

# 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

To,

21<sup>st</sup> September, 2019

The Head Listing & Compliance  
Metropolitan Stock Exchange of India Ltd. (MSEI)  
Vibgyor Towers, 4th Floor, Plot No. C-62, G-Block  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E)  
Mumbai-400098

Ref.: Symbol-MFL, Series-BE

Subject: 25<sup>th</sup> Annual General Meeting and Voting Results

Dear Sir/Ma'am,

In continuation of our letter dated August 26, 2019, the 25<sup>th</sup> AGM of the company was held today and the businesses mentioned in the Notice dated August 6, 2019 were passed through e-voting and Poll with requisite majority:

1. Adoption of Financial Statements and Reports thereon for the financial year ended 31<sup>st</sup> March, 2019.
2. Approved and declared the dividend on Equity Shares at the rate of Rs. 3.00 per shares as recommended by the Board, for the financial year ended on 31<sup>st</sup> March, 2019.
3. Mr. Gagandeep Singh Narang (DIN: 00179636) has re-appointed as a director of the company, liable to retire by rotation and being eligible offered himself for re-appointment.
4. Approved the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.
5. Approved the re-appointment of Mr. Vinod Kumar (DIN: 02303504) as an Independent Director of the Company.

Summary of Proceedings of the 25<sup>th</sup> AGM as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations attached as **Annexure A**.

Voting Results of 25<sup>th</sup> AGM as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached as **Annexure B**.

Consolidated Scrutinizer's Report pursuant to section 108 of the Companies Act and Rule 20 of the Companies (Management & Administration) Rules, 2014 attached as **Annexure C**.

**You are requested to take the same on record.**

Thanking you,  
Yours faithfully,

For Mohindra Fasteners Limited

  
(Nidhi Pathak)  
Company Secretary & Compliance Officer

Encl: As Above

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## Annexure A:

### PROCEEDINGS OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

The 25<sup>th</sup> Annual General Meeting (AGM) of Mohindra Fasteners Limited (the 'Company') held on Saturday, 21<sup>st</sup> Day of September, 2019 at 11:30 A.M. at Le Pacific Outdoor Catering Banquet 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New Delhi-110026. Following directors were present:

#### Directors Present:

Mr. Deepak Arneja, Chairman Cum Managing Director & CEO

Mr. Vinod Kumar, Non-Executive & Independent Director and Chairman of Audit, Nomination & Remuneration & Stakeholder's Relationship Committees

Mr. Gagandeep Singh Narang, Non-Executive Director

Mr. Ved Prakash Chaudhry, Non-Executive & Independent Director

#### Other Key Managerial Personnel:

Mr. Sunil Mishra, Chief Financial Officer

Ms. Nidhi Pathak, Company Secretary

#### Statutory Auditors:

Mr. B.L. Khandelwal - representing M/s B. L. Khandelwal & Co., Statutory Auditor of the Company.

#### Scrutiniser:

Mr. Anand Kumar Singh - representing M/s. Anand Nimesh and Associates, Scrutinizer and Secretarial Auditor of the Company, appointed to scrutinize the voting process through poll and electronically in fair and transparent manner.

#### In Attendance:

Participants from Registrar and Share Transfer Agent, Skyline Financial Services Private Limited: Anil Kumar and Praveen.

#### Members Present:

Total 33(Thirty Three) Members (present in person) and 11(Eleven) members through Proxy attended the meeting as per Members attendance register.



**Leave of Absence:**

The leave of absence was granted to Mr. Ravinder Mohan Juneja, Managing Director and Ms. Shamoli Thakur, Independent Director of the Company, who have shown their inability to attend this Meeting due to their personal commitments.

**PROCEEDINGS:**

Company Secretary Ms. Nidhi Pathak welcomed the members to the 25<sup>th</sup> AGM of the company and introduced the Directors and auditors sitting on the dais.

She then informed Mr. Deepak Arneja, Chairman & Managing Director of the company, to occupy the chair and conduct the meeting. He then took the chair and addressed the members. He noted the absenteeism of Mr. Ravinder Mohan Juneja & Ms. Shamoli Thakur, Directors of the company and called the meeting to order as requisite quorum was present for the meeting.

It was informed that the statutory registers and other AGM related documents as required under the Companies Act, 2013 to be kept at the Annual General Meeting are available for inspection.

Company Secretary requested to the chairman to deliver his speech and apprised the members about the performance & working affairs of the company. He then delivered his speech and briefed about the significant developments of the Company during the FY 2018-19. He presented the financial highlights of the Company before the members present at the AGM.

With the consent of the members present at the meeting, the notice convening the Annual General Meeting together with, Directors Report and the Audited Financial Statement for the financial year ended March 31, 2019 having already being circulated to the members were taken as read. As there was no qualification, observation or comments on financial transactions or matters which have adverse effect on the functioning of the company and accordingly, the same was not required to read out before the meeting.

After that Ms. Nidhi Pathak, Company Secretary took a read of all the resolutions/agendas which was required to be passed with the approval of members in the AGM.

The following items of business as stated in the notice of AGM, were put to vote:

**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.
2. To declare the dividend on Equity Shares for the financial year ended on 31st March, 2019.



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.

**Special Business:**

4. To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2020.
5. To approve the re-appointment of Mr. Vinod Kumar (DIN: 02303504) as an Independent Director of the Company.

On the invitation of the Chairman, Members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the Members and provided clarifications. The members expressed satisfaction on the performance of the Company.

Thereafter the Company Secretary requested the chairman to say a few words on Voting Process.

The Chairman then informed the members that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 along with amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, the Company had provided facility for remote e-voting ("e-voting") to all the members as on the cutoff date of September 14, 2019 through NSDL in respect of all the items to be transacted at this AGM. The remote e-voting period was commenced on Monday, September 16, 2019 (9.00 a.m. IST) and ended on Friday, September 20, 2019 (5.00 p.m. IST).

On the request of the chairman, Mr. Anand Kumar Singh, representing M/s Anand Nimesh and Associates, Company Secretaries, who was appointed as the Scrutinizer for remote E-Voting as well as ballot voting at the AGM, explained the process of Ballot voting to the members and requested them to vote on the ballot paper carefully and explained the ballot process to them. Thereafter ballot voting was conducted, the members casted their votes and dropped their duly filled ballot forms into the ballot box and the Scrutinizer took the Ballot Box in his safe custody. Further he was requested to submit his consolidated Scrutinizer's Report on or before the September 23, 2019.

After the voting process got over, the Chairman thanked the Members for attending and participating in the meeting and informed the members that the result of voting by Ballot form and E-Voting will be declared within 48 hours from the conclusion of the AGM and same will also be hosted on the website of the company i.e. [www.mohindra.asia](http://www.mohindra.asia).



Thereafter, the chairman declared the meeting closed, as all the Businesses of the meeting were over and were transacted.

Company Secretary extended a hearty vote of thanks to all the persons including members present at the meeting. The meeting was concluded at 02:00 PM.

Thanking You,

**For Mohindra Fasteners Limited**



**(Deepak Arneja)**

**Chairman Cum**

**Managing Director & CEO**

**DIN: 00006112**

**Date: 21<sup>st</sup> September, 2019**

**Place: New Delhi**















# Anand Nimesh & Associates

## (Company Secretaries)

Annexure C

183B, Gali No-8, Second Floor, Gurudwara Road  
West Guru Angad Nagar, Laxmi Nagar, Delhi-110092  
Tel: 011-42730004, M: 9868782243, 8810200014  
E-mail: vdnex1711@gmail.com, ancorporate2@gmail.com  
Website: www.anandnimesh.com

### SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and  
[Rule 20 of the Companies (Management and Administration) Rule 2014 as amended]

To

The Chairman

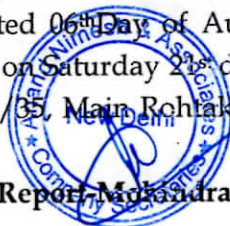
25<sup>th</sup> Annual General Meeting of the shareholders of **Mohindra Fasteners Limited**, held on Saturday, the 21<sup>st</sup> Day of September, 2019 at 11.30 AM at Le Pacific Outdoor, Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New-Delhi-110026

**Subject:** Consolidated Scrutinizers report on remote e-voting and voting through Ballot papers pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 and amendments thereto and voting through poll pursuant to section 109 of the Companies Act, 2013, read with rules 21 of Companies (Management and Administration) Rule, 2014 amendments thereto at 25<sup>th</sup> Annual General Meeting of Mohindra Fasteners Limited held on Saturday, the 21<sup>st</sup> September, 2019, at 11.30 AM at Le Pacific Outdoor, Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New-Delhi-110026.

Dear Sir,

I, Anand Kumar Singh, Partner of M/s Anand Nimesh & Associates, Company Secretaries having office at 183B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have been appointed by the Board of Directors of Mohindra Fasteners Limited ("the Company") dated 06<sup>th</sup> Day of August, 2019, as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through Ballot papers at 25<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through Ballot papers carried out, in term of provision of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by Companies (Management and Administration) Amended Rule 2015 and pursuant to regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on the resolution set out in the notice dated 06<sup>th</sup> Day of August, 2019 for 25<sup>th</sup> AGM of the Members of Mohindra Fasteners Limited, held on Saturday 21<sup>st</sup> day of September, 2019 at 11.30 AM at Le Pacific Outdoor, Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New-Delhi-110026.

Scrutinizers Report Mohindra Fasteners Limited at 25<sup>th</sup> AGM



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Accordingly, I submit the report, on completion of remote e-voting process and voting through Ballot papers, as under:

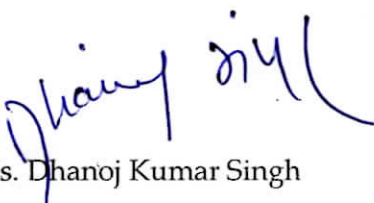
1. The Company had engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide secured system for remote e-voting process through its designated website at <https://www.evoting.nsdl.com/> via NSDL e-voting platform.
2. Detailed instruction relating to poll and remote e-voting facility along with login detail were provided to the eligible members.
3. The company has also published the information related to remote e-voting and Book closure in newspapers namely **The Financial Express (English Daily)** and **Jansatta (Hindi Daily)** on Monday 26<sup>th</sup> Day of August, 2019.
4. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015 and further substituted by the company (Management and Administrations) amendment, Rules 2016 (including any statutory modification or re-enactment thereof) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **remote e-voting period remained open from Monday 16<sup>th</sup> Day of September 2019 (9.00 A.M.) till Friday 20<sup>th</sup> September, 2019 (5.00 P.M.)**
5. The Members of the Company as on the "cut- off date" i.e. Saturday, September 14, 2019 were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions as set out in the Notice dated 06<sup>th</sup> Day of August 2019.
6. The notice of AGM has been send to all the person whose name appears in the register of members or in the register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company as on Friday, 16<sup>th</sup> August 2019
7. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot paper on the resolutions contained in the Notice to the 25<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for voting through ballot paper at the AGM is restricted to preparing a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Depository Services (India) Limited (NSDL) and voting through ballot paper conducted at the 25<sup>th</sup> Annual General Meeting (AGM) held on Saturday, the 21<sup>st</sup> Day of September 2019 at 11:30 AM at Le Pacific Outdoor, Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New Delhi-110026.



8. At the 25<sup>th</sup>AGM of the Company held on Saturday 21<sup>st</sup>September, 2019 the Chairman at the end of the discussion on the resolution(s) ordered for poll through physical ballot papers at AGM as per Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015 to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes. Poll through physical ballot papers was provided at the venue of AGM at Le Pacific Outdoor, Catering Banquet at 31/35, Main Rohtak Road, Punjabi Bagh West, Opp. Metro Pillar No 142, New-Delhi-110026.
9. One (1) Ballot Box was kept for polling at the AGM ballot box was locked in my presence.
10. At the 25<sup>th</sup>Annual General Meeting, after declaration of poll by the Chairman, a box kept for poling was locked in my presence with due identification marks placed by me.
11. After completion of poll through physical ballot papers at the AGM, the locked ballot box was opened in my presence and ballot ware diligently scrutinized. Thereafter polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in poll through physical ballot papers at AGM.
12. The ballot papers, which were incomplete and/or which ware otherwise found defective or if signature of shareholders did not match with the record have been treated as invalid and were kept separately.
13. Therefore, the votes cast through remote e-voting were unblocked after completion of poll through physical ballot papers at AGM in the presence of two witnesses, Mr. Nimesh Kumar S/o Charan Singh R/o Vill- Achpal Garhi, Post- Pilkhuwa, Distt-Hapur, UP-245304, and Mr. Dhanoj Kumar Singh, S/o Shri Ram Bachan Singh at G-83, 202 Vijay Chowk, Laxmi Nagar Delhi-110092 who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Nimesh Kumar

  
Ms. Dhanoj Kumar Singh

14. The consolidated summary of results of remote e-voting and poll through physical ballot papers at AGM are as under:



**(a) Resolution No-1:- "Ordinary Resolution"**

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.

**Voted in FAVOUR or AGAINST for the Resolution:**

Item no of Notice	Voting Method	Vote in assent			Vote in dissent		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-1 ORDINARY RESOLUTION	e-voting	36	4720918	100	Nil	NA	Nil
	Poll	34	38808	100	Nil	NA	Nil
	<b>Total</b>	<b>70</b>	<b>4759726</b>	<b>100</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>

I report that ordinary resolution as contained in the item no. 1 of the notice dated 06<sup>th</sup> August, 2019 has been passed with the unanimous consent.

**(b) Resolution No-2:- "Ordinary Resolution"**

To declare the dividend on Equity Shares for the financial year ended on 31st March, 2019.

**Voted in FAVOUR or AGAINST for the Resolution:**

Item no of Notice	Voting Method	Vote in assent			Vote in dissent		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-2 ORDINARY RESOLUTION	e-voting	36	4720918	100	Nil	NA	Nil
	Poll	34	38808	100	Nil	NA	Nil
	<b>Total</b>	<b>70</b>	<b>4759726</b>	<b>100</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>

I report that ordinary resolution as contained in the item no. 2 of the notice dated 06<sup>th</sup> August, 2019 has been passed with the unanimous consent.



**(c) Resolution No-3:- "Ordinary Resolution"**

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.

**Voted in FAVOUR or AGAINST for the Resolution:**

Item no of Notice	Voting Method	Vote in assent			Vote in dissent		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-3 ORDINARY RESOLUTION	e-voting	36	*4720918	100	Nil	NA	Nil
	Poll	34	38808	100	Nil	NA	Nil
	<b>Total</b>	<b>70</b>	<b>4759726</b>	<b>100</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>

I report that ordinary resolution as contained in the item no. 3 of the notice dated 06<sup>th</sup> August 2019 has been passed with the unanimous consent.

\* This includes the no. of shares of the Interested member i.e. 65300 shares also.

**(d) Resolution No-4:- "Ordinary Resolution"**

To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2020.

**Voted in FAVOUR or AGAINST for the Resolution:**

Item no of Notice	Voting Method	Vote in assent			Vote in dissent		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-4 ORDINARY RESOLUTION	e-voting	36	4720918	100	Nil	NA	Nil
	Poll	34	38808	100	Nil	NA	Nil
	<b>Total</b>	<b>70</b>	<b>4759726</b>	<b>100</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>

I report that ordinary resolution as contained in the item no. 4 of the notice dated 06<sup>th</sup> August 2019 has been passed with the unanimous consent.

(e) Resolution No-5:- "Special Resolution"

To approve the re-appointment of Mr. Vinod Kumar (DIN: 02303504) as an Independent Director of the Company.

Voted in FAVOUR or AGAINST for the Resolution:

Item no of Notice	Voting Method	Vote in assent			Vote in dissent		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-5 SPECIAL RESOLUTION	e-voting	36	*4720918	100	Nil	NA	Nil
	Poll	34	38808	100	Nil	NA	Nil
	Total	70	4759726	100%	Nil	NA	Nil

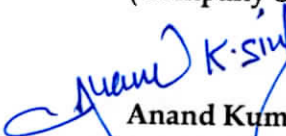
I report that special resolution as contained in the item no. 5 of the notice dated 06<sup>th</sup> August 2019 has been passed with the unanimous consent.

\* This includes the no. of shares of the Interested member i.e. 2000 shares also.

- All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company.
- The register, all other papers and relevant record relating to remote e-voting and voting by Ballot papers at 25<sup>th</sup> AGM shall remain in my safe custody until the chairman consider, approved and sign the Minute of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company secretary for safe keeping.

Thanking you,  
Yours faithfully,

For Anand Nimesh & Associates  
(Company Secretaries)

  
Anand Kumar Singh  
(Partner), Scrutinizers  
Membership No.: 24881  
CP No : 9404

Date: 21/09/2019  
Place: New Delhi

  
Mr. Deepak Arora  
(Chairman cum Managing Director & CEO)  
DIN: 00006112

Date: 21/09/2019  
Place: New Delhi