

To

The Head Listing & Compliance
Metropolitan Stock Exchange of India Ltd.
(MSEI) Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park, L.B.S Road,
Kurla West, Mumbai-400 070.

Symbol MFL Series BE

Ref: Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019 and other related circulars && notifications issued by SEBI & Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Certificate of Mohindra Fasteners Limited issued by M/s Anand Nimesh & Associates, Practicing Company Secretaries for the financial year ended 31 March 2025.

You are requested to take the same on your records

Thanking you,

Yours Faithfully,

For Mohindra Fasteners Limited

Mamta Sharma



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MAMTA SHARMA
Date: 2025.05.13
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(Mamta Sharma)
Company Secretary & Compliance Officer

Date: 13/05/2025

Place: New Delhi



**SECRETARIAL COMPLIANCE REPORT OF MOHINDRA FASTENERS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2025**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Mohindra Fasteners Limited
(CIN- L74899DL1995PLC064215)
304 Gupta Arcade, Inder Enclave , Delhi-Rohtak Road, New Delhi-110087

We, M/s Anand Nimesh & Associates, a firm of Company Secretary in whole time practice and a Peer-Reviewed Company Secretary have examined:

- All the documents and records made available to us and explanation provided by **Mohindra Fasteners Limited** ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchange,
- website of the listed entity, and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, as were relevant and applicable to the Company during the year under review, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable)** to the Company during the Audit Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity share) Regulations, 2021; **(Not Applicable)** to the Company during the Audit Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)** to the Company during the Audit Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(Not Applicable)** to the Company during the Audit Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable)** to the Company during the Review Period);
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and

Circulars/ guidelines issued thereunder;

Pursuant to our comprehensive review and examination of statutory registers, minutes books, forms, returns, disclosures, and other pertinent records duly maintained by the listed entity, and having considered the information, explanations, and representations provided to us by the management, officers, agents, and authorized representatives of the listed entity throughout the course of our audit, we hereby report that, during the Review Period ;

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	disclosure of related party transactions (RPTs)	Regulation 23(9)	Non-compliance of Regulation 23(9) of SEBI (LODR)	Stock Exchange vide letter	Penalty	Non-compliance of Regulation 23(9) of SEBI	25,000/-	Said Penalty was waived off by Stock Exchange dated 10th October 2024	Management request for waiver of said penalty and the Stock exchange has	Compliance done as penalty was



				MSE/LIS T/2024/ 572 dated 28/06/2 024	(LODR) for quarter ended 31/03/2 024			granted it approval for waiver of penalty	waive off
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b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

c. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	YES	--
2.	Adoption and timely Updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	YES YES	--



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	<p>YES</p> <p>YES</p> <p>YES</p>	<p>The Company has maintained a Functional website at www.mohindra.asia</p>
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p>YES</p>	<p>--</p>
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	<p>NA</p>	<p>The Company does not have any material subsidiary during the period under review. However, during the financial year, the Company had a Joint Venture entity named KK Mohindra Fastenings Pvt. Ltd.</p>
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	<p>YES</p>	<p>--</p>
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	<p>YES</p>	<p>--</p>



	UPSI was shared. The system has appropriate internal controls, time-stamping, to ensure data integrity and non-tampering.		
14.	<p>Disclosure about Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the SEBI LODR</p> <p>As detailed in SEBI circular No SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, para II, the secretarial compliance report issued by a Peer Reviewed Company Secretary under regulation 24A(2) of the LODR Regulations shall include a confirmation on compliance with the following requirements by the listed entity.</p> <p>a. The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b. The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval</p>	NA	---

- d. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/ 2019 dated 18thOctober, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	The Auditors has not resigned during the period under review.



	<p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all Concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as</p>	NA	The Auditors has not resigned and no such event occurred during the period under review



	<p>applicable.</p> <p>c)The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii.Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ it's material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	Nil

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. The maintenance of proper systems, controls, statutory registers, and compliance mechanisms, including the Structured Digital Database (SDD), rests with the management of the Company. Our review does not extend to expressing an opinion on the financial statements or the internal financial controls of the Company.
4. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
5. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability

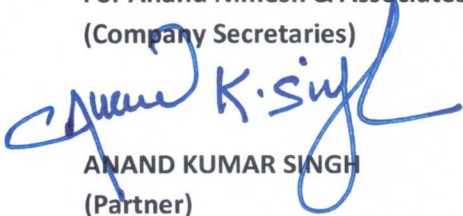


of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

6. This Report is strictly limited to the laws and regulations specifically referred to herein and does not extend to any other laws, statutes, or regulations unless specifically stated. The opinion expressed herein is subject to limitations of professional judgment, scope constraints, and reliance on representations received.

7. *We, M/s Anand Nimesh & Associates, are a Peer Reviewed Practice Unit in terms of the Guidelines for Peer Review of Attestation Services by Practicing Company Secretaries, issued by the Institute of Company Secretaries of India (ICSI). We hold a valid Peer Review Certificate bearing No. 2330/2022, issued by the Peer Review Board of the ICSI, and are duly authorised and eligible to undertake and issue this Secretarial Compliance Report in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.*

For Anand Nimesh & Associates
(Company Secretaries)


ANAND KUMAR SINGH
(Partner)



M. No-F10812

COP No- 9404

Peer Review Certificate bearing No. 2330/2022

UDIN- F010812G000310683

Date: 09/05/2025

Place: Delhi

This Report is to be read with assumptions and Limitation of even date annexed herewith as "Annexure A" and forms an integral part of this Report.

The Secretarial Compliance Report for the financial year (2024-2025) is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) is the responsibility of the management of the listed entity. Our responsibility is to make this report on basis of these records based on our audit.
- 2) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. which are not available to us.
- 3) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 4) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- 5) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Anand Nimesh & Associates
(Company Secretaries)**


ANAND KUMAR SINGH

(Partner)

M. No-F10812

COP No- 9404

Peer Review Certificate bearing No. 2330/2022

UDIN- F010812G000310683

Date: 09/05/2025

Place: Delhi

