company subject to ratification of their appointment by the members at every intermittent AGM of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, the mandatory requirement for ratification of the appointment of Statutory Auditors by the Members at every Annual General Meeting (“AGM”) is no longer required. Therefore the company has confirmed their appointment for the rest of their tenure at its previous 24th Annual General Meeting and hence the Company is not proposing an item on ratification of the appointment of Statutory Auditors at this 25th Annual General Meeting of the Company.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF / ITSELF AND THE PROXY NEED NOT BE A MEMBER.**

Proxy form has been provided in the Annual Report.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or member.

The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the Meeting and can vote on a poll.

3. 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 them to attend and vote on their behalf at the meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), setting out the material facts concerning the business 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 Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed..
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, September 15, 2019 to Saturday, September 21, 2019 (both days inclusive)** for the purpose of payment of final dividend for the financial year ended on 31st March, 2019 and for this Annual General Meeting (AGM).
6. In compliance of SEBI requirements, Skyline Financial Services Private Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer related work in Physical as well as in Electronic Form and other related activities at the following address:

Skyline Financial Services Private Limited

D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020

E-mail id: admin@skylinerta.com

Phone: 011 - 40450193

M/s Skyline Financial Services Private Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to quote their name, folio number, DP ID/Client ID and the Company’s name in all correspondence with M/s Skyline Financial Services Private Limited and with company.

7. 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.

8. The SEBI Listing Regulations has mandated that for making dividend payments, companies shall use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the shareholders from depositories/ investors for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialised form and with the RTA in respect of shares held in physical form.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
10. 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.
11. 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 it's RTA M/s. Skyline Financial Services Private Limited, Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. Members seeking any information with regard to the Financial Statements, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:
 - a) Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and
 - b) Physical form to submit copies of PAN of all shareholders and an original cancelled cheque of first shareholder along with copy of Pass Book or Bank Statements to the RTA.
15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, M/s Skyline Financial Services Private Limited for assistance in this regard.
16. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP) under ISIN: **INE705H01011** of the company.
17. Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101 and 136 of the Companies Act, 2013, the physical copy of Annual Report and notice of 25th AGM inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form are being sent through registered post to all the shareholders of the company at their registered addresses and the electronic copy of the same are

MOHINDRA FASTENERS LIMITED

being sent to the members whose email addresses are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website http://mohindra.asia/mfl/annual_report.html and on the website of NSDL <https://www.evoting.nsdl.com>.

18. 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.
19. Relevant documents referred to in the Annual Report including AGM Notice along with Explanatory Statement and Statutory registers are open for inspection by the Members at the Registered Office of the Company on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.
20. The company has fixed **Saturday, September 14, 2019** as the 'Record Date' for determining eligibility for payment of dividend, if declared at the meeting.
21. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend 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 on the 'record date' i.e. **Saturday, September 14, 2019**.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as on the 'record date' i.e. **Saturday, September 14, 2019**.
22. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.
23. 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 for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

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

Accordingly, unpaid/unclaimed dividend for the Financial Year 2011-12 and their corresponding shares in respect of which dividend has not been claimed from the last 7 (seven) consecutive years are due to be transfer to the IEPF fund with in thirty (30) from its due date i.e. **21st October, 2019**. 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 year(s) for FY 2011-12 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, 2019
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	73,280.00
2013-14	1.80	25/09/2014	29/10/2021	30/10/2021	90,360.00
2014-15	2.00	30/09/2015	03/11/2022	04/11/2022	1,82,602.00
2015-16	2.00	30/09/2016	29/10/2023	30/10/2023	1,46,416.00
2016-17	2.25	28/09/2017	29/10/2024	30/10/2024	2,66,649.75
2017-18	2.50	28/09/2018	30/10/2025	31/10/2025	2,67,282.50

Those members who have not so far claimed their dividend for the financial year 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 2016-17 & 2017-18 are requested to make their claims to the company for obtaining their respective Demand Draft(s). Members wishing to claim dividend(s), which remain unclaimed, are requested to

contact to Secretarial & Legal Department of the Company by writing a Request Letter to Company Secretary at Registered office: 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087 Email ID: cs@mohindra.asia or may contact to our Registrar & Share Transfer Agent (i.e. M/s. Skyline Financial Services Private Limited), on or before the due dates as mentioned above.

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

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

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

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. (i) This Notice is being sent to all the members whose name appears as **on Friday, August 16, 2019** ("Benpose Date") 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, August 16, 2019** ("Benpose 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.

26. 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.

27. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the annual general meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

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.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, 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.nsd.com.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.
4. 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 voting at the meeting through ballot papers.
5. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IV. Remote E-voting Period

The Remote E-voting period commences from **Monday, September 16, 2019 (9:00 A.M.) till Friday, September 20, 2019 (5:00 P.M.)**. Members of the Company, holding shares either in physical form or in dematerialized form, as on **cut-off date (record date) i.e. Saturday, September 14, 2019**, 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 (record date) i.e. Saturday, September 14, 2019, 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.

MOHINDRA FASTENERS LIMITED

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 shall make & submit on or before **Monday, September 23, 2019**, 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

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 21, 2019**. The Results of voting (Remote E-voting and the voting at the AGM) on the resolutions will be declared on **Tuesday September 24, 2019** by the Chairman or any person authorized by him for this purpose. The results along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.mohindra.asia, on the website of NSDL i.e. www.evoting.nsdl.com 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 Limited (MSEI)**, Mumbai.

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: 06th August, 2019

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

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. 4 & 5 OF THE ACCOMPANYING NOTICE:

ITEM NO. 4:

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, 2020 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. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

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

ITEM NO. 5:

Based on the recommendation of Nomination and Remuneration Committee and performance evaluation, the Board of Directors proposes the re-appointment of Mr. Vinod Kumar (DIN-02303504) as Independent Director, for a second term of 5 (five) years from September 25, 2019 to September 24, 2024, not liable to retire by rotation. Mr. Vinod Kumar was appointed as Independent Director at the 20th Annual General Meeting (“AGM”) of the Company and holds office up to September 24, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

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

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.

Information as required under SEBI (LODR) Regulation, 2015 and Secretarial Standards on General Meetings, issued by the Institute of Companies Secretaries of India, is given in Annexure to the Notice of AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the reappointment of Mr. Vinod Kumar as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

MOHINDRA FASTENERS LIMITED

Except Mr. Vinod Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

By Order of the Board

Place: New Delhi

Dated: 06th August, 2019

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

RELEVANT DETAILS FOR ITEM NO. 3 & 5

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

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

Name of Director	Mr. Gagandeep Singh Narang (DIN: 00179636)
Date of Birth	26 th November, 1981
Date of appointment (Original)	15 th February, 2016
Nature of his expertise in specific functional areas	He has immense years of experience in Real Estate, Transport and Hospitality Industry
Other Directorships	PUBLIC COMPANIES • Nil PRIVATE COMPANIES • Nipman Impex Private Limited • Nikunj Netweb Solutions Private Limited
Memberships/Chairmanship of committees of other Boards	Nil
Number of Board meetings attended	Given in corporate governance report
Remuneration (including sitting fees and commission)	Given in corporate governance report
No. of shares held in the Company	65300 Equity Shares
% Shareholding in the company	1.22

Additional Information on director recommended for re-appointment as required

Name	Mr. Gagandeep Singh Narang
Fathers Name	Mr. Jatinder Pal Singh Narang
Qualification	He had completed his graduation (B.Com) from Delhi University and done his BBA from University of Bradford U.K. He has Diploma in Financial Management in the year 2003.
Age	38 Years
Residential Address	A- 135, New Friends Colony, New Delhi 110065
Business Experience	Has more than 13 years of experience in holding responsible positions including directorship in various Companies. He has more than 13 years of Experience in Real Estate Industry. He is also having good experience in Transport and Hospitality Industry. He is specialized in leasing built to suit spaces to IT/ITES companies. His business acumen, leadership quality, financial and management expertise/techniques have benefited the organizations significantly wherever he served.
Relation with other Directors, Manager and other Key Managerial Personnel of the Company.	None

MOHINDRA FASTENERS LIMITED

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

Name of Director	Mr. Vinod Kumar (DIN: 02303504)
Date of Birth	04th November, 1964
Date of appointment (Original)	21 st December, 2013
Nature of his expertise in specific functional areas	He has immense years of experience in Publication & Marketing Field
Other Directorships	PUBLIC COMPANIES • Mohindra Advisory Limited PRIVATE COMPANIES • Soni Publications Private Limited • Sumu Financial Services Private Limited
Memberships/Chairmanship of committees of other Boards	Nil
Number of Board meetings attended	Given in corporate governance report
Remuneration (including sitting fees and commission)	Given in corporate governance report
No. of shares held in the Company	2000
% Shareholding in the company	0.04

Additional Information on director recommended for re-appointment as required

Name	Mr. Vinod Kumar
Fathers Name	Lt. Mr. Madan Lal
Qualification	Graduate
Age	54 Years
Residential Address	11096, Dori Walan, Karol Bagh, New Delhi-110005
Experience	Has 25 years of experience in printing Industry and holding reputed position in the same. His business acumen, leadership quality, financial and management expertise/techniques have benefited the organization significantly wherever he served.
Relation with other Directors, Manager and other Key Managerial Personnel of the Company.	None

By Order of the Board

Place: New Delhi
Dated: 06th August, 2019

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

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: +91-11- 46200400, 46200401 Fax: +91-11-25282667

**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)

25TH ANNUAL GENERAL MEETING- SATURDAY, SEPTEMBER 21, 2019 AT 11.30 AM

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

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

Name: _____ Address: _____

E-mail: _____ Contact No: _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the Le Pacific Outdoor Catering Banquet, 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New Delhi-110026, India Annual General Meeting of the Company to be held on Saturday, 21st day of September, 2019 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 31st March, 2019, 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 31st March, 2019.		
Resolution No.3 (Ordinary)	To appoint a Director in place of Mr. Gagandeep Singh Narang (DIN: 00179636) who retires by rotation and being eligible, offers himself for re-appointment.		
Resolution No.4 (Ordinary)	To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2020.		
Resolution No.5 (Special)	To approve the re-appointment of Mr. Vinod Kumar (DIN: 02303504) as an Independent Director of the Company.		

Signed this.....day of2019

Affix
Rs.1
Revenue
Stamp

Signatures of shareholders

Signatures of Proxy Holder(s)

Note:

- 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.**
- For Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General meeting.
- 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. Appointing a proxy does not prevent a member from attending the meeting in person, if he so desire.
- 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 deems appropriate.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be mentioned.
- Please complete all details including details of member(s) & as in the above box before submission.

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: +91-11- 46200400, 46200401 Fax: +91-11-25282667

**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 25th Annual General Meeting of the Company on Saturday, 21st September, 2019 at Le Pacific Outdoor Catering Banquet, 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New Delhi-110026, India atAM.

Folio No./ DP ID No*/ Client Id No*:	Sr. No.
---	----------------

Name of Member(s): Address: No. of Share:
--

Name of attending Member/ Proxy/ Authorized representative	Signature of attending Member/ Proxy/ Authorized representative
---	--

*applicable for shares held in electronic form.

- Members are requested to avoid being accompanied by non- members and/ or children
- 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.
- 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