

# 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,

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

Sub: Compliance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Quarterly Report on Corporate Governance

Ref:- Symbol- MFL, Series BE

Dear Sir/Madam,

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Please find enclosed herewith Quarterly Report on Corporate Governance for the quarter ended and half year ended as on 30<sup>th</sup> September, 2017. The above are also being uploaded on the Company's website i.e. [www.mohindra.asia](http://www.mohindra.asia).

Kindly acknowledge the same and oblige.

Thanking you

Yours Faithfully

For and on behalf of Mohindra Fasteners Limited

Nidhi Pathak  
(Company Secretary)

Date: 10/10/2017

Place:- Delhi

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## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Mohindra Fasteners Limited
2. Quarter ending : 30<sup>th</sup> September, 2017

### I. Composition of Board of Directors

| Title (Mr./ Ms) | Name of the Director  | DIN & PAN              | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)& | Date of Appointment in the current term /cessation  | *Tenure | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations ) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|-----------------------|------------------------|--|---|---------|--|---|---|
| Mr.             | Deepak Arneja         | 00006112<br>AAAPA2057K | Chairperson- Executive (Managing Director & CEO)                         | 01/07/2015 to 30/06/2020 (Re-appointed in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)   | -       | 1  | 2   | -   |
| Mr.             | Ravinder Mohan Juneja | 00006496<br>AADPJ0159J | Executive (Managing Director)  | 01/01/2012 to 31/12/2016 and Re-appointed in 22 <sup>nd</sup> Annual General Meeting dated 30/09/2016 w.e.f. 01/01/2017 Upto the period till he attain the age of 70 years (10/09/2021) | -       | 1  | 1   | -   |

|      |                         |                        |                                      |  |    |   |   |   |
|------|-------------------------|------------------------|--------------------------------------|--|----|---|---|---|
| Mr.  | Ved Prakash Chaudhry    | 07572208<br>ABUPC4035A | Non Executive-Independent Director   | 30/09/2016 to 29/09/2021<br>(Regularized in 22 <sup>nd</sup> Annual General Meeting dated 30/09/2016)      | 12 | 1 | - | - |
| Mr.  | Vinod Kumar             | 02303504<br>AHFPK6962M | Non Executive - Independent Director | 25/09/2014 to 24/09/2019<br>(Regularized in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)      | 36 | 1 | - | 2 |
| Mr.  | Gagan Deep Singh Narang | 00179636<br>AOEPS1181G | Non Executive Director               | Appointed since 15/02/2016 as an Additional Director and regularized in 22 <sup>nd</sup> AGM on 30/09/2016 | -  | 1 | - | - |
| Mrs. | Anjali Malik            | 06875087<br>ABOPM2126J | Non Executive-Independent Director   | 25/09/2014 to 24/09/2019<br>(Regularized in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)      | 36 | 1 | 1 | - |

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period (Above Period is shown in months and calculated approx. as on end of quarter date)

## II. Composition of Committees

| Name of Committee                      | Name of Committee members  | Category<br>(Chairperson/Executive/Non-Executive/independent/Nominee)&                       |
|--|--|--|
| 1. Audit Committee                     | 1. Mr. Vinod Kumar<br>2. Mr. Deepak Arneja<br>3. Mrs. Anjali Malik           | 1. Chairperson-Non Executive-Independent<br>2. Executive<br>3. Non Executive-Independent     |
| 2. Nomination & Remuneration Committee | 1. Mr. Vinod Kumar<br>2. Mr. Gagan Deep Singh Narang<br>3. Mrs. Anjali Malik | 1. Chairperson-Non Executive-Independent<br>2. Non Executive<br>3. Non Executive-Independent |
| 3. Risk Management Committee(if        | N.A.   | N.A.   |

|  |  |  |
|--|--|--|
| applicable)                                  |  |  |
| 4. Stakeholders Relationship Committee       | <ol style="list-style-type: none"> <li>1. Mr. Vinod Kumar</li> <li>2. Mr. Deepak Arneja</li> <li>3. Mr. Ravinder Mohan Juneja</li> </ol> | <ol style="list-style-type: none"> <li>1. Chairperson-Non Executive-Independent</li> <li>2. Executive</li> <li>3. Executive</li> </ol> |
| 5. Corporate Social Responsibility Committee | <ol style="list-style-type: none"> <li>1. Mr. Deepak Arneja</li> <li>2. Mr. Vinod Kumar</li> <li>3. Mr. Ravinder Mohan Juneja</li> </ol> | <ol style="list-style-type: none"> <li>1. Chairperson-Executive</li> <li>2. Non Executive-Independent</li> <li>3. Executive</li> </ol> |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter  | Maximum gap between any two consecutive (in number of days)  |
|---|--|--|
| 1. 27 <sup>th</sup> May, 2017                       | <ol style="list-style-type: none"> <li>1. 21<sup>st</sup> July, 2017</li> <li>2. 28<sup>th</sup> July, 2017</li> </ol> | 54 days gap between the meeting held on 27 <sup>th</sup> May, 2017 to 21 <sup>st</sup> July, 2017. |

### IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter  | Whether requirement of Quorum met (details)       | Date(s) of meeting of the committee in the previous quarter                               | Maximum gap between any two consecutive meetings in number of days*                              |
|--|---|---|--|
| Audit Committee-<br>27 <sup>th</sup> July, 2017  | Yes All the members of the committee were present | 26 <sup>th</sup> May, 2017  | 61 days  |
| Stakeholders Relationship Committee-<br>29 <sup>th</sup> July, 2017<br>26 <sup>th</sup> August, 2017<br>23 <sup>rd</sup> September, 2017 | Yes All the members of the committee were present | 29 <sup>th</sup> April, 2017<br>26 <sup>th</sup> May, 2017<br>24 <sup>th</sup> June, 2017 | 27 days<br>Maximum gap between 26 <sup>th</sup> August, 2017 to 23 <sup>rd</sup> September, 2017 |

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA)refer note below |
|---------|---|
|---------|---|

|  |      |
|--|------|
| Whether prior approval of audit committee obtained   | Yes  |
| Whether shareholder approval obtained for material RPT   | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes  |

**Note:**

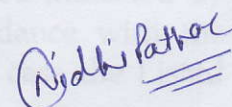
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - Yes
  - b. Nomination & remuneration committee - Yes
  - c. Stakeholders relationship committee - Yes
  - d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable
  - e. Corporate Social Responsibility Committee - Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.- Yes

No comments/observations/advice was given by the Board of Directors. Further, the Report related to relevant quarter will be placed before the Board as required.

**For Mohindra Fasteners Limited**



(Nidhi Pathak)  
Company Secretary  
Date: 10.10.2017

(Nidhi Pathak)  
Company Secretary  
Date: 10.10.2017

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

| I Affirmations   |                                      |  |
|--|--------------------------------------|--|
| Broad heading  | Regulation Number                    | Compliance status (Yes/No/NA)  |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes as applicable, except business responsibility report as according to Regulation 34(2)(f) it is applicable on top 100 listed entities based on market capitalization. |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes  |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting   | 19(3)                                | Yes  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes  |

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For Mohindra Fasteners Limited

*Nidhi Pathak*

(Nidhi Pathak)  
Company Secretary  
Date: 10.10.2017