

MOHINDRA FASTENERS LTD.

BOARD OF DIRECTORS

Mr. Vinod Kumar
Non - Executive Independent Director

Mr. Deepak Arneja
Managing Director & CEO

Mr. Ravinder Mohan Juneja
Managing Director

Mr. Jatinder Pal Singh Narang
Non - Executive Director

Mr. Sudhir Arneja
Whole Time Director

Mrs. Anjali Malik
Non - Executive Independent Director

SENIOR EXECUTIVES

Mr. Anurag Arneja
(General Manager-Operations)

Mr. Dheeraj Juneja
(General Manager-SCM)

Mr. Prateek Arneja
(General Manager-S & M)

CHIEF FINANCIAL OFFICER COMPANY SECRETARY

Mr. Sunil Mishra
Ms. Asha Mittal

BANKERS

The Karnataka Bank Limited
11/14, West Patel Nagar, New Delhi - 110 008

STATUTORY AUDITORS

M/s. GSK & Associates LLP,
Chartered Accountants
8,1st Floor, Rani Jhasi Road,
Motia Khan, Industrial Area, New Delhi -110055

SECRETARIAL AUDITORS

M/s Anand Nimesh & Associates,
Company Secretaries
183B,Second Floor, Gurudwara Road,
West Guru Angad Nagar, Laxmi Nagar,
New Delhi-110092

COST AUDITOR

Sanjay Kumar Garg & Co.
Cost Accountants
Shop No. 2, First Floor, Pocket - H-34
Plot No. 35, Sector -3, Rohini, New Delhi - 110085

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services (P) Ltd.
D-153 / A, 1st Floor, Okhla Industrial
Area,Phase-1, New Delhi-110020

REGISTERED OFFICE

304, Gupta Arcade, Inder Enclave,
Delhi - Rohtak Road, New Delhi - 110 087

WORKS (IN INDIA)

60th K. M. Stone, Delhi - Rohtak Road
N. H. No. 10, V & P.O. Kharawar,
District Rohtak (Haryana)-124001

60th K. M. Stone, Delhi - Rohtak Road
N. H. No. 10, V & P.O. Gandhra,
District Rohtak (Haryana)-124001

CORPORATE IDENTITY NO.:

L74899DL1995PLC064215

CONTENT	
Notice of 21ST AGM	5
Board of Director Report	20
Corporate Governance Report	33
Extract of Annual Return: MGT-9 (Annexure I To The Board Report)	56
Particulars of Employees (Annexure II To The Board Report)	64
Declaration of Independence by Independent Directors (Annexure III To The Board Report)	66
Secretarial Audit Report (Annexure IV To The Board Report)	70
FORM No.- AOC 2 (Annexure V To The Board Report)	74
Auditor Certificate (Annexure VI To The Board Report)	75
Management Discussion and Analysis Report (Annexure VII To The Board Report)	76
Report on Conservation of Energy (Annexure VIII To The Board Report)	80
Annual Report on CSR Activities (Annexure IX To The Board Report)	83
CEO and CFO Certification (Annexure X To The Corporate Governance Report)	85
Declaration on 'The Code of Conduct' (Annexure XI To The Corporate Governance Report)	85
Independent Auditor's Report	86
Balance Sheet	90
Profit and Loss Account	91
Cash Flow Statement	92
Notes forming Part of the Balance Sheet and Profit and Loss Account	94

21st ANNUAL GENERAL MEETING:

Date & Day: Wednesday, 30th September, 2015

Time : 11.30 A.M

Venue : Apsara Grand Banquet Halls, A-1/20 B,
Paschim Vihar, Rohtak Road, Near
Paschim Vihar West, Metro Station,
Pillar No. 255, New-Delhi-110063

INSTRUCTION TO THE MEMBERS

Members are requested to bring their copy of Annual Report at the meeting as the copies of the same will not be circulated at the AGM as a measure of economy and green initiative.

BOOK CLOSURE DATES
**24th September, 2015 TO 30th
September, 2015**

MANAGING DIRECTOR'S MESSAGE

Dear Members,

It's my privilege to present the 21st Annual Report of the Company for the year ended on 31st March, 2015. During the period ended 31st March, 2015 the company has earned a profit of Rs. 657.56 Lacs on a Total Sales Revenue of Rs. 9261.71 Lacs. The Corresponding Figures were for previous year, profit of Rs. 651.43 Lacs on a Total Sales Revenue of Rs. 9177.17 Lacs

I place on record my appreciation to the efforts of our employees, customers, partners, bankers and other business associates. Our Board of Directors, as always, has been very supportive and has provided the requisite guidance in operating your company throughout the year.

Like everyone else, I too look forward to healthier, happier and more upbeat times and pledge to commit ourselves as a responsible player in the Fastener Industry and the Indian industry at large to successfully achieve the vision of "Make In India" of our Prime Minister. Our successful Export sales to the developed western countries do prove that your Company has a potential to do much more and truly reflects the proud feeling of "Make In India."

The Indian Automotive Industry could not grow as was expected, in FY 2014-15. However I do feel that the onset of Festival season this year should bring about exciting growth opportunities. Our sales team is being motivated to look for new business contracts which should help the company in the medium to long term. The Export growth last year was hurt by falling Euro and concerns over Greece and other EU countries. Although it seems that the worst is over but the demand has not picked up the way it should have. We are adding some new customers in untapped markets to diversify our client portfolio.

I am delighted to inform you your Company is taking adequate steps to list the scrip of the Company on Bombay Stock Exchange under the Direct Listing Scheme.

I am also excited to inform you the Company will initiate steps soon to start the work on the new Plant at IMT Rohtak, the land for which was already bought from HSIIDC last year, under the Installment scheme. Further, as per terms of 'Letter of Allotment' from HSIIDC, the title deed in respect of land acquired will be executed after the full payment to HSIIDC.

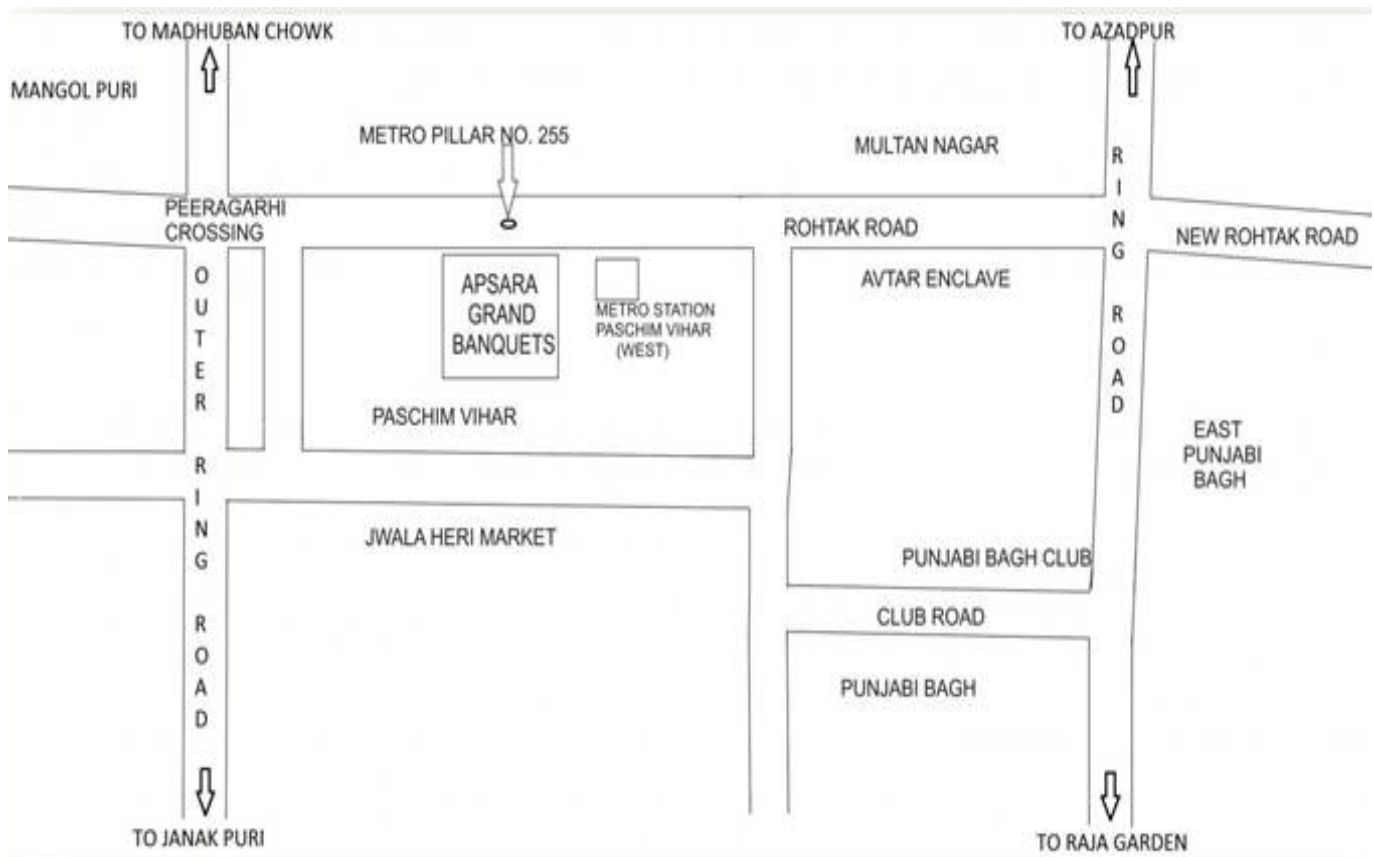
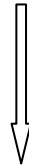
Acknowledgement

I would like to end by expressing my sincere appreciation and thanks to all shareholders, and well-wishers for their continued support and trust in the management of the Company. I would also like to thank my colleagues on the Board for their support and guidance to the Company's management in encouraging the management in meeting the challenges in the growth path.

ROUTE MAP TO THE VENUE OF THE AGM

VENUE:

Apsara Grand Banquet Halls, A-1/20 B, Paschim Vihar, Rohtak Road, Near Paschim Vihar West Metro Station, Pillar No. 255, New-Delhi-110063, India



NOTICE

NOTICE is hereby given that the **Twenty First Annual General Meeting** of the Members of MOHINDRA FASTENERS LIMITED will be held on Wednesday, the 30th September, 2015 at 11.30 A.M. 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 to transact the following businesses:

ORDINARY BUSINESS

1. 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.
2. To declare the dividend on Equity Shares for the financial year ended on 31st March, 2015.
3. 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.
4. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, pursuant to the recommendations of the audit committee of the board of directors and pursuant to the resolution passed by the members at the Annual General Meeting held on 25th September, 2014, the appointment of 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), be and is hereby ratified and that the board of directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the audit committee in consultation with the auditors as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2016 and in this regard, to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments thereof, for the time being in force, the cost auditors, M/s. Sanjay Kumar Garg & Co. (Firm Registration No. 000344), Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of Cost records of the Company for financial year ending 31st March, 2016, be paid and ratifies the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To Issue and Offer of Cumulative, Non Convertible, Non- Participating, Redeemable Preference Shares ("CNNRPS") on a Private Placement basis and in this regard, to consider and, if thought fit, to pass with or without modification, the following Resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 55 read with Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus of Securities) Rules, 2014 and other applicable sections, provisions, rules, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the

Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to approval of shareholders and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the company be and is hereby accorded to the Board to create, offer or invite to subscribe, to issue and allot 50,00,000 (Fifty Lacs) 11% Cumulative, Non Convertible, Non-Participating, Redeemable Preference Shares ("CNNRPS") of Rs. 10/- (Rupees Ten Only) each at a total price not exceeding Rs. 10/- per CNNRPS as determined by the Valuation Certificate/Report of Merchant Banker/Independent Valuer as approved by the Board of Directors of the Company aggregating to Rs. 5,00,00,000 (Rupees Five Crores Only) as 11% Cumulative, Non Convertible, Non-Participating, Redeemable Preference Shares ("CNNRPS") for cash at par on a private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the main terms and conditions of issue of said 11% Cumulative, Non Convertible, Non-Participating, Redeemable Preference Shares ("CNNRPS") as per the agreement are as under: -

1. Each Preference share has a face value of Rs. 10 (Rupees Ten only).
2. The Preference shares shall carry preferential right with respect to payment of dividend.
3. The Preference shares shall have preference of repayment in the event of winding up or repayment of capital by the Company.
4. The Preference shares shall be redeemable within a period of 20 years from the date of issue or earlier at the option of the Company.
5. The payment of dividend is on cumulative basis.
6. The preference shares not carrying right to participate in surplus funds and not to participate in surplus assets and profits on winding up which may remain after the entire capital has been repaid.
7. These preference shares are non convertible and shall not be converted in the equity shares.
8. The preference shares not carrying a same right to vote as carrying with equity shares, but carrying such voting right on such terms and conditions in such circumstances as stipulated u/s 47 of Companies Act, 2013 and other applicable provisions, if any.

RESOLVED FURTHER THAT price of the issue of "CNNRPS" has been fixed by the Board at its meeting held on 31st July, 2015 after taking into consideration all valuation done by the Merchant Banker/Independent Valuer and all other relevant factors including future prospects of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company be and is hereby authorised to take all actions as may be necessary, desirable, expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek further approvals of the Company or otherwise to the end and intent that the Company and the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred to any of the Directors of the Company and to do generally all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.

By Order of the Board
Sd/-

Deepak Arneja
DIN: 00006112

(Managing Director & CEO)

Place: New Delhi
Dated: 31st July, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY IN FORM NO. MGT 11 TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING FIFTY(50) MEMEBERS AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
3. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business(s) of the notice as set out above is annexed hereto. The additional and relevant details of the Director seeking re-appointment in Item No.3 under Ordinary Business, pursuant to Clause 49 of the Listing Agreement are annexed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. M/s Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Skyline Financial Services Private Limited is also the depository interface of the Company with both NSDL and CDSL.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24th, 2015 to Wednesday, September 30th, 2015 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31st March, 2015 and the Annual General Meeting (AGM).
10. For the convenience of the members, attendance slip is enclosed with the Annual Report. Members/Proxy holders/Authorized representative should bring the attendance slips duly filled in and signed and surrender the same at the venue of the AGM for attending the meeting. Proxy/ Authorized Representatives of a member should state on the attendance slip as "Proxy or Authorized Representative "as the case may be.
11. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
12. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Skyline Financial Services Private Limited, Who is acting as our Registrar and Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining

their demat accounts. Members holding shares in physical form are required to submit their PAN details to the Company or M/s Skyline Financial Services Private Limited (RTA).

14. Members are requested to bring their copy of Annual Report to the Meeting.
15. The Company's shares are compulsorily traded in demat form, hence the member(s) who are holding Equity Shares in physical form are requested to get them dematerialized. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard. The ISIN code of our securities with CDSL & NSDL is INE705H01011.
16. With a view to using natural resources responsibly and as permitted by the Listing Agreement and Companies Act, 2013, we humbly request shareholders to update their email address, with their Depository Participants or to Company's Registrar and Share Transfer Agent or may email at the designated email ID of the Company i.e. cs@mohindra.asia, to enable the Company to send communications electronically and to support Green Initiative.
17. The Annual Report 2014-15, Notice of the 21st AGM and instructions for e-voting along with the attendance slip and Proxy form is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the above said documents are being sent by the permitted mode.
18. Members may also note that the Notice of the 21st AGM and the Mohindra Fasteners Limited's Annual Report 2014-15, instructions for e-voting along with the attendance slip and Proxy form will be available on the Company's website at www.mohindra.asia. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: cs@mohindra.asia.
19. Members whose shareholding is in electronic mode are requested to direct update their bank account particulars, change of address and other details with their respective Depository participants as well as to the Registrar and Transfer Agents (RTA) of the Company.
20. The Company has designated an exclusive e-mail id i.e cs@mohindra.asia for redressal of shareholders'/ Investors' complaints/Grievances. In case you have any queries/ complaints or grievances, then please write to us at the above mentioned e-mail address.
21. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be credited/deposited in a separate bank account within a period of 5 days and will be dispatched/paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of members as on September 23rd, 2015. The final dividend is Rs. 2 per Equity Share.
22. Members are encouraged/ advised to utilize the Electronic Clearing System (ECS) for receiving dividends.
23. Pursuant to the provision of Section 124 and 125 of the Companies Act, 2013 and other applicable provisions and any further rules as may be notified by the central government in this regard, any dividend transferred by the company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred by the company to a fund called Investor Education & Protection Fund (the fund), set up by the Central Government.

MOHINDRA FASTENERS LTD.

Accordingly, unpaid/ unclaimed dividend for the Financial Year 2007-08 shall become transferrable to the fund on 12th October, 2015. No claim shall lie thereafter against the company in respect of such amounts transferred for the Financial Year 2007-08. Shareholders are therefore requested to verify their records and send claims if any, for the relevant year(s) for FY 2007-08 or onwards, before the respective amounts become due for transfer to the fund. The following are the details of the dividend declared by the company and respective due dates for claiming by the shareholders.

Dividend Year	Date of Declaration	Date for claim
2007-08	13/09/2008	12/09/2015*
2008-09	29/09/2009	28/09/2016*
2009-10	30/09/2010	29/09/2017*
2010-11	16/09/2011	15/09/2018*
2011-12	22/09/2012	21/09/2019*
2012-13	30/09/2013	29/09/2020*
2013-14	25/09/2014	29/10/2021

*Last date of claim shall be in above cases is above mentioned "date for claim" + 30 days

Those members who have not so far claimed their dividend for the financial year, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12, 2012-13, 2013-14 are requested to make their claims to the company for obtaining their respective Demand Draft(s).

Members wishing to claim dividend(s), which remain unclaimed, are requested to correspond with Ms. Asha Mittal, Company Secretary, at the Company's registered office.

24. Pursuant to the prohibition imposed vide Secretarial Standard of General Meeting (SS-2), no GIFTS/Coupons shall be distributed at the General Meeting.
25. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days up to date of the Annual General Meeting of the Company.
26. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

27. CUT OFF DATE:

(i) This Notice is being sent to all the members whose name appears as on 28th August, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.

(ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, September 23rd, 2015 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM and also entitled to final dividend. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

28. 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) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.

(iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE THROUGH ELECTRONIC MEANS:

(A) Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)

1. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
2. Open the e-mail and also open the attached PDF file with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
3. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
4. Click on "Shareholder- Login".
5. Enter the User ID and password as initial password noted in step (1) above and Click Login.
6. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
7. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
8. **Select "EVEN" of Mohindra Fasteners Limited. Members can cast their vote online from 25th September, 2015 (9:00 A.M.) till 29th September, 2015 (5:00 P.M.).**
Note: Remote E-voting shall not be allowed beyond said time.
9. Now you are ready for "e-Voting" as "Cast Vote" page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
11. Upon confirmation, the message "vote cast successfully" will be displayed.
12. Once the Vote on the resolution is cast, the Member shall not be allowed to change it subsequently.