

# MOHINDRA FASTENERS LIMITED

CIN: L74899DL1995PLC064215

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

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



## POSTAL BALLOT NOTICE

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

### **The Member(s),**

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

The proposed Resolutions and explanatory statement pursuant to Section 102(1) of the Act pertaining to the said resolution setting out all material facts concerning resolution and the reasons there for along with Postal Ballot Form for voting by you as a Member are enclosed with this notice for your consideration. This notice is being sent to all the members, whose names appear in the Register of Members of the Company as on Friday, the February 14, 2020.

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

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

The e-voting facility is available at the link [www.evoting.nsd.com](http://www.evoting.nsd.com) from 09.30 AM on Wednesday, February 26, 2020 till 5.00 PM on Thursday, March 26, 2020(both days inclusive). Please refer the instructions for e-voting given at the end of this Notice for the process and the manner in which e-voting is to be carried out.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same (in Original) duly completed and signed, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer at 183-B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi nagar, New Delhi-110092 on or before Thursday, March 26, 2020 by 5.00 PM, to be eligible for being considered, as participated in the postal ballot process, failing which it will be strictly treated as if no reply has been received from the Member. Accordingly, members are requested to send the duly completed Postal Ballot Forms well before the above mentioned date providing sufficient time for postal transit.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company on or before Friday, March 27, 2020. The result of the postal ballot will be announced by a Chairman on or before 5.00 PM Friday, March 27, 2020 at the registered office of the Company at 304, Gupta Arcade, Inder Enclave, Delhi-Rohtak Road, Delhi-110087. The aforesaid result will also be displayed at the registered office and upload in the Company's website [www.mohindra.asia](http://www.mohindra.asia) and in the website of the NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) on the aforesaid date. The results shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed.

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Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms/ e-voting, i.e. Thursday, March 26, 2020.

## SPECIAL BUSINESS:

### 1. To approve the re-appointment of Mr. Deepak Arneja as Managing Director & CEO of the company. To consider and if deemed fit, to pass the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and as per Article of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the company, Consent of the members of company be and is hereby accorded for the re-appointment of Mr. Deepak Arneja (DIN: 00006112), Managing Director & CEO of the Company for a further period of 5(five) years w.e.f. July 01, 2020 till June 30, 2025.

**RESOLVED FURTHER THAT** Mr. Deepak Arneja(DIN: 00006112), Managing Director & CEO of the Company shall also continue to hold position of the Executive Chairman of the company until & unless his services specially terminated.

**RESOLVED FURTHER THAT** consent and approval of the members of the Company be and is hereby accorded for the remuneration payable to Mr. Deepak Arneja, Managing Director & CEO with effect from April 1, 2020, on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, on the following terms and conditions including

#### Remuneration:

##### 1. **Basic Salary-**

*Rs. 2,50,000(Rupees Two Lakhs & Fifty Thousand only) per month with annual increment of Rs. 40,000 (Rupees Forty Thousand only) per annum.*

##### 2. **Allowances & Perquisites-**

*In addition to the above basic salary, he shall be entitled to the following allowances & perquisites like House rent allowances (HRA), Transport Allowance, Children education allowance, Bonus/Ex-gratia and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company, for the aforesaid benefits and any special allowance and/or any other allowances or perquisites as determined by the Nomination and Remuneration Committee from time to time.*

*The overall amount of allowances & perquisites, in addition to basic salary shall be restricted to Rs. 24,00,000 (Rupees Twenty Four Lakhs only) per annum.*

*Furthermore, remuneration including allowances, perquisites shall be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.*

##### 3. **Other Benefits:** *In addition to remuneration including allowances & perquisites, he also entitled to the followings:*

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company’s rules and regulations in force from time to time;
- ii) Reimbursement of expenses incurred for travelling, boarding and lodging during business trips;
- iii) Telephone/internet services at office for official use;
- iv) Reimbursement of expenses on fuel & maintenance incurred on his personal vehicle for office/ business purpose in accordance with the Company policy;

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- v) Leave encashment will be as per the policy of the Company;
- vi) Leave Travel Concession will be as per the policy of the Company;

The above benefits shall not be included in the computation of the ceiling on remuneration including allowances & perquisites.

## **Other Terms and Conditions:**

- i) Remuneration for a part of the month / year shall be computed on pro-rata basis.
- ii) The appointment as aforesaid may be terminated by either party giving three months notice in writing.

## **Sitting Fees:**

*The Managing Director shall not be paid any sitting fees for attending any meetings of the Board/Committee(s)/ General Meeting(s), etc.*

## **Minimum Remuneration:**

*In the absence or inadequacy of the profits in any financial year, the remuneration including the allowances & perquisites shall be paid to the managerial personnel including Managing Director(s) in accordance with the limits as prescribed in Section II of Schedule V of the Companies Act, 2013.*

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. Deepak Arneja, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any one of the executive directors and Ms. Nidhi Pathak, Company Secretary of the Company be and are hereby authorised to file the necessary e-forms before Registrar of Companies and to do all other necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

## **2. To approve the re-appointment of Mr. Ravinder Mohan Juneja as Managing Director of the company. To consider and if deemed fit, to pass the following resolution as a Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and as per Article of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the company, Consent of the members of company be and is hereby accorded for re-appointment of Mr. Ravinder Mohan Juneja (DIN: 00006496), who has attained the age of 70 years, as Managing Director (KMP) of the Company for a further period of 5(five) years w.e.f. March 31, 2020 to March 30, 2025, liable to retire by rotation.

**RESOLVED FURTHER THAT** consent and approval of the members of the Company be and is hereby accorded for the remuneration payable to Mr. Ravinder Mohan Juneja, Managing Director with effect from March 31, 2020, on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, on the following terms and conditions including

## **Remuneration:**

### **1. Basic Salary-**

*Rs. 2,50,000 (Rupees Two Lakhs & Fifty Thousand only) per month with annual increment of Rs. 40,000 (Rupees Forty Thousand only) per annum.*

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## 2. Allowances & Perquisites-

*In addition to above basic salary, he shall be entitled to the following allowances & perquisites like House rent allowance(HRA), Transport Allowance, Children education allowance, Bonus/Ex-gratia and other benefits/ allowances in accordance with the scheme(s) and rule(s) of the Company, for the aforesaid benefits and any special allowance and/or any other allowances or perquisites as determined by the Nomination and Remuneration Committee from time to time.*

*The overall amount of allowances & perquisites, in addition to basic salary shall be restricted to Rs. 24,00,000 (Rupees Twenty Four Lakhs only) per annum.*

*Furthermore, remuneration including allowances, perquisites shall be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.*

## 3. Other Benefits: In addition to remuneration including allowances & perquisites, he shall be entitled to the followings:

- i) *Contribution to superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;*
- ii) *Reimbursement of expenses incurred for travelling, boarding and lodging during business trips;*
- iii) *Telephone/internet services at office for official use;*
- iv) *Reimbursement of expenses on fuel & maintenance incurred on his personal vehicle for office/business purpose in accordance with the Company policy;*
- v) *Leave encashment will be as per the policy of the Company;*
- vi) *Leave Travel Concession will be as per the policy of the Company;*

*The above benefits shall not be included in the computation of the ceiling on remuneration including allowances & perquisites.*

## Other Terms and Conditions:

- i) *Remuneration for a part of the month / year shall be computed on pro-rata basis;*
- ii) *The appointment as aforesaid may be terminated by either party giving three months notice in writing;*

## Sitting Fees:

*The Managing Director shall not be paid any sitting fees for attending any meetings of the Board/Committee(s)/ General Meeting(s), etc.*

## Minimum Remuneration:

*In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including Managing Director(s) in accordance with the limits as prescribed in Section II of Schedule V of the Companies Act, 2013.*

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. Ravinder Mohan Juneja, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any one of the executive directors and Ms. Nidhi Pathak, Company Secretary of the Company be and are hereby authorised to file the necessary e-forms before Registrar of Companies and to do all other necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

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### **3. To approve the Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company. To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of Article of Association of the Company, Consent of the members of the company be and are hereby accorded to increase the Authorised Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 65,00,000/- (Sixty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 55,00,000 (Fifty Five Lakhs) preference shares of Rs. 10/- (Rupees Ten only) each to Rs. 17,50,00,000/- (Rupees Seventeen Crores & Fifty Lakhs only) by creation of additional 55,00,000 (Fifty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“The Authorised Share Capital of the Company is Rs. 17,50,00,000/- (Rupees Seventeen Crores & Fifty Lakhs only) divided into 1,20,00,000 (One Crores & Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 55,00,000 (Fifty Five Lakhs) preference shares of Rs. 10/- (Rupees Ten only) each.”

The Company has power from time to time to increase or reduce and alter its capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislature provisions for the time being in force in that behalf.

**RESOLVED FURTHER THAT** any one of the executive directors and Ms. Nidhi Pathak, Company Secretary of the Company be and are hereby authorised to file the necessary e-forms before Registrar of Companies and to do all other necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

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

By order of the Board  
For Mohindra Fasteners Limited

Date: 13.02.2020  
Place: Delhi

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

#### Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 (the ‘Act’) setting out material facts for the proposed Resolutions under item no. 1 to 3 are annexed herewith for your consideration.
2. A person, whose name is recorded in the registered of Member or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. Friday, February 14, 2020 only shall be entitled to avail the facility of e-voting or voting by postal ballot. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. The e-voting period commences on Wednesday, February 26, 2020 (9:30 A.M.) and ends on Thursday, March 26, 2020 (5.00 P.M.) (both days inclusive). Please read carefully the instructions for e-voting as printed in this Notice.

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4. All relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are available for inspection by the members at the Registered Office of the Company during business hours on all working days between 11:00 A.M. to 1:00 P.M. from the date of dispatch of notice until the last date for receipt of votes by Postal Ballot/e-voting.
5. A Member cannot exercise his/her vote through a Proxy in the Postal Ballot voting process.
6. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot notice/form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post or by speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
7. The duly completed Postal Ballot Form(s) should reach to the Scrutinizer on or before Thursday, March 26, 2020 by 5.00 P.M., to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-Voting module shall also be disabled by NSDL for voting thereafter.

## **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

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

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

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

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.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

## **General Guidelines for shareholders/members:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Anand Kumar Singh, partner of M/S. Anand Nimesh & Associates, Practicing Company Secretaries (Membership No. 24881) at 183-B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, New Delhi-110092. Postal Ballot Forms deposited in person will also be accepted.

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2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authority letter, with the specimen signature(s) of the authorised signatory (ies) duly attested, are required to send it to the Scrutinizer by e-mail [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
5. Duly completed Postal Ballot Forms should reach to the Scrutinizer on or before Thursday, March 26, 2020 by 5.00 P.M. Postal Ballot Forms received after this date will be considered invalid.
6. Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process may write to the company secretary of the Company at e-mail ID: [cs@mohindra.asia](mailto:cs@mohindra.asia) or contact to our Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd. at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-40450193-97, email id: [parveen@skylinerta.com](mailto:parveen@skylinerta.com).
7. Members are requested not to send any paper (other than the resolution/authority as mentioned above) along with the Postal Ballot Form.

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

### **ITEM NO. 1:**

By Resolution passed on September 25, 2014, members had approved the appointment of Mr. Deepak Arneja as Managing Director & CEO of the Company for a period of five years w.e.f. July 1, 2015 to June 30, 2020. In view of the requirements of the proviso to Section 196(2) of the Companies Act, 2013, approval of members is being sought by way of a Special Resolution for re-appointment of Mr. Deepak Arneja as Managing Director & CEO of the Company for a further period of five years commencing from July 01, 2020 and also his terms of remuneration.

Recognizing the significant role of Mr. Deepak Arneja (DIN: 00006112) for the growth of the Company to the present level and keeping in view the role and responsibilities shouldered by him, the Board of Directors, at their meeting held on February 13, 2020 noted the contribution made by him, to the overall progress of the Company and has approved the re-appointment of Mr. Deepak Arneja as the Managing Director & CEO of the Company, pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act and Articles of Association of the Company & based on the recommendation of the Nomination and Remuneration Committee, for a further period of five (5) years with effect from July 01, 2020 to till June 30, 2025, whose office shall not be liable to retirement by rotation. He shall also continue to hold the position of the Executive Chairman of the company until & unless his services specially terminated.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms & conditions of remuneration as specified in the resolution above, subject to requisite approval of members after taking into consideration the complexities of the responsibilities handled by him.

The Company has received a Notice in writing from Mr. Deepak Arneja under Section 160 of the Companies Act, 2013 proposing his own candidature for the office of Managing Director & CEO of the Company, to be appointed as such under the provisions of Companies Act or any other regulations as applicable. All the relevant documents related to his appointment will be available for inspection at the registered office of the Company during working hours between 11:00 A.M. to 1:00 P.M. from the date of dispatch of the notice until the last date for receipt of votes by Postal Ballot/e-voting.

Brief Profile and relevant details relating to re-appointment of Mr. Deepak Arneja as required by the Act, the SEBI



# MOHINDRA FASTENERS LIMITED

CIN: L74899DL1995PLC064215

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

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



(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - A to this Notice.

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

Except Mr. Deepak Arneja (DIN 00006112), being the Appointee Managing Director & CEO, none of the other Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution(s) set out under Item No. 1.

## ITEM NO. 2:

By Resolution passed on September 30, 2016, members had approved the appointment of Mr. Ravinder Mohan Juneja as Managing Director of the Company for a period of five years w.e.f. January 1, 2017 up to the period he attains the age of 70 years i.e. 10.09.2021. Recently, the members of the company has approved the revision in validity or tenure of his appointment i.e. he shall hold the office of managing directorship up to the date he attains the age of 70 years i.e. 30.03.2020 through postal ballot/e-voting on May 11, 2019, on the basis of recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the company.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the ‘Act’), a person who has attained the age of 70 years can be appointed as managing director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person, therefore in view of the requirements of the proviso to Section 196(3)(a) of the Companies Act, 2013, approval of members is being sought by way of a Special Resolution for re-appointment of Mr. Ravinder Mohan Juneja as Managing Director of the Company for a further period of five years commencing from March 31, 2020 and also his terms of remuneration.

Recognizing the significant role of Mr. Ravinder Mohan Juneja (DIN: 00006496) for the growth of the Company and keeping in view the role and responsibilities handled by him, the Board of Directors, at their meeting held on February 13, 2020 decided that his continued association with the Company will be of immense benefit to the Company and has approved the re-appointment of Mr. Ravinder Mohan Juneja as the Managing Director of the Company, pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act and Articles of Association of the Company & based on the recommendation of the Nomination and Remuneration Committee, for a further period of five(5) years with effect from March 31, 2020 to March 30, 2025 and whose office shall be liable to retirement by rotation.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms of remuneration as specified in the resolution above, subject to requisite approval of members after taking into consideration the complexities of the responsibilities handled by him.

Brief Profile and relevant details relating to re-appointment of Mr. Ravinder Mohan Juneja as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - A to this Notice. All the relevant documents related to his appointment will be available for inspection at the registered office of the company during working hours between 11:00 A.M. to 1:00 P.M. from the date of dispatch of the notice until the last date for receipt of votes by Postal Ballot/e-voting.

Keeping in view these factors, the Board of directors recommends the passing of the resolution as set out under item no.2 for approval of the Members as a Special Resolution through postal ballot.

Except Mr. Ravinder Mohan Juneja (DIN: 00006496), being the Appointee Managing Director, none of the other Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution(s) set out under Item No. 2.

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## ITEM NO. 3:

Presently, the Authorised Share Capital of your Company is Rs. 12,00,00,000 (Rupees Twelve Crores only) comprising of 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each and 55,00,000 (Fifty Five Lakhs) Preference Shares of Rs. 10 (Rupees Ten only) each.

Considering the overall business growth and operational needs of the Company, the Company may proposes to increase its subscribed capital by the issue of further shares in near future, by way of rights issue, preferential issue, placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and / or private placement and / or issue of fully / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations and other applicable Guidelines, Notifications, Rules and Regulations.

In considering the above, Board has proposed to increase the Authorised Share capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 65,00,000/- (Sixty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 55,00,000 (Fifty Five Lakhs) preference shares of Rs. 10/- (Rupees Ten only) each to Rs. 17,50,00,000/- (Rupees Seventeen Crores & Fifty Lakhs only) divided into 1,20,00,000 (One Crores & Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and 55,00,000 (Fifty Five Lakhs) preference shares of Rs. 10/- (Rupees Ten only) each by creation of additional 55,00,000(Fifty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only). Hence, the existing Clause V of the Memorandum of Association needs to be altered accordingly. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Capital Clause of its Memorandum of Association with the consent of members of the company.

Accordingly, the Board recommends an Ordinary Resolution as set out under Item No. 3 of the Notice for approval by the Members through Postal Ballot. All the relevant documents related to this resolution will be available for inspection at the registered office of the company during working hours between 11:00 A.M. to 1:00 P.M. from the date of dispatch of notice until the last date for receipt of Votes by Postal Ballot/e-voting.

None of the Directors/Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution, except to the extent of shareholding held by them in the Company, if any.

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

By order of the Board  
For Mohindra Fasteners Limited

Date: 13.02.2020  
Place: Delhi

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

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

# MOHINDRA FASTENERS LIMITED

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## ANNEXURE –A

[As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI.

Name of the Directors	Deepak Arneja	Ravinder Mohan Juneja
Date of Birth and Age	14th July, 1970, 49 Years	30th March, 1950, 69 Years
DIN	00006112	00006496
Qualification	Post Graduation in Masters of Business Administration (MBA) in finance.	Under Graduate
Experience and expertise in specific functional areas	He is holding directorship in “Mohindra Fasteners Limited” since its inception and presently holding position of Managing Director & Chief Executive Officer of the Company and has a tremendous and rich experience of more than 25 years in Manufacturing, Engineering, Business Development, Finance, Marketing, Export & Import & other businesses. He has made notable contributions to the growth and establishment of the business of the company in India & abroad. His Management skills, Visionary leadership qualities, Sharp analytical skills, Strong financial acumen and Effective management and delegation have benefited the company and enable the company to successfully perform globally.	He has more than 25 years of experience in holding responsible positions including directorship in the Company “Mohindra Fasteners Limited” and presently holding position of Managing Director and has a more than 39 years of rich Experience in Manufacturing & other businesses, his business acumen, leadership quality, production and management expertise/techniques have benefited the organization significantly wherever he served.
Terms & Conditions of appointment and details of remuneration sought to be paid (item no. 1 & 2)	Terms & conditions of appointment & remuneration as set out in the Special Resolution(s) to the notice of postal ballot are in accordance with the applicable Provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (LODR) Regulations.	
Details of remuneration last drawn (2018-19)	Remuneration last drawn is Rs. 34.28 Lakhs in the FY 2018-19	Remuneration last drawn is Rs. 32.60 Lakhs in the FY 2018-19
Date of first appointment on the Board	10th January, 1995 (Since Incorporation)	10th January, 1995 (Since Incorporation)
Inter-se relationships between- <ul style="list-style-type: none"><li>• Director;</li><li>• Managers;</li><li>• Key Managerial Personnel.</li></ul>	None	None

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Number of Meetings of the Board attended during the FY 2019-20	3 of 3	1 of 3
List of companies in which Directorship held as on 31.03.2019	<b>PUBLIC COMPANIES</b> <ul style="list-style-type: none"> <li>• Mohindra Fasteners Limited</li> </ul> <b>PRIVATE COMPANIES</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul>	<b>PUBLIC COMPANIES</b> <ul style="list-style-type: none"> <li>• Mohindra Fasteners Limited</li> </ul> <b>PRIVATE COMPANIES</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul>
List of Committees in which he is a Chairman/Member of the Committees of the Board of the companies as on date of notice	<b>Chairman</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility</li> </ul> <b>Member</b> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Audit Committee</li> </ul>	<b>Chairman</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Member</b> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility</li> </ul>
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil	Nil

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## POSTAL BALLOT FORM

(Please read the instructions carefully before completing this Form)

1. Name of the Member including joint-holder(s), if any, :  
registered with the Company (in block letters)
2. Registered Address Of The Sole / First Named Member :
3. Folio No. / DP ID – Client ID\* :
4. Number of Shares held as on February 14, 2020 :  
(cut-off date)
5. Class of shares : Equity

I / We hereby exercise my / our vote in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 13, 2020 by conveying my / our assent or dissent to the said resolutions by placing a tick mark in the appropriate box below:

Sr. No.	Description	No. of Shares	(For) I / We assent to the resolution	(Against) I / We dissent to the resolution
1.	To approve the re-appointment of Mr. Deepak Arneja as Managing Director & CEO of the company.			
2.	To approve the re-appointment of Mr. Ravinder Mohan Juneja as Managing Director of the company.			
3.	To approve the Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company.			

(\*Applicable to members holding shares in Dematerialised Form)

Place:

Date:

-----  
(Signature of Member)

-----  
(Note-This portion may be treated off and retained by the members)

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the notes / instructions for the postal ballot / remote e-voting before filling the form / casting your vote through remote e-voting. Last date for receipt of postal ballot forms by the scrutiniser /casting your vote by e-voting is Thursday March 26, 2020 (5.00 PM).

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## **Instances in which the Postal Ballot form shall be treated as invalid or rejected:-**

- a) A form other than one issued by the company has been used;
- b) It has not been signed by or on behalf of the Member;
- c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
- d) It is not possible to determine without any doubt the assent or dissent of the Member;
- e) Neither assent nor dissent is mentioned;
- f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- g) The envelope containing the postal ballot form is received after the last date prescribed;
- h) The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i) It is received from a Member who is in arrears of payment of calls;
- j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
- k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A Postal ballot form which is otherwise complete in all aspects and is lodged within the prescribed time limit but is undated shall be considered valid.

Members who have not received postal ballot form may write to the company at the above mentioned address / email id or Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd. at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-40450193-97, email id: [parveen@skylinerta.com](mailto:parveen@skylinerta.com) and obtain a duplicate thereof.