

# Anand Nimesh & Associates

(Company Secretaries)

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## SCRUTINIZER REPORT

The Chairman

**Mohindra Fasteners Limited**

CIN: L74899DL1995PLC064215

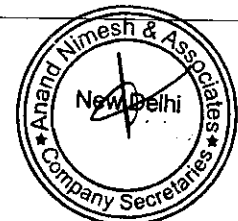
304 Gupta Arcade, Inder Enclave,  
Delhi-Rohtak Road, New Delhi – 110041

**Subject : Scrutinizers report on passing of resolution through postal ballot and through, e -Voting under In term of provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule 2014**

Dear Sir,

In term of provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule 2014 and Companies (Management and Administration) Amendment Rule 2014, I, Anand Kumar Singh, Partner, M/s Anand Nimesh & Associates, Company Secretaries, have been appointed as Scrutinizer by Mohindra Fasteners Limited ("the Company") in the Board Meeting held on 27<sup>th</sup> Day of April 2015 to conduct the postal Ballot/ e-voting Process in a fair and transparent manner in respect of the following resolution

Resolution Number	Type of Resolution	For
1	Special Resolution	Adoption of new set of articles of association of company
2	Special Resolution	Adoption of new set of memorandum of association of company
3	Special Resolution	Deletion of other objects of memorandum of association.
4	Special Resolution	Amendment of the liability clause of memorandum of association
5	Special Resolution	Amendment in main object clause of memorandum of association.



6	Special Resolution	Increase in authorized share capital of company
7	Special Resolution	Amendment in capital clause of memorandum of association of the company

**I hereby submit my report as under**

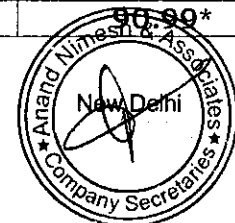
1. The Dispatch of Postal Ballot notice(s)/ forms to the Members of the Company, whose name(s) are appeared in the register of members/List of beneficial owner as on 15<sup>th</sup> Day of June 2015. was completed on 22<sup>nd</sup> Day of June 2015
2. The company has made an advertisement regarding dispatch of postal Ballot form in Financial Express (English) and jansatta (Hindi) on 23<sup>rd</sup> Day of June 2015. However language of advertisement in Hindi newspaper i.e.- Jansatta was in English Language.
3. The e-voting period commenced from Tuesday, 23<sup>rd</sup> Day of June 2015 (9.00 AM IST) and ended on Wednesday, 22<sup>nd</sup> Day of July 2015 (5.00 PM IST)
4. The last date for receipt of Postal Ballot form was 22<sup>nd</sup> Day of July 2015.
5. The last date for e-voting was 22<sup>nd</sup> Day of July 2015 (5.00 PM IST)
6. The shareholders holding shares as on "cut off" date i.e.- 15<sup>th</sup> Day of June 2015 were entitled to vote on proposed resolution.
7. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website at <https://www.evoting.nsdl.com> via NSDL e-voting platform.
8. Monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.
9. The votes were unblocked on the presence of two witnesses, Mr. Nimesh Kumar, R/o Vill- Achpal Garhi, Post- Pilkhuwa, Distt- Hapur, UP-245304 and Mr. Dinesh Sharma, R/o House No -111, Gali No 2, Part-A, Block- 2, Mithapur Extn., Badarpur, New Delhi-110044 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
10. The particulars of all postal ballot forms received from the Members in physical forms and electronic voting report generated from NSDL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose. However there was no physical postal ballot form was received in this regard within due time.



11. There are no physical postal ballots, received by post/courier/by hand to me within due time period. The electronic ballots were maintained by the NSDL in electronic registry.
12. The e-votes casted up to 5.00 P.M. on July 22, 2015, the last date and time fixed by the Company for e-voting end date, were considered by me and none of the envelopes containing postal ballot forms received after 5.00 P.M. July 22, 2015 were considered for the purpose of this report.
13. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on June 15, 2015. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the Shareholding as found in the RTA records on June 15, 2015 was considered; there were NIL cases of mismatch.
14. I did not receive/find any defaced or mutilated ballot paper(s).
15. The total paid up Equity Share Capital of the Company as on June 15, 2015 was Rs.5,35,68,000/- (Rupees Five Crore Thirty Five Lac sixty Eight Thousand only) divided into 5356800 ( Fifty Three Lacs Fifty six Thousand Eight Hundred only) Equity shares of Rs. 10/- (Rupees Ten) each.
16. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below.

**Resolution No-1:- Adoption of new set of articles of association of company**

Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	30	3618700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	30	3618700	100
e-voting giving Assent	26	3292600	90.99*
e-voting giving Dissent	4	326100	9.01
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>90.99*</b>



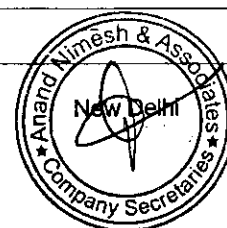
Total votes against the of Resolution	4	326100	9.01
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**Resolution No-2:- Adoption of new set of memorandum of association of company**

Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	30	3618700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	30	3618700	100
e-voting giving Assent	26	3292600	90.99*
e-voting giving Dissent	4	326100	9.01
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>90.99*</b>
Total votes against the of Resolution	<b>4</b>	<b>326100</b>	<b>9.01</b>

**Resolution No-3:- Deletion of other objects of memorandum of association**

Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	30	3618700	100
Less: invalid e-voting	--	--	--



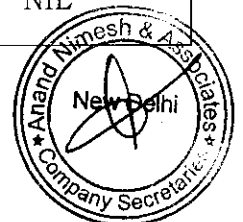
Total Valid e-voting	30	3618700	100
e-voting giving Assent	26	3292600	90.99*
e-voting giving Dissent	4	326100	9.011
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>90.99*</b>
Total votes against the of Resolution	<b>4</b>	<b>326100</b>	<b>9.01</b>

**Resolution No-4:- Amendment of the liability clause of memorandum of association**

Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	29	3617700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	29	3617700	100
e-voting giving Assent	25	3291600	90.99*
e-voting giving Dissent	4	326100	9.01
Total votes in favour of Resolution	<b>25</b>	<b>3291600</b>	<b>90.99*</b>
Total votes against the of Resolution	<b>4</b>	<b>326100</b>	<b>9.01</b>

**Resolution No-5:- Amendment in main object clause of memorandum of association**

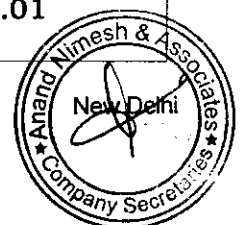
Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL



postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	29	3586700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	29	3586700	100
e-voting giving Assent	26	3292600	91.80
e-voting giving Dissent	3	294100	8.20*
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>91.80</b>
Total votes against the of Resolution	<b>3</b>	<b>294100</b>	<b>8.20*</b>

**Resolution No-6:- Increase in authorized share capital of company**

Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	30	3618700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	30	3618700	100
e-voting giving Assent	26	3292600	90.99*
e-voting giving Dissent	4	326100	9.01
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>90.99*</b>
Total votes against the of Resolution	<b>4</b>	<b>326100</b>	<b>9.01</b>



**Resolution No-7:- Amendment in capital clause of memorandum of association of the company**

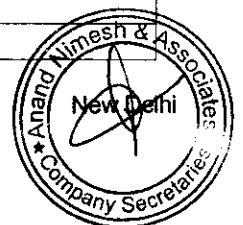
Particulars	No of Members who voted	No of vote cast by them	% of total number of valid vote cast
<b>Physical Mode</b>			
Total postal ballot form received	NIL	NIL	NIL
Less: invalid Ballot form	NIL	NIL	NIL
Total valid postal ballot form	NIL	NIL	NIL
postal ballot form giving Assent	NIL	NIL	NIL
postal ballot form giving Dissent	NIL	NIL	NIL
<b>Electronic Voting</b>			
Total e-voting done	30	3618700	100
Less: invalid e-voting	--	--	--
Total Valid e-voting	30	3618700	100
e-voting giving Assent	26	3292600	90.99*
e-voting giving Dissent	4	326100	9.01
Total votes in favour of Resolution	<b>26</b>	<b>3292600</b>	<b>90.99*</b>
Total votes against the of Resolution	<b>4</b>	<b>326100</b>	<b>9.01</b>

**\*\* Number has been rounded off**

**17. I have, on reckoning the voting above by the shareholders, found as under**

**A. Assent vote**

Resolution Number	Total Valid Votes (A)	Votes as Assent(B)	Percentage (Approx.) (B/A*100)
1	3618700	3292600	<b>90.99</b>
2	3618700	3292600	<b>90.99</b>
3	3618700	3292600	<b>90.99</b>
4	3617700	3291600	<b>90.99</b>



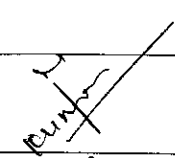
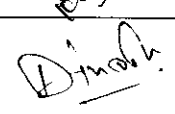
5	3586700	3292600	91.80
6	3618700	3292600	90.99
7	3618700	3292600	90.99

**B. Dissent vote**

Resolution Number	Total Valid Votes (A)	Votes as descent	Percentage (Approx.) (B/A*100)
1	3618700	326100	9.01
2	3618700	326100	9.01
3	3618700	326100	9.01
4	3617700	326100	9.01
5	3586700	294100	8.20
6	3618700	326100	9.01
7	3618700	326100	9.01

Accordingly, all the above mentioned resolutions have been passed by requisite majority

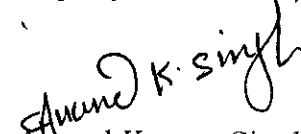
18. I will hand over the postal ballot forms and other related papers/ register and record to the company after signing of minute by the chairman.
19. You may accordingly declare the result of the voting by postal ballot
20. I did not receive any physical postal ballot form within due time related to above postal ballot/ e-voting process.

Signature of witnesses	
Name	Signature
Nimesh Kumar	
Dinesh Sharma	

Date: 25/07/2015

Place: Delhi

For: Anand Nimesh & Associates  
(Company Secretaries)

  
Anand Kumar Singh  
(Partner)

Mem No- 24881  
CP No - 9404

