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**ABRIDGED LETTER OF OFFER  
CONTAINING SALIENT FEATURES OF  
THE LETTER OF OFFER**

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**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER****FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated December 31, 2021 ("Letter of Offer") which is available on the websites of the Registrar, our Company, the Lead Managers and the Stock Exchange, where the Equity Shares of our Company are listed, i.e. Metropolitan Stock Exchange of India Limited. You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

Our Company has made available on the Registrar's website at [www.skylinerta.com](http://www.skylinerta.com), the Lead Managers' website at [www.intellicitycapital.com](http://www.intellicitycapital.com) and the Company's website at [www.mohindra.asia](http://www.mohindra.asia), the Letter of Offer, Abridged Letter of Offer along with the Rights Entitlement Letter and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ("SEBI"), the stock exchange where the Equity Shares of our Company are listed, i.e., Metropolitan Stock Exchange of India Limited ("MSEI") (the "Stock Exchange") and the Lead Manager, i.e., at [www.sebi.gov.in](http://www.sebi.gov.in), [www.msei.in](http://www.msei.in) and [www.intellicitycapital.com](http://www.intellicitycapital.com), respectively and at the Registrar's web-based application platform at <http://www.skylinerta.com/rightissues/> ("R-WAP"). The application Form is available on the website of the Lead Manager, the Stock Exchange and on R-WAP.

**MOHINDRA FASTENERS LIMITED**

**Registered Office :** 304 Gupta Arcade, Inder Enclave Delhi-Rohtak Road, New Delhi-110087;  
**Corporate Office :** 303-304, Dimension Vardhman Plaza, Paschim Vihar, Delhi-Rohtak Road, New Delhi-110087;  
**Telephone :** +91 11 46200400, 46200401; Website: [www.mohindra.asia](http://www.mohindra.asia)  
**Contact Person :** Ms. Nidhi Pathak, Company Secretary and Compliance Officer,  
**E-mail :** [csnidhipathak@mohindra.asia](mailto:csnidhipathak@mohindra.asia)  
**Corporate Identification Number :** L74899DL1995PLC064215

**PROMOTER OF OUR COMPANY**

**DEEPAK ARNEJA, RAVINDER MOHAN JUNEJA, RANBIR SINGH NARANG,  
SUDHIR ARNEJA, ANURAG ARNEJA.**

**ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF 5,35,680 EQUITY SHARES WITH A FACE VALUE OF Rs. 10/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF Rs. 90/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF Rs. 80/- PER EQUITY SHARE) (THE "ISSUE PRICE") FOR AN AGGREGATE AMOUNT OF Rs. 4,82,11,200/- ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 01 (ONE) RIGHTS EQUITY SHARE(S) FOR EVERY 10 (TEN) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON THURSDAY, JANUARY 06, 2022 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 9 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 120 OF THE LETTER OF OFFER.**

The Equity Shares of our Company are listed on MSEI. Our Company has received "in-principle" approvals from MSEI for listing the Equity Shares through their letter dated Wednesday, October 22, 2021. Our Company will also make application to the Stock Exchange to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, designated stock exchange ("DSE") is MSEI.

**Procedure:** If you wish to obtain further details in relation to the processes and procedures applicable to the Issue, you may refer to the section titled "Terms of the Issue" on page 120 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, SEBI, MSEI, Registrar and the Lead Managers and on the R-WAP as stated above.

*\*Assuming full subscription*

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible to undertake the Issue in terms of Chapter III of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (“SEBI ICDR Regulation”) and to make reduced disclosures in the Letter of Offer in terms of Part B of Schedule VI of the SEBI ICDR Regulations. Further, our Company satisfies the conditions specified in Regulations 60 to 98 of the SEBI ICDR Regulations and accordingly, our Company is eligible to undertake the Rights Issue by way of an Issue other than fast track issue.

Whether the Company is compulsorily required to allot at least 75% of the net offer to public, qualified institution buyers: **Not Applicable**, the Issue being a rights issue.

### INDICATIVE TIMETABLE

Issue Opening Date	Monday, January 24, 2022	Date of Allotment / Initiation of Refunds (on or about)	Wednesday, February 23, 2022
Last Date for On* Market Renunciation	Monday, February 07, 2022	Date of Credit of Equity Shares to demat account of Allottees (on or about)	Wednesday, February 23, 2022
Issue Closing Date**	Friday, February 11, 2022	Date of listing / Commencement of trading of Equity Shares on the Stock Exchange (on or about)	Monday, February 28, 2022
Finalisation of Basis of Allotment (on or about)	Saturday, February 19, 2022		

Note: The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.

- \*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date i.e. Friday, February 11, 2022.
- \*\*Our Board or a duly authorized committee(if any) thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of offer, the Application Form and the Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer or the Application Form may come are required to inform them about and observe such restrictions.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM LEAD MANAGER OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

### NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act 1933, Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

## GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have neither been recommended nor approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 20 of the Letter of Offer before making an investment in the Issue.

### DETAILS OF KEY INTERMEDIARIES PERTAINING TO THE ISSUE OF OUR COMPANY

Name of the Lead Manager and Contact Details	<p><b>INTELLICITY CAPITAL ADVISERS PRIVATE LIMITED</b>                  Plot No.-93 Pocket-2, First Floor, Jasola, Near DAV School, Delhi-110025                  Email Id- <a href="mailto:info@intellicitycapital.com">info@intellicitycapital.com</a>                  SEBI Registered Category I Merchant Banker                  SEBI Registration No: INM000012777                  Telephone: +011-47366600                  Investor grievance                  E-mail: <a href="mailto:investorsrelation@intellicitycapital.com">investorsrelation@intellicitycapital.com</a>                  Website: <a href="http://www.intellicitycapital.com">www.intellicitycapital.com</a>                  Contact Person: Mr. Arpit Suri</p>
Name of Registrar to the Issue and contact details	<p><b>SKYLINE FINANCIAL SERVICES PVT. LTD.</b>                  D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020                  Phone No- 011- 40450193-97                  Email: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>                  Website: <a href="https://www.skylinerta.com/">https://www.skylinerta.com/</a>                  Contact Person: Ms. Rati Gupta                  SEBI Registration No.: INR000003241</p>
Name of Statutory Auditors	<p><b>M/S B. L. KHANDELWAL &amp; CO.</b>                  (Practicing Chartered Accountant)                  1, Doctor's Lane, Gole Market, New Delhi- 110001</p>
Self-Certified Syndicate Banks ("SCSB")	<p>The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.</p>
Banker(s) to the Issue	<p><b>ICICI BANK LIMITED</b>                  Branch Address: 1st Floor, 122 Mistry Bhavan                  Dinshaw Vachha Road, Backbay Reclamation, Churchgate                  Mumbai 400020, Maharashtra                  Contact Person: NamrataJadhav                  E-mail ID: <a href="mailto:namrata.jadhav@ext.icicibank.com">namrata.jadhav@ext.icicibank.com</a>                  Telephone: 022-66818926                  Website: <a href="http://www.icicibank.com">www.icicibank.com</a></p>

## 1. Summary of Business

Our Company was incorporated in 1995, and has successfully emerged as a name to reckon with in the Indian Fastener industry. The Company offers a wide range of cold and hot forged fasteners and precision machined components for automotive and industrial applications. For further details, please refer to the chapter titled "Our Business" beginning on page number 41 of the Letter of Offer.

## 2. Summary of Objects of the Issue and Means of Finance

The issue proceeds are to be utilized for financing the following objects:

Object of the issue: - To meet the funding needs of expansion plan i.e. Green Field Project coming up at IMT Rohtak, Haryana.

The proposed project: For the initializing, developing and starting up of the project 'Green Field Project/Construction' which involves the factory building situated at Plant-III as well as the 'Purchasing & installation of plant & machinery' at the premises located on the address Plant-III situated at Plot no. 42, 43 & 44, Sector-31B, IMT Rohtak, Haryana, which has a total project cost amounting to Rs. 3000.00 Lakhs (Rupees Thirty Crores only) excluding the cost of land of Rs. 800.00 Lakhs (self-acquired). The area for the said premises is admeasuring Three (3) acres of the land purchased from the HSIIDC Panchkula, Haryana in the year 2014, for which the payment cycle was finalized on a half yearly installments basis and the Conveyance Deed has been executed between the Company and HSIIDC on June, 2017.

The details of the Proposed Capital Expenditure: Rs. 3000.00 Lakhs comprises and includes of:

(Rs. In Lakhs)		
Capital Expenditure	Cost	Position as on present date
Building premises	800.00	Proposed
**P&M	2100.00	Proposed
Other F/A	100.00	Proposed
<b>Total</b>	<b>3000.00</b>	<b>Proposed</b>

Tenure of the proposed project: The construction activities are likely to be completed in the new Plant III by January/February, 2022. The Commercial production and the business operations & activities in the new Plant III would tentatively start from March/April, 2022.

### Sources being arranged by the Company for the initializing of funding:

(Rs. In Lakhs)	
Source(s)	Amount Involved
Proposed Right Issue	482.11
*Borrowings from Bank	2100.00
Internal Accruals	417.89
<b>Total</b>	<b>3000.00</b>

\*The term loan of Rs. 21.00 Crores have been sanctioned to the Company by the Karnataka Bank Limited vide their sanction letter ref. no. MDS[CSD]120/2021-2022 dated 04.11.2021 for the funding of the above said project.

\*\*Additionally, the process for ordering of machines for the Plant III have already been started and bookings have been done after making payment of advances for the machines and the delivery of the machines is expected from January/February, 2022.

### Means of Finance

The fund requirements set out in the Objects of the Issue are proposed to be met entirely from the Proceeds of the Rights Issue and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under Regulation 62 (c) of SEBI ICDR Regulations.

### 3. Name of the Monitoring agency:

Since the issue size is less than Rs. 10000/- Lakhs, there is no requirement to appoint the monitoring agency to monitor the utilization of the Net Proceeds in terms of Regulation 82(1) of the SEBI (ICDR) Regulations by our Company.

### 4. Shareholding Pattern:

Shareholding Pattern of our Company as per the last filing with the Stock Exchanges (i.e. as on 30th day of September, 2021) in compliance with the provisions of the SEBI Listing Regulations:

Category of shareholder	Number of shareholders	No. of fully paid-up equity shares held	Total No. of Equity shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957)	Voting Rights		Number of equity shares held in dematerialized form
					Number	Total as a % of total voting rights	
(A) Promoter & Promoter Group	21	3754700	3754700	70.09	3754700	70.09	3752100
(B) Public	489	1602100	1602100	29.91	1602100	29.91	1313900
(C) Non-Promoter-Non-Public	0	0	0	0	0	0	0
(C1) Shares Underlying DRs	0	0	0	0	0	0	0
(C2) Shares Held by Employee Trust	0	0	0	0	0	0	0
<b>Grand Total</b>	<b>510</b>	<b>5356800</b>	<b>5356800</b>	<b>100.00</b>	<b>5356800</b>	<b>100.00</b>	<b>5066000</b>

### 5. Board of Directors

The following table sets forth details regarding our Board of Directors as on the date of the Letter of Offer:

No.	Name, Designation, Address, Occupation, Term and DIN	Age (Years)	Other Directorships
1.	<b>DEEPAK ARNEJA</b> Designation : Chairman cum Managing Director & CEO Address : C-1/21, Model Town III, North West Delhi Delhi, India, 110009 Occupation : Business Period of Directorship : Since 10/01/1995 Term : 5 years Date of birth : 14/07/1970 DIN : 00006112	51	KK Mohindra Fastenings Private Limited
2.	<b>RAVINDER MOHAN JUNEJA</b> Designation : Managing Director Address : 1189/23, D.L.F Colony, Rohtak, Haryana, India, 124001 Occupation : Business Period of Directorship : Since 10/01/1995 Term : 5 years (Liable to retire by rotation) Date of birth : 30/03/1950 DIN : 00006496	71	NIL
3.	<b>GAGANDEEP SINGH NARANG</b> Designation : Non-Executive Director Address : A-135, New Friends Colony, New Delhi, Delhi, India, 110025 Occupation : Business Period of Directorship : 30/09/2016 Term : Liable to retire by rotation Date of birth : 26/11/1981 DIN : 00179636	40	Kanpur Delhi Goods Carriers Limited Kanpur Delhi Transport Private Limited Nikunj Netweb Solutions Private Limited Nipman Impex Private Limited Datar Reality and Hospitality Private Limited Sabsur Packaging Private Limited

No.	Name, Designation, Address, Occupation, Term and DIN	Age (Years)	Other Directorships
4.	<b>VINOD KUMAR</b> Designation : Independent Director Address : 11096, 2 Karol Bagh, Dori Wallan, Karol Bagh S.O, Delhi, India, 110005 Occupation : Business Period of Directorship : 21/12/2013 Term : 5 years Date of birth : 04/11/1964 DIN : 02303504	57	Soni Publications Private Limited Sumu Financial Services Private Limited Mohindra Advisory Limited
5.	<b>VED PRAKASH CHAUDHRY</b> Designation : Independent Director Address : House No. B - 3, Main Rohtak Road, Shiv Vihar, Paschim Vihar, Delhi, India, 110087 Occupation : Retired Senior Bank Manager Period of Directorship : 30/07/2016 Term : 5 years Date of birth : 01/06/1948 DIN : 07572208	73	NIL
6.	<b>SHAMOLI THAKUR</b> Designation : Independent Director Address : H. No. 62 Sector 17A, Gurgaon, Haryana, India, 122001 Occupation : Service Period of Directorship : 03/08/2018 Term : 5 years Date of birth : 23/06/1968 DIN : 08189763	53	NIL

6. Neither our Company nor our Promoters or our Directors have been or are identified as Wilful Defaulters.

#### 7. Summary of Financial Information

The following table sets forth summary of the financial information derived from the Audited Financial Statement for the Financial year ended March 31, 2021 and Unaudited Financial statement for the 6 months ended September 30, 2021 and prepared in accordance with recognition and measurement principles of IND AS 34 and Regulation 33 of SEBI (LODR) Regulations, 2015, which are subjected to Limited Review by Statutory Auditors of the Company.

(In lakhs other than share data)

Particulars	September 30, 2021	March 31, 2021
Total Income from Operations (net)	5821.76	10838.54
Total Expenses	5173.25	9458.01
Net Profit/(Loss) before Tax and extraordinary items	648.51	1,380.53
Net Profit/(Loss) after Tax and extraordinary items	486.98	1,038.06
Equity Share Capital	535.68	535.68
Reserves and Surplus	6404.54	6085.50
Net Worth	6940.22	6621.18
Basic earnings per share (₹)	9.09	19.38
Diluted earnings per share (₹)	9.09	19.38
Net asset value per share (₹)	129.56	123.60
Return on Net Worth (RONW) (excluding revaluation reserve) (in %)	7.02	15.68

#### 8. INTERNAL RISK FACTORS

The below mentioned risks are the top five factors as per the Letter of Offer

1. MFL's success depends on its ability to identify and respond to constantly changing customer demands and preferences and changing technologies.



2. MFL operations are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect the financial results of our Company.
3. Europe is our significant business market, and our current business and future growth could be materially and adversely affected by poor economic conditions in Europe.
4. MFL is dependent on our senior management including our Promoters and a number of key personnel and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.
5. The unexpected loss, shutdown or slowdown of operations at any of our facilities could have a material adverse effect on MFL's results of operations and financial condition.

For further details, see the section "Risk Factors" on page 20 of the Letter of Offer.

## 9. SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings pertaining to our Company as on the date of this Letter of Offer is provided below. For details of the material outstanding litigation proceedings including criminal proceedings and civil proceedings, please see "Outstanding Litigations, Defaults and Material Developments" on page 112 of the Letter of Offer.

Nature of proceedings	Number of outstanding cases	Amount involved (in Lakhs)
<b>Cases filed against our Company</b>		
Civil	Nil	Nil
<b>Cases filed by our Company</b>		
Civil	Nil	Nil
Criminal (under section 138 of the Negotiable Instruments Act)	Nil	Nil

## 10. TERMS OF THE ISSUE

This Section applies to all Investors. ASBA Investors should note that the ASBA process involves procedures that may be different from that applicable to other Investors and should carefully read the provisions applicable to such Applications, in the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, before submitting an Application Form. Our Company and the Lead Manager are not liable for any amendments, modifications or changes in applicable law which may occur after the date of the Letter of Offer. Investors who are eligible to apply under the ASBA process or, R-WAP, as the case may be, are advised to make their independent investigations and to ensure that the Application Form and the Rights Entitlement Letter is correctly filled up.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("SEBI – Rights Issue Circular"), all investors (including Renouncee) shall make an application for a rights issue only through ASBA facility. However, in view of the COVID-19 pandemic and the lockdown measures undertaken by Central and State Governments, relaxation from the strict enforcement of the SEBI – Rights Issue Circular has been provided by SEBI, vide its Circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, Circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and Circular SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021. As per the said circulars, all eligible shareholders shall be able to apply to this Issue through an optional mechanism (non-cash mode only), in this case being R-WAP in addition to the ASBA facility.

The Rights Equity Shares proposed to be issued in the Issue, are subject to the terms and conditions contained in this the Letter of Offer, the Abridged Letter of Offer, the Common Application Form ("CAF"), the Memorandum of Association and Articles of Association of our Company, the provisions of the Companies Act, FEMA, SEBI ICDR Regulations, SEBI Listing Regulations, any other regulations, guidelines, notifications and regulations for issue of capital and for listing of securities issued by SEBI, the RBI, the Government of India and/or other statutory and regulatory authorities and bodies from time to time, and the terms and conditions as stipulated in the Allotment advice or letters of Allotment or demat credit of securities and rules as may be applicable and introduced from time to time.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of SEBI circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public issues/ rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue by using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

All rights and obligations of the Eligible Equity Shareholders in relation to Applications pertaining to the Issue shall apply to Renouncee(s) as well.

Allotment of Rights Equity Shares pursuant to this Rights Issue shall be only in dematerialized form. Hence, the physical shareholders shall be required to provide their demat account details to the Company / Registrar to the Issue for credit of their Rights Entitlements not later than two working days prior to the issue closing date.

\*The Issuer Company i.e. Mohindra fasteners Limited availing the National Stock Exchange platform for ASBA facility because MSEI does not have ASBA platform.

### **Important:**

Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 (Collectively hereafter referred to as "SEBI Rights Issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the SEBI Circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 (Collectively hereafter referred to as "ASBA Circulars"), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident Investors cannot apply in this Issue using the R-WAP facility, however such Investors can apply through R-WAP, if they have provided an Indian address to our Company or to the Registrar or they are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on page numbers 127 and 140 respectively.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions (FAQs) which are available on the website of the Registrar [https://www.skylinerta.com/display\\_ipo\\_rightissue\\_allotment.php](https://www.skylinerta.com/display_ipo_rightissue_allotment.php) and visit online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://www.skylinerta.com/rightissues/> or call helpline number (+11 40450193-97). For details, see "Procedure for

Application through R-WAP" on page number 140 of the Letter of Offer.

Registrar's Web-based Application Platform (R-WAP): In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 a separate web based application platform, i.e., the R-WAP facility (accessible at <https://www.skylinerta.com/rightissues/>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an

additional option and not a replacement of the ASBA process. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "ISSUE RELATED RISK FACTOR NUMBER 07 (SEVEN). THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE NUMBER 25 OF THE LETTER OF OFFER.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021. Our Company will make use of advertisements in television channels, radio, internet etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

For details of procedure for application by the Eligible Equity Shareholders holding Equity Shares as on the Record Date, see "Terms of the Issue- Process of Making an Application in the Issue" on page 120 of the Letter of Offer.

### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 01 (one) Rights Equity Shares for every 10 (ten) Equity Shares held on the Record Date.

### **Fractional Entitlements**

As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, in case of fractional entitlements of RE's to be credited before issue opening date, the fractional part shall be ignored by rounding down the entitlement.

### **Procedure for Renunciation of Rights Entitlement**

The Issue includes a right exercisable by you to renounce the Rights Entitlement offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not allot the Rights Equity Shares in favour of the following Renounees: (i) more than three persons (including joint holders); (ii) partnership firm(s) or their nominee(s); (iii) minors (except applications by minors having valid demat accounts as per the demographic details provided by the Depositors); (iv) HUF (however, you may renounce your Rights Entitlements to the Karta of an HUF acting in his capacity of Karta); or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860, as amended or the Indian Trust Act, 1882, as amended or any other applicable law relating to societies or trusts and is authorised under its constitution or by-laws to hold equity shares, as the case may be). Additionally, the Eligible Equity Shareholders may not renounce in favour of "U.S. Persons" (as defined in Regulation S) or persons or entities which would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.

The CAF can be used by both the Eligible Equity Shareholder and the Renounee. The renounee can make the application in electronic mode only if such facility is available with such SCSBs. In case where the application through electronic mode is not available with the SCSB, the renounee shall submit the CAF to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said ASBA Account.

Renounee(s), applying for all Rights Equity Shares renounced in their favour, can also apply for additional Rights Equity Shares in the Issue.

Renounee(s) are also advised to ensure that the CAF is correctly filled up, stating therein the bank account number maintained with the SCSB in which an amount equivalent to the amount payable on Application as stated in the CAF will be blocked by the SCSB. The list of SCSBs would be available on the reverse of the CAF.

This right of renunciation is subject to the express condition that our Board of Directors shall be entitled in its absolute discretion to reject the request for Allotment from the Renounee(s) without assigning any reason thereof

For details, see "Terms of the Issue- Procedure for Renunciation of Rights Entitlements" on page 129 of the Letter of Offer.

### **Additional Rights Equity Shares**

You are eligible to apply for additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Rights Entitlement offered without renouncing them in whole or in part in favour of any other person(s). Renouncee(s), applying for all Rights Equity Shares renounced in their favour, can also apply for additional Rights Equity Shares in the Issue. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled “Terms of the Issue” on page number 120 of the Letter of Offer. If you desire to apply for additional Rights Equity Shares, please indicate your requirement in the place provided for additional Rights Equity Shares in the CAF. Those applying through the electronic mode are required to punch in their requirement for additional Rights Equity Shares.

Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

#### **Intention of promoters to subscribe to their rights entitlement;**

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated Wednesday, August 18, 2021 (the “Subscription Letters”) undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

#### **Availability of Letter of Offer immediately preceding rights issue for inspection: Not Applicable**

### **11. ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGER/COMPANY**

#### **Procedure for Application through R-WAP:**

The R-WAP facility (accessible at <https://www.skylinerta.com/rightissues>), has been instituted for making an Application in this Issue by resident Investors. Resident Investors, making an Application through R-WAP, shall make online payment and observe the following:

1. Prior to making an application using the R-WAP facility, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds.
2. Resident Investors should visit R-WAP (accessible at <https://www.skylinerta.com/rightissues>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure that you provide correct DP ID, Client ID, PAN and Folio number (for resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) along with all other details sought for while submitting the online Application Form.
3. Non-resident Investors are not eligible to apply in this Issue through R-WAP
4. Investors who are Renouncees should select the category of ‘Renouncee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Equity Shares applied for in the Issue.
5. The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account “MOHINDRA FASTENERS LIMITED-RIGHTS ISSUE-R-COLLECTION ACCOUNT” opened by our Company with the Escrow Collection Bank(s), internet banking or UPI facility.

#### **Application on Plain Paper**

An Eligible Equity Shareholder who has neither received the CAF nor is in a position to obtain the CAF either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Specified Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the

Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) escrow demat account (namely, "ESCROW DEMAT A/C FOR CREDIT FOR RIGHTS ENTITLEMENT-MOHINDRA FASTENERS LIMITED") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/ reversed/ failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements then will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

## **12. DECLARATION BY OUR COMPANY**

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Offer Document is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Offer Document are true and correct.

### **SIGNED BY ALL THE DIRECTORS OF OUR COMPANY**

**Sd/-**  
**Mr. Deepak Arneja**  
**Chairman Cum Managing Director & CEO**

**Sd/-**  
**Mr. Ravinder Mohan Juneja**  
**Managing Director**

**Sd/-**  
**Mr. Gagandeep Singh Narang**  
**Non – Executive Director**

**Sd/-**  
**Mr. Vinod Kumar**  
**Non – Executive & Independent Director**

**Sd/-**  
**Mr. Ved Prakash Chaudhary**  
**Non – Executive & Independent Director**

**Sd/-**  
**Mrs. Shamoli Thakur**  
**Non – Executive & Independent Director**

### **SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

**Sd/-**  
**Mr. Sunil Mishra**  
**Chief Financial Officer**

**Date: 31/12/2021**  
**Place: New Delhi**