

# MOHINDRA FASTENERS LIMITED

CIN: L74899DL1995PLC064215

Regd. Office: 304 Gupta Arcade, Inder Enclave, Delhi - Rohtak Road, New Delhi-110087

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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

Ref:- Symbol- MFL, Series BE

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

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 31<sup>st</sup> March, 2018. 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: 11/04/2018

Place:- Delhi

### Quarterly Compliance Report on Corporate Governance

#### 1. Name of Listed Entity: Mohindra Fasteners Limited

Quarter ending: 31<sup>st</sup> March 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	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 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 AADPJ0159J	Executive (Managing Director)	01/01/2017 Up to the period till he attain the age of 70 years i.e. 10/09/2021 (Re-appointed in 22 <sup>nd</sup> Annual General Meeting dated 30/09/2016)	-	1	1	-
Mr.	Ved Prakash Chaudhry	07572208 ABUPC4035A	Non Executive- Independent Director	30/09/2016 to 29/09/2021 (Regularized in 22 <sup>nd</sup> Annual General Meeting dated 30/09/2016)	15	1	1	-
Mr.	Vinod Kumar	02303504 AHFPK6962M	Non Executive - Independent Director	25/09/2014 to 24/09/2019 (Regularized in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)	39	1	-	2
Mr.	Gagan Deep Singh Narang	00179636 AOEPS1181G	Non Executive Director	15/02/2016 as an Additional Director and regularized in 22 <sup>nd</sup> AGM held on 30/09/2016	-	1	-	-
Mrs.	Anjali Malik	06875087 ABOPM2126J	Non Executive- Independent Director	25/09/2014 to 24/09/2019 (Regularized in 20 <sup>th</sup> Annual General Meeting dated 25/09/2014)	39	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 (Chairperson/Executive/Non-Executive/independent/Nominee)&
1.Audit Committee	1. Mr. Vinod Kumar 2. Mr. Deepak Arneja 3. Mr. Ved Prakash Chaudhry	1. Chairperson-Non Executive-Independent 2. Executive 3. Non Executive-Independent
2.Nomination & Remuneration Committee	1. Mr. Vinod Kumar 2. Mr. Gagan Deep Singh Narang 3. Mr. Ved Prakash Chaudhry	1. Chairperson-Non Executive-Independent 2. Non Executive 3. Non Executive-Independent
3.Risk Management Committee(if applicable)	N.A.	N.A.
4.Stakeholders Relationship Committee	1. Mr. Vinod Kumar 2. Mr. Deepak Arneja 3. Mr. Ravinder Mohan Juneja	1. Chairperson-Non Executive-Independent 2. Executive, Member 3. Executive, Member
5. Corporate Social Responsibility Committee	1. Mr. Deepak Arneja 2. Mr. Vinod Kumar 3. Mr. Ravinder Mohan Juneja	1. Chairperson- Executive 2. Non Executive-Independent, Member 3. Executive, Member

&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.

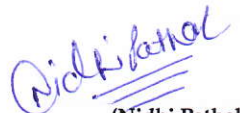
## III. Meeting of Board of Directors

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)
23 <sup>rd</sup> November, 2017	12 <sup>th</sup> February, 2018	80 days

## 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- 10 <sup>th</sup> February, 2018	Yes, All the members of the committee were present	22 <sup>nd</sup> November, 2017	79 days
Stakeholders Relationship Committee- 30 <sup>th</sup> January, 2018 28 <sup>th</sup> February, 2018 28 <sup>th</sup> March, 2018	Yes, All the members of the committee were present	25 <sup>th</sup> October, 2017 22 <sup>nd</sup> November, 2017 29 <sup>th</sup> December, 2017	27 days Maximum gap between 28 <sup>th</sup> February, 2017 to 28 <sup>th</sup> March, 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
<p><b>Note</b>            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.            222 If status is "No" details of non-compliance may be given here.</p>	
<p><b>V. Affirmations</b></p>	
<p>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 &amp; remuneration committee - Yes                c. Stakeholders relationship committee - Yes                d. Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable</b>                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</p> <p>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.</p>	
<p style="text-align: right;">For Mohindra Fasteners Limited</p> <p style="text-align: right;">            (Nidhi Pathak)            Company Secretary &amp; Compliance Officer            Date: 11<sup>th</sup> April, 2018</p>	

**Annexure II**

**Compliance Report on Corporate Governance at the end of the financial year (for the whole of financial year)  
Website Affirmation**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance Redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II. Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-	26(4)	Yes

Executive Directors		
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.- Not Applicable

For Mohindra Fasteners Limited



(Nidhi Pathak)  
Company Secretary & Compliance Officer  
Date: 11<sup>th</sup> April, 2018