

NOTICE

NOTICE is hereby given that the 31st (Thirty-first) Annual General Meeting of the Members of **MOHINDRA FASTENERS LIMITED** will be held on **Monday, the 29th September, 2025 at 11:30 A.M** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2025, along with the Reports of the Auditors and Board of Directors thereon.

To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2025 together with the Auditor’s Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted.”

2. To declare the dividend on Equity Shares for the financial year ended March 31, 2025.

To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT a final dividend of Rs. 4.50 per equity share (45%) on fully paid up equity shares as recommended by the Board of Directors for the year ended as on 31st March, 2025 and be and is hereby approved and declared.”

3. To appoint a director in place of Mr. Ranbir Singh Narang (DIN: 00250927), who retires by rotation and being eligible, offers himself for re-appointment.

To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ranbir Singh Narang (DIN: 00250927) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

SPECIAL BUSINESS:

4. To appoint M/s. Anand Nimesh & Associates, Practicing Company secretaries, Delhi as secretarial auditors of the company for the period of five consecutive years. To consider & if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Audit Committee and the Board of Directors, the consent of the Shareholders be and is hereby accorded for the appointment of M/s. Anand Nimesh & associates, Practicing Company Secretaries, Delhi (Registration Number: P2013DE030400) (Peer Review No: 2330/2022) with the Institute of Company Secretaries of India] as Secretarial Auditors of the Company to conduct Secretarial Audit and issue the Secretarial Audit Report under Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for a period of 5 consecutive years, from the financial year 2025-26 until the financial year 2029-30, to hold office till conclusion of the Annual General Meeting to be held during the year 2030, at a remuneration and on such terms and conditions as may be determined or modified by the Board of Directors of the Company from time to time in compliance with the applicable laws, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit.”

5. To ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2026. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the amount of remuneration in addition to reimbursement of travel and out of pocket expenses, payable to Mr. Sanjay Kumar Garg, Practicing Cost Accountants (Firm Registration No. 100292) who was appointed as Cost Auditor of the Company for the financial year ending March 31, 2026, as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 is hereby ratified as explained in the explanatory statement.

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, 23rd September, 2023, 19th September, 2024 issued by Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue till 30th September, 2025. Hence, in compliance with said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, **the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. Corporate members are required to send a duly certified copy of the board resolution / power of attorney, etc., authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM to the Scrutinizer at vdnext1711@gmail.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Business(es) to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this Annual General Meeting ("AGM") is also annexed.
7.
 - (i) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for the financial year 2024-25 being sent only through electronic mode to those Members whose email address are registered with the company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.mohindra.asia, website of the stock exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and on the website of NSDL www.evoting.nsdl.com. For any communication in this regard, including the requirement of physical copy of Annual Report, shareholders may send their request letters to cs@mohindra.asia / compliances@skylinerta.com
 - (ii) Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpose date i.e. **Friday 22nd August, 2025** will receive Annual Report for the financial year 2024-25 through electronic mode only.
8. Members desiring any information or have any query as regards to financial statements or any matter to be placed at the AGM, may write to the Company on or before 22nd September, 2025 mentioning their name, demat account number/ folio number, email id, mobile number at cs@mohindra.asia. The same will be replied by the management suitably.
9. Members whose email address, Permanent Account Number (PAN) and mobile numbers are not registered can register the same in the following manner:
 - Members holding shares in demat form can get their e-mail address, PAN & mobile number registered by contacting their respective Depository Participant.

- Members holding shares in the physical form may get their e-mail address, PAN & mobile number registered by contacting to the Registrar and Share Transfer Agent of the Company i.e. Skyline Financial Services Private Limited” at compliances@skylinerta.com & admin@skylinerta.com.

Members who have not registered their E-mail address and in consequence, the annual report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number register with RTA at <http://www.skylinerta.com/emailReg.php>.

- Members, holding shares in physical form, are requested to send a signed request letter in form ISR-1 made available on Company’s website along with supporting documents for the following to the Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd.) of the Company:-
 - any change in their address / bank mandate.
 - particulars of their bank account, in case they have not been sent earlier.
 - nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
 - The Securities and Exchange Board of India had mandated that any requests for effecting transfer of securities, shall not be processed unless the securities are held in the dematerialized form with a depository. The members are therefore requested to initiate necessary steps to dematerialise your shares, which are held in physical form. The Company’s ISIN is: INE705H01011.
- Members whose shareholding is in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
- In the case of joint holders, the vote of the first holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.
- Members are requested to note that, Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividends if not encashed or claimed by the shareholders for seven consecutive years or more are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further IEPF rules inter-alia contains the provision of transfer of shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to IEPF Authority, the Company has duly transferred 2800 equity shares during the financial year 2024-2025 to the IEPF Authority.

Shareholders, please note that once the unclaimed dividend and shares transferred to the IEPF Authority, no claim shall lie thereafter against the company in respect of such amounts and shares. Shareholders are therefore requested to verify their records and send claims if any, for the relevant financial year(s) started from 2017-18 or onwards, before the respective amounts become due for transfer to the IEPF Authority.

Details of dividend declared by the Company from financial year 2017-2018 onwards are given below:

Financial Year	Dividend Per share (in Rs.)	Date of Declaration	Last Date for claiming amount of unpaid dividend	Due Date for transfer of amount to IEPF	Amount (in Rs.) As on 31 st March, 2025
2017-18	2.50	28/09/2018	29/10/2025	30/10/2025	1,94,282.50
2018-19	3.00	21/09/2019	22/10/2026	23/10/2026	2,24,127.00
2019-20	3.50	29/09/2020	30/10/2027	31/10/2027	2,68,346.00
2020-21 (interim)	2.00	10/02/2021	12/03/2028	13/03/2028	1,91,412.00
2020-21 (final)	3.00	23/09/2021	24/10/2028	25/10/2028	2,27,097.00
2021-22	4.00	30/05/2022	30/06/2029	01/07/2029	4,82,752.00
2022-23 (interim)	4.50	30/05/2023	30/06/2030	01/07/2030	1,92,231.40
2023-24 (final)	5.00	20/09/2024	21/10/2031	22/10/2031	6,14,155.00

Shareholders who have not encashed their dividend warrants in respect of the above-mentioned period are requested to make their claim(s) by surrendering the uncashed warrants immediately to the Company. Shareholders may contact to the Secretarial & Legal Department of the Company by writing a Request Letter to Company Secretary at Registered Office: 304, Gupta Arcade, Jwala Puri, Inder Enclave, Delhi-Rohtak Road, Delhi-110087 and Email ID: cs@mohindra.asia on or before the due dates as mentioned above.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to stop transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website www.mohindra.asia.

In case the Company/Registrar & Share Transfer Agent (RTA) does not receive any communication from the concerned shareholders, the Company with a view to adhering with the requirements of the Rules, will take necessary action for transfer the amount and shares to the IEPF Suspense Account with in thirty days from the due date.

In view of this, Shareholders/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Shareholders, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 & other mandatory statutory Registers and Relevant documents referred to in this Notice of AGM and explanatory statement will be available electronically for inspection by the shareholders during the AGM. Shareholders seeking to inspect such documents electronically can send an email to cs@mohindra.asia.
15. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, www.mohindra.asia.
16. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period.
- (ii) On the date of the AGM, procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting. The Instructions for Members of E-Voting during the AGM are provided below.
- (iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17. Instructions for e-voting and joining the AGM are as follows:

The remote e-voting period begins on Wednesday 24th September, 2025 at 09:00 A.M. and ends on Sunday 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the.pdf file. The password to open the. pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vdnext1711@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address cs@mohindra.asia

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to admin@skylinerta.com / compliances@skylinerta.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to admin@skylinerta.com / compliances@skylinerta.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**.

After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mohindra.asia **on or before 22nd September, 2025**. The same will be replied by the company suitably.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

OTHER INFORMATION

- i. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the **cut-off date, September 22nd, 2025 (Monday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and the Annual Report through electronic mode, and holding shares as of the cut-off date September 22nd, 2025 (Monday), may obtain the login ID and password by sending a request to evoting@nsdl.co.in / compliances@skylinerta.com.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting on the day of AGM.
- iv. The Company has appointed Mr. Anand Kumar Singh, Practicing Company Secretary (CP No.9404) as Scrutiniser to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting i.e. on or before 01st October, 2025 submit his report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the report.
- vi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 29th September 2025. The results along with the Scrutiniser's Report shall be placed on the website of the Company http://mohindra.asia/mfl/outcome_AGM.html and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange, Metropolitan Stock Exchange of India Ltd. (MSEI), Mumbai.

The recorded transcript of the AGM, shall as soon as possible, be made available on the website of the company.

By Order of the Board

(Deepak Arnnejaa)

DIN: 00006112

Chairman Cum Managing Director & CEO

Place: New Delhi

Dated: 13.08.2025

MOHINDRA FASTENERS LIMITED

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 4 & 5 OF THE ACCOMPANYING NOTICE:

ITEM NO. 4:

Appointment of M/s. Anand Nimesh & Associates., Practicing Company Secretaries, Delhi as Secretarial Auditors of the Company.

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) notified vide SEBI notification dated December 12, 2024, the Audit Committee and the Board of Directors at their respective meetings held on May 24, 2025 have approved and recommended the appointment of M/s. Anand Nimesh & Associates, Practicing Company Secretaries, Delhi [(Registration Number: P2013DE030400) (Peer Review No: 2330/2022) issued by the Institute of Company Secretaries of India] for a term of 5 consecutive years to hold office from 2025-26 until the financial year 2029-30, to hold office till conclusion of the Annual General Meeting to be held during the year 2030, on the following terms and conditions:

- A. Term of appointment: For a term of 5 consecutive years from 2025-26 until the financial year 2029-30 till the conclusion of the Annual General Meeting to be held during the year 2030.
- B. Proposed Fees: The remuneration proposed to be paid at the time of appointment is 60,000 (Sixty Thousand) per annum in addition to reimbursement of travelling and out-of-pocket expenses actually incurred by them in connection with the audit. It is proposed to delegate powers to the Board of Directors to vary or modify the terms and conditions of appointment including the remuneration payable, subject to compliance with applicable laws, during the tenure of appointment.

The fee shall be determined based on the knowledge, expertise, industry experience, time and efforts required to be put in by them. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above.

- C. Scope of Audit: The scope of audit shall be as prescribed under the LODR Regulations and the Companies Act, 2013, as may be amended from time to time.
- D. Basis of recommendation and credentials of Secretarial auditor:

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the Institute of Company Secretaries of India (ICSI), with regard to the experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

M/s. Anand Nimesh & Associates, is a firm of practicing company secretaries established in the year 2013, primarily engaged in providing secretarial audit, governance, compliance management services. The firm has experience in providing consulting services for multinational companies, Non-banking Financial Companies and handling the secretarial audits of large listed entities. The firm holds a valid Peer Review Certificate No. 2330/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI).

The Board believes that M/s. Anand Nimesh & Associates' experience of conducting secretarial audit for large listed companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under various applicable laws.

M/s. Anand Nimesh & Associates. have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be compliant with the requirements prescribed under the LODR Regulations and the guidelines issued by the ICSI and fulfils the eligibility requirements to issue report under Section 204 of the Companies Act, 2013 read with Rules made thereunder.

The Board recommends the proposal for appointment of M/s. Anand Nimesh & Associates., Practicing Company Secretaries, Delhi as Secretarial Auditors, for approval of the Shareholders by way of an Ordinary Resolution.

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

ITEM NO.5:

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026.

On the recommendation of the Audit Committee, Mr. Sanjay Kumar Garg (Membership No. 20707), B.COM, FCMA, FIPA, FFA, CMA(USA), FIoV, CIA, Proprietor of M/s Sanjay Kumar Garg & Associates (Firm Registration No-100292), Practicing Cost Accountants, was appointed as the Cost Auditor of the Company for the financial years ending March 31, 2026 for conducting the Cost Audit as mandated by the Act. The Board has considered and approved the appointment of Mr. Sanjay Kumar Garg, Practicing Cost Accountant, as the Cost Auditor for the financial year ending March 31, 2026 at a remuneration of Rs. 40,000 (Rupees Forty Thousand Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the Ordinary Resolution set forth in the notice (Agenda Item No. 5) for approval by the members.

By Order of the Board

Place: New Delhi
Dated: 13.08.2025

(Deepak Arnnejaa)
DIN: 00006112
Chairman Cum Managing Director & CEO

MOHINDRA FASTENERS LIMITED

RELEVANT DETAILS FOR ITEM NO. 3

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

Brief Resume and other details for ITEM No. 3

Name of the Directors	Ranbir Singh Narang			
Date of Birth and Age	31/07/1949, 76 Years			
DIN	00250927			
Qualification	Graduate			
Experience and expertise in specific functional areas	Having a rich experience in the Business of Transportation. He holds Managerial positions and directorships in many Unlisted public and private Companies. His experience, leadership quality and business acumen would be beneficial to the Company whatever capacity he serves.			
Terms & Conditions of appointment and details of remuneration sought to be paid	Non-Executive-Non-Independent Director, liable to retire by rotation			
Details of remuneration last drawn (204-25)	Not Applicable			
Date of first appointment on the Board	13 th August, 2022			
Inter-se relationships between- <ul style="list-style-type: none"> • Director; • Managers; • Key Managerial personnel 	None			
Number of Meetings of the Board attended during the FY 2024-25	Five (5)			
List of companies in which Directorship held as on 31.03.2025	Sr. No.	Name of the Company	CIN	Designation
	1.	Kanpur Delhi Goods Carriers Ltd.	U24102UP1952PLC002457	Managing Director
	2.	Kanpur Delhi Transport	U34101UP1959PTC002747	Whole time Director
	3.	Harjas Impex Pvt. Ltd.	U51909DL2005PTC132852	Director
	4.	R J Software Pvt. Ltd.	72200DL2005PTC133815	Director
	5.	Lumbini Infotech Pvt. Ltd	U72200DL2008PTC180052	Director
	6.	Mohindra Advisory Limited	U27100DL2007PLC164928	Director
List of Committees in which he is a Chairman/Member of the Committees of the Board of the companies as on date of notice	<ul style="list-style-type: none"> • Chairman Nil <ul style="list-style-type: none"> • Member Nil			

Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director	Nil
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By Order of the Board

Place: New Delhi

Dated: 13.08.2025

(Deepak Arnnejaa)

DIN: 00006112

Chairman Cum Managing Director & CEO