

# 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: [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia) Phone: +91-11- 46200400, 46200401 Fax: +91-11-46200444



To,

The Head Listing & Compliance  
Metropolitan Stock Exchange of India Ltd. (MSEI)  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West, Mumbai - 400 070

Symbol- MFL, Series - BE

Ref.: Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

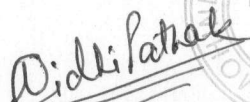
Dear Sir/Madam,

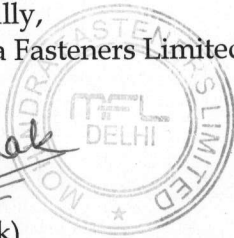
Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019 and other related circulars & notifications issued by SEBI & Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Certificate of Mohindra Fasteners Limited issued by M/s. Anand Nimesh & Associates, Practicing Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2023.

You are requested to take the same on your records.

Thanking you,

Yours Faithfully,  
For Mohindra Fasteners Limited

  
(Nidhi Pathak)



Company Secretary & Compliance Officer

Date: 23/05/2023

Place: New Delhi

# Anand Nimesh & Associates

(Company Secretaries)

89/3, Gali No-4, East Guru Angad Nagar

Laxmi Nagar, Delhi-110092

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## SECRETARIAL COMPLIANCE REPORT OF MOHINDRA FASTENERS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

To,  
The Board of Directors  
MOHINDRA FASTENERS LIMITED  
(CIN- L74899DL1995PLC064215)  
304 Gupta Arcade, Inder Enclave  
Delhi-Rohtak Road, New Delhi-110087

We, M/s Anand Nimesh & Associates, Practicing Company Secretaries have examined:

- (a) the documents and records made available to us and explanation provided by Mohindra Fasteners Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchange,
- (c) website of the Company, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, as were relevant and applicable to the Company during the year under review, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity share) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and

Circulars/ guidelines issued thereunder;

Based on my examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	YES	NIL



2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	<p>YES</p> <p>YES</p>	<p>NIL</p> <p>NIL</p>
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	<p>YES</p> <p>YES</p> <p>YES</p>	<p>The Company has maintained a Functional website at <a href="http://www.mohindra.asia">www.mohindra.asia</a></p> <p>NIL</p> <p>NIL</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>YES</p>	<p>NIL</p>
5	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p>	<p>The Company doesn't have any material subsidiaries. However, the company has a Joint Venture Company (associate) called "KK Mohindra Fastenings Pvt. Ltd." in which it has invested 49% of the company's equity share capital.</p>




6	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	NIL
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	YES	NIL
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES  NA	NIL  NIL
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	NIL
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL

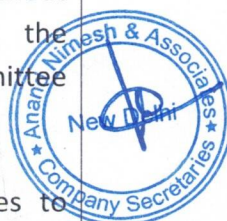


11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	The Metropolitan Stock Exchange of India Limited ("Exchange") fined the company Rs. 1,65,200 (including GST Rs. 25,200) for late reporting of the financial results required by SEBI rule 33 (LODR) for the 3 <sup>rd</sup> quarter and nine months ended December 31, 2022. The Company had reported that, it has filed its financial statements with the exchange, within time and thereafter the Stock Exchange had accepted the Company's request for a waiver of fine on 03th April, 2023 and waive off the penalty imposed on company.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited	 NA	There was no resignation of statutory auditor of the company during the period under review.

	<p>review/ audit report for such quarter; or</p> <p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		<p>However pursuant to the provision of Section 139 of the Companies Act, 2013, M/s. B.L. Khandelwal &amp; Co., Chartered Accountants, New Delhi was re-appointed as a statutory auditor of the company, for the second term of five consecutive years i.e. till the conclusion of the 33rd Annual General Meeting of the Company to be held in year 2027 during the period under review.</p>
<b>2</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all Concerns with respect to</p>	<p><b>NA</b></p>	<p><b>NA</b></p>



	<p>the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in annexure- A in SEBI Circular CIR/ CFD/CMD1/ 114/2019 dated 18<sup>th</sup> October, 2019.</p>	NA	NA





(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	According to the regulation 33 of SEBI (LODR), the financial results should be filed within stipulated time period.	Regulation 33 of SEBI (LODR) Regulation, 2015	As per the Stock exchange, financial results for the 3rd quarter and nine months ended December 31, 2022 was not filed by the Company within due time period	The Metropolitan Stock Exchange (MSE)	Fine imposed	As per Stock exchange, financial results for the 3rd quarter and nine months ended December 31, 2022 was not filed by the Company within due time period.	Rs. 1,65,200 (including GST Rs. 25,200)	Upon submission of the explanation/ clarification by the Company, the said fine was waived off by the Stock Exchange.	The Company had reported that it has timely filed its financial results with the exchange, hence the Stock Exchange accepted the Company's request for a waiver of fine on 03th April, 2023	The stock exchange had accepted the waiver letter of the company.



(b) The Listed entity has taken the following actions with the observation make in the previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	NIL									

For Anand Nimesh & Associates  
(Company Secretaries)


ANAND KUMAR SINGH  
(Partner)

M. No- F10812

COP No- 9404

UDIN- F010812E000341175

Date: 20/05/2023

Place: Delhi

This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

To,  
The Board of Directors  
MOHINDRA FASTENERS LIMITED  
(CIN- L74899DL1995PLC064215)

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
- 3) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 4) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 5) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- 6) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Anand Nimesh & Associates  
(Company Secretaries)



ANAND KUMAR SINGH  
(Partner)

M. No- F10812

COP No- 9404

UDIN- F010812E000341175

Date: 20/05/2023

Place: New Delhi