

Anand Nimesh & Associates

(Company Secretaries)

183B, Second Floor, Gurudwara Road
West Guru Angad Nagar, Laxmi Nagar, Delhi-110092
M: 9868782243, 8447407137
E-mail: vdnex1711@gmail.com

SCRUTINIZER REPORT

To

The Chairman

21st Annual General Meeting of the shareholders of

Mohindra Fasteners Limited, held on 30th day of September, 2015

at 11.30 AM at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar,

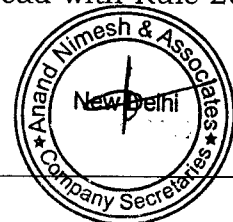
Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255,

New-Delhi-110063

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 as amended by Companies (Management and Administration) Amended Rule 2015 at 21st Annual General Meeting of Mohindra Fasteners Limited held on 30th day of September, 2015, at 11.30 AM at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063

Dear Sir,

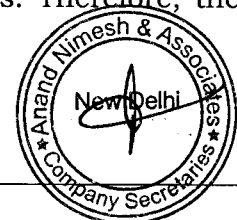
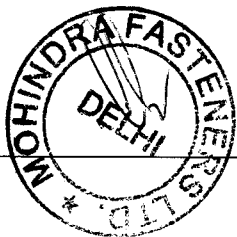
I, Anand Kumar Singh, Partner of M/s Anand Nimesh & Associates, Company Secretaries having office at 183B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have been appointed by the Board of Directors of Mohindra Fasteners Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through Ballot papers at 21st 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 clause 35B of the Equity Listing Agreement on the resolution set out in the notice dated 31st Day of July 2015 for 21st AGM of the Members of Mohindra Fasteners Limited, held on 30th day of September 2015 at 11.30 AM at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063.

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

1. The Company has engaged the services of 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. The remote e-voting period remained open from Friday, September 25, 2015 (9.00 A.M.) till Tuesday, September 29, 2015 (5.00 P.M.)
3. The Members of the Company as on the "cut- off date" i.e. 23rd Day of September, 2015, 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 31st Day of July 2015.
4. 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 21st AGM of the members of the Company. My responsibility as a scrutinizer and alternate 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 AGM.
5. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the Members. Therefore, the



Chairman ordered for poll through physical ballot papers at AGM as per Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015. poll through physical ballot papers was provided at the venue of AGM at Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063.

6. At the 21st Annual General Meeting, after declaration of poll by the Chairman, a box kept for polling was locked in my presence with due identification marks placed by me.
7. After completion of poll through physical ballot papers at the AGM at 11:30 AM, the locked ballot box was opened and votes casted by the members 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.
8. Therefore, the votes casted through remote e-voting were unblocked after completion of poll through physical ballot papers at AGM in the presence of two witnesses, Mr. Sunil Kumar, R/o 123, Shiv Shankar Puri, Sharda Road, Meerut city, UP-250002 and Mr. Dinesh Kumar, 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

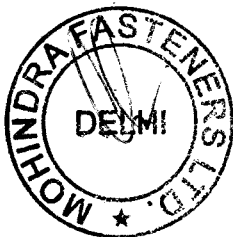


DINESH KUMAR



SUNIL KUMAR

9. 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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon.

i. Voted **“FOR”** the Resolution

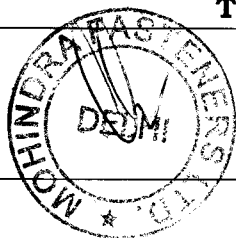
Ordinary Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	40	640608	47.42%
Total	66	4324746	93.92%

(ii) Voted **“AGAINST”** the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	1	280100	20.73
Total	1	280100	6.08%

(iii) Voted **‘INVALID’**

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared ‘Invalid’
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



(b) **Resolution No-2:- “Ordinary Resolution”**

To declare the dividend on Equity Shares for the financial year ended on 31st March, 2015.

(i) Voted **“FOR”** the Resolution

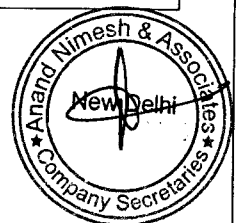
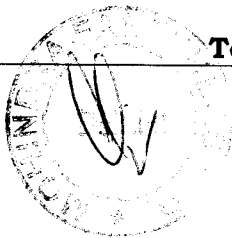
Ordinary Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	41	920708	68.15%
Total	67	5035047	100%

(ii) Voted **“AGAINST”** the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	0	0	0
Total	0	0	0

(iii) Voted **“INVALID”**

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared ‘Invalid’
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



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

To appoint a Director in place of Mr. Ravinder Mohan Juneja (DIN No. 00006496) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **"FOR"** the Resolution

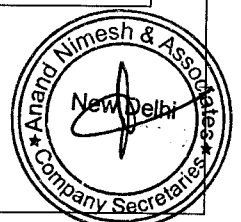
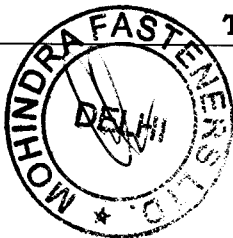
Ordinary Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	40	640608	47.42%
Total	66	4324746	93.92%

(ii) Voted **"AGAINST"** the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	1	280100	20.73
Total	1	280100	6.08%

(iii) Voted **'INVALID'**

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



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

To ratify the appointment of auditors M/s GSK & Associates LLP (Firm Registration No.: 013838N/N500003), Chartered Accountants, New Delhi, as the Statutory Auditors of the Company to hold office till the conclusion of Twenty Third Annual General Meeting (AGM) and to fix their remuneration

(i) Voted "**FOR**" the Resolution

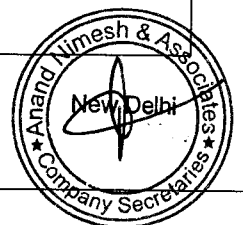
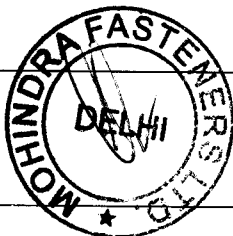
Ordinary Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	40	640608	47.42%
Total	66	4324746	93.92%

(ii) Voted "**AGAINST**" the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	1	280100	20.73
Total	1	280100	6.08%

(iii) Voted '**INVALID**'

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



(e) **Resolution No-5:- “Ordinary Resolution”**

To approve the remuneration of Cost Auditor M/s. Sanjay Kumar Garg & Co. (Firm Registration No. 000344), for the financial year ending 31st March, 2016

(i) Voted **“FOR”** the Resolution

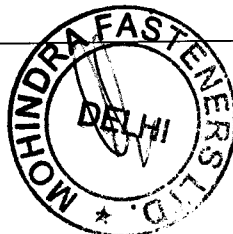
Ordinary Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	40	640608	47.42%
Total	66	4324746	93.92%

(ii) Voted **“AGAINST”** the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	1	280100	20.73
Total	1	280100	6.08%

(iii) Voted **‘INVALID’**

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared ‘Invalid’
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



(f) **Resolution No-6:- "Special Resolution"**

To Issue and Offer of 50,00,000 (Fifty Lacs) 11% Cumulative, Non Convertible, Non-Participating, Redeemable Preference Shares ("CNNRPS") of Rs. 10/- (Rupees Ten Only) on a Private Placement basis

(i) Voted **"FOR"** the Resolution

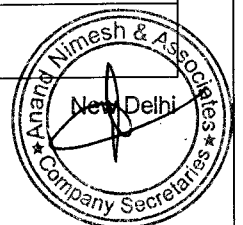
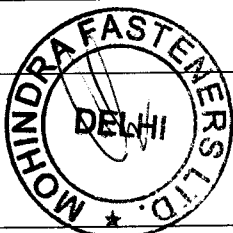
Special Resolution			
Mode of Voting	Number of Members voted	Number of vote cast in favour of resolution	% of total number of valid vote cast
Remote e-voting	26	3684138	100%
Voting through Ballot papers (in persons or by proxy)	40	640608	47.42%
Total	66	4324746	93.92%

(ii) Voted **"AGAINST"** the Resolution

Mode of Voting	Number of Members voted	Number of vote cast Against of resolution	% of total number of valid vote cast
Remote e-voting	0	0	0
Voting through Ballot papers (in persons or by proxy)	1	280100	20.73
Total	1	280100	6.08%

(iii) Voted **'INVALID'**

Mode of Voting	Number of Members whose vote were declared Invalid	Total Number of vote cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through Ballot papers (in persons or by proxy)	10	430201
Total	10	430201



- (9) 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.
- (10) Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 21st AGM to announce the result of the meeting.
- (11) The register, all other papers and relevant record relating to remote e-voting and voting by Ballot papers at 21st 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.

Date: 30/09/2015
Place: Delhi

MOHINDRA FASTENERS LTD.

DEEPAK ARNEJA
Managing Director

(CHAIRMAN)

For: Anand Nimesh & Associates
(Company Secretaries)

Anand K. Singh
Anand Kumar Singh
(Partner)

Mem No- 24881
CP No - 9404

