

CIN L74899DL1995PLC064215

PROCEEDINGS OF 20TH ANNUAL GENERAL MEETING
HELD ON 25.09.2014 AT 11.30 A.M. AT BANSAL FARM HOUSE, HIRANKI ROAD,
BAKHTAWARPUR, NEW DELHI-110036

The quorum was complete and as the Chairman of the Company was not present within 15 minutes, the members present at the meeting elected Mr. Deepak Arneja, Managing Director of the Company as the Chairman of the meeting.

The following business of the meeting as per agenda circulated with notice was thereafter taken up item wise:

Ordinary Business

- 1) The Audited Balance Sheet as at 31st March 2014 and Statement of Profit & Loss for the year ending on 31st March 2014 together with Directors' & Auditors' Report thereon were placed before the meeting, the same was considered and adopted.
- 2) The dividend on equity shares for the financial year ended on 31st March, 2014 has been declared @ 18% (Rs.1.80/- per share of Rs. 10/- each fully paid up) as on 31.03.2014.
- 3) Mr. Jatinder Pal Singh Narang was re- appointed as the director of the Company whose office is liable to be determined by rotation.
- 4) M/s GSK & Associates LLP, were re-appointed as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of twenty third Annual General Meeting on a remuneration as may be mutually agreed between the Board of Directors and the Auditors, subject to ratification by shareholders in every general meeting .

Special Resolution

- 5) Re-appointment and payment of remuneration to Mr. Sudhir Arneja (DIN 00007589) as Whole Time Director of the Company.\`
- 6) Re -appointment and payment of remuneration to Mr. Deepak Arneja (DIN 00006112) as Managing Director of the company.
- 7) Appointment of Mr. Vinod Kumar (DIN 02303504) as Independent Director of the company for a period of Five years.

- 8) Appointment of Mrs. Anjali Malik (DIN 06875087) as Independent Director of the company for a period of Five years.
- 9) Appointment of relative of a Director to an office of profit.
- 10) Fixation of remuneration of the cost auditor of the company for the financial year 2014-2015.
- 11) Increase in borrowing power in terms of section 180(1)(c) of the Companies Act, 2013 .

It is hereby confirmed that the meeting was properly called, convened, held and conducted as per the provisions of the Companies Act, 2013 and the prescribed by Ministry of Corporate Affairs and Secretarial Standards as issued by Institute of Company Secretaries of India (ICSI).

Place:- New Delhi
Date:- 25/09/2014

for Mohindra Fasteners Limited


Deepak Arneja
Managing Director