

J.K. FENNER (INDIA) LIMITED

3, Madurai-Melakkal Road, Madurai-625 016

NOTICE

NOTICE is hereby given that the twenty-seventh Annual General Meeting of the Members of J.K. Fenner (India) Limited will be held at the Registered Office of the Company at 3, Madurai-Melakkal Road, Madurai-625 016 (Tamil Nadu) on Tuesday, 1st September 2020 at 11.00 A.M. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of ₹ 50/- per share as Final Dividend for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Smt. Mamta Singhania (DIN: 01667668), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:
RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Rahul C Kirloskar (DIN:00007319), who was appointed as an Independent Director of the Company with effect from 13th March 2015, at the Annual General Meeting held on 25th September 2015 for a term of five consecutive years and who is eligible for reappointment as an Independent Director, and who meets the criteria for Independence as provided in the Act, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 13th March 2020 and whose office shall not be liable to retire by rotation.
5. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:
RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Bakul Jain (DIN:00380256), who was appointed as an Independent Director of the Company with effect from 11th May 2015, at the Annual General Meeting held on 25th September 2015 for a term of five consecutive years and who is eligible for reappointment as an Independent Director, and who meets the criteria for Independence as provided in the Act, be and is hereby re-appointed as Independent Director of the Company for a second term of five consecutive years with effect from 11th May 2020 and whose office shall not be liable to retire by rotation.
6. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:
RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules thereunder, or any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the reappointment of Shri Vikrampati Singhania (DIN:00040659) as Managing Director of the Company for a period of five years w.e.f. 1st April 2020 be and is hereby approved on the terms and remuneration, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the Act, as set out in the Statement under Section 102 of the said Act annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 and all other applicable provisions of the Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of the said Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto."

7. To consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification(s) or re-enactment(s) thereof, M/s.Ramachandran and Associates, the Cost Accountants, appointed by the Board as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year commencing 1st April 2020, be paid a remuneration of ₹ 50,000/- (Rupees Fifty Thousand) per annum, excluding GST and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 14th May 2020.

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

Regd. Office:

3, Madurai-Melakkal Road

Madurai 625 016 (Tamil Nadu)

Phone : 0452-4283800/4283826

By Order of the Board

Fax : 0452-4283831

E.mail : companysecretary@jkfenner.com

R.Vijayaraghavan

CIN : U24231TN1992PLC062306

Company Secretary

Website : www.jkfennerindia.com

Date : 14th May 2020

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 4 to 7 of the Notice, is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of the Annual General Meeting (AGM).
4. An Interim dividend of ₹ 50 per Equity Share of ₹ 10/- each (500%) for the financial year ended 31st March 2020 has already been paid to the Members whose names were appeared on the Company's Register of Members on the Record date of 25th February 2020. The Board has recommended the Interim Dividend of ₹ 50/- per Equity Share of ₹ 10/- each (500%), paid during the year ended 31st March, 2020, as Final Dividend for the Financial Year 2019-20.

5. In furtherance of the Go Green initiative of the Government, and the Lockdown restrictions due to Covid-19 pandemic, electronic copy of the Annual Report for 2019-20, the Notice of the 27th AGM of the Company along with Admission Slip and Proxy Form are being emailed to all the members whose email addresses are registered with the Company/Depository Participants. (Physical copy of the aforesaid documents may be sent on request by any such Member). The Notice of 27th AGM will also be available on the Company's website www.jkfennerindia.com.
6. Physical copy of the Annual Report for 2019-20, the Notice of the 27th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants.
7. Members who have not registered their e-mail address so far, are requested to register their email address for receiving all future communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Any such member may use registration form attached with this Notice.
8. APPOINTMENT OF DIRECTOR:

Brief resume of the Directors proposed to be re-appointed (Item No. 3 to 5 of the Notice) is given hereunder:

- Smt. Mamta Singhania, aged 56 years, holds a Bachelor of Science (B.S.) Degree from the University of Massachusetts, USA and Post Graduate Diploma in International Management (MBA) from International Management Institute, New Delhi. She joined the Board of Directors of the Company on 13th March 2015.

Smt. Singhania has over 30 years of experience in managing various business activities in Advertising & Publicity of Paper Business, and is deeply involved in strategic policy decisions of Dairy Business of JK Organisation. She is also involved in management of some of the Educational Institutions run by the Group and in Social and Philanthropic activities through JK Group's CSR programmes.

Smt. Singhania has organised various art exhibitions in India and abroad to promote young and emerging artists of the country.

Her other Directorships are – She is a Director in Anant Design Pvt. Ltd., Mittal Steels Ltd, LVP Foods Private Limited, Mitcon Private Limited, Mittal Strips Limited, Madhuri Investments Private Limited and Sparsh Social Foundation. She is also a Member on the Advisory Board of Learning Matters Foundation, a non-profit organisation based in New Delhi to address educational needs of children.

Smt. Singhania attended two Board Meetings of the Company held during the financial year ended 31st March 2020. She is not holding any share in the Company. Smt. Mamta Singhania is wife of Shri Harsh Pati Singhania. Except this, Smt. Singhania is not related to any other director and Key Managerial Personnel of the Company. She is a non-executive Director on the Board and her Director Identification No. is 01667668.

- Shri Rahul C. Kirloskar, aged 56 years, is an Industrialist with over 30 years of experience in managing various industries including engineering products and solutions. Shri Rahul C Kirloskar has been associated with the Kirloskar Group of Companies at senior levels in different capacities. Presently, he is the Chairman of Kirloskar Pneumatic Company Limited (KPCL).

His other Directorships are- (A) Listed Companies – He is a Director in Kirloskar Ferrous Industries Ltd, Kirloskar Pneumatic Company Limited and Kirloskar Oil Engines Limited (B) Unlisted Companies - Kirloskar Energen Private Limited, Kirloskar Solar Technologies Private Limited, Kirloskar Proprietary Limited, Asara Sales and Investment Private Limited,

Alpak Investments Pvt Ltd, Greentek Systems (India) Private Limited, Pune City Connect Development Foundation and Samarth Udyog Technology Forum.

Mr. Rahul Kirloskar has also been Chairman of Confederation of Indian Industry (CII) Pune Council as well as Maharashtra State CII Council.

Shri Kirloskar is a member of Audit Committee and Nomination and Remuneration Committee of the Company. Shri Rahul Kirloskar attended three board meetings of the Company held during the financial year ended 31st March 2020. Shri Kirloskar is not related to any Director and Key Managerial Personnel of the Company. He does not hold any shares of the Company in his name. The terms and conditions of his reappointment are as per the Resolution at Item No.4 of the Notice of this Meeting read with Statement under Section 102 of the Companies Act, 2013. For details of Remuneration drawn during Financial Year 2019-20, please refer to Form MGT-9 annexed to Annual Report of the Company. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification No. is 00007319.

- Shri Bakul Jain, aged 65 years, holds a Bachelor's degree in Commerce and also holds a Master's degree in Business Administration from Switzerland. He joined the Board of Directors of the Company on 11th May 2015. He is an Industrialist with over 41 years of experience.

His other Directorships are- (A) Listed Companies – He is presently the Managing Director of D C W Limited, and a Director in JK Tyre & Industries Limited and Bengal & Assam Company Limited. (B) Unlisted Companies- Canvas Shoe Co. (Goa) Private Limited, DCW Pigments Limited, Cashco Holdings Private Limited, Sahu Brothers Private Limited, D.P.B. Holdings Private Limited, Jain Sahu Brothers Properties Private Limited and B J Holdings Private Limited.

He is a Member of Managing Committee of the Western India Automobile Association. Shri Jain is also Chairman of Audit Committee and Member of the Nomination and Remuneration Committee of the Company. Shri Bakul Jain, attended four board meetings of the Company held during the financial year ended 31st March 2020. Shri Bakul Jain is not related to any Director and Key Managerial Personnel of the Company. He does not hold any shares of the Company in his name. The terms and conditions of his reappointment are as per the Resolution at Item No.5 of the Notice of this Meeting read with Statement under Section 102 of the Companies Act, 2013. For details of Remuneration drawn during Financial Year 2019-20, please refer to Form MGT-9 annexed to Annual Report of the Company. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification No.00380256.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos.4 and 5

The shareholders of the Company at their Annual General Meeting (AGM) held on 25th September 2015 appointed Shri Rahul C Kirloskar and Shri Bakul Jain as Independent Directors of the Company each for their first term of 5 (five) consecutive years commencing from 13th March 2015 and 11th May 2015 respectively. Accordingly, the terms of these two Independent Directors would be determined on 12th March 2020 and 10th May 2020 respectively.

As per provisions of the Companies Act, 2013, the Independent Directors shall hold office for a term upto five consecutive years, but shall be eligible for reappointment, subject to compliance of certain conditions

and on passing of a Special Resolution by the members of the Company. Further, such Independent Directors will also not subject to retirement of Directors by rotation and accordingly while ascertaining total number of Directors for the purposes of determining Directors liable to retire by rotation, Independent Directors shall not be included.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee of Directors, considers that given the knowledge, background, experience and contribution made by each of the above named Independent Directors during their respective tenures, it would be in the interest of the Company to have continued association of Shri Rahul C Kirloskar and Shri Bakul Jain as Independent Directors of the Company.

Accordingly, the Board recommended reappointment of Shri Rahul C Kirloskar and Shri Bakul Jain as Independent Directors of the Company, for a second term of five consecutive years with effect from 13th March 2020 and 11th May 2020 respectively.

The Company has received declarations from Shri Rahul C Kirloskar and Shri Bakul Jain that they meet with the criteria of Independence and that whenever there is any change in the circumstance, which may affect their status as Independent Directors, as prescribed under the Companies Act, 2013, they would immediately inform the Board of Directors of the Company. None of the above named directors is disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Rahul C Kirloskar and Shri Bakul Jain fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their reappointments as Independent Directors of the Company and they are independent of the Management.

Copies of the draft letters for reappointment of Shri Rahul C Kirloskar and Shri Bakul Jain as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company. Brief resumes of Shri Rahul C Kirloskar and Shri Bakul Jain are given in the notes appended to the Notice of this Meeting.

The Board recommends the aforesaid Special Resolutions for approval by the members.

Except Shri Rahul C Kirloskar and Shri Bakul Jain, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolutions.

Item No.6

The Board of Directors has reappointed Shri Vikrampati Singhania as Managing Director of the Company for a tenure of five years w.e.f. 1st April 2020 on the terms and remuneration set out hereunder subject to the approval of the Shareholders and such other necessary approvals, as may be required.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:-

I. General Information:

1. Nature of Industry: V Belts, Oil Seals & Moulded Rubber Products, Engineering, Hoses and Other Misc. Products.
2. Date or expected date of commencement of commercial production: The Company has been having commercial operations for a longtime.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

₹ in Crores

Particulars	Financial year ended	
	31.03.2019	31.03.2018
Net Sales and Other Income	846.73	688.89
Operating Profit (Before Interest, Depreciation and Tax)	169.42	151.33
Profit Before Tax	105.12	87.63

5. Foreign investments or collaborations, if any: Nil.

II. Information about the appointee:

1. Background, Recognition or Awards details:

Shri Vikrampati Singhania, aged 54 years, is M.Com., MBA (USA) and is an industrialist with over 25 years of experience in managing various industries which include Power Transmission Belts, Oilseals, Hoses Moulded Rubber Products, Automotive Tyres, Pharmaceuticals, Sugar, Clinical Research, and high yielding Hybrid Seeds, etc. He is Managing Director of the Company since 1st June 2010. His Director Identification No. 00040659.

Shri Singhania holds 6715 Equity Shares of the Company. He is also Managing Director of JK Agri Genetics Limited. Shri Singhania is also a member of Committee of Directors and Chairman of Corporate Social Responsibility Committee of the Company.

2. Past remuneration:

- (A) Salary: ₹ 43 lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 23 Lacs per month to ₹ 55 Lacs per month.
- (B) Perquisites, allowances and other benefits: Free furnished residential accommodation or house rent allowance in lieu thereto together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges, for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.
- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.
- The Term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013, or any statutory modifications thereto or re-enactments thereof.
- (I) In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) & (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above.

3. Job Profile and his suitability: Shri Vikrampati Singhania as Managing Director of the Company is vested with substantial powers of management under the superintendence, control and direction of the Board of Directors. He is also involved in policy planning, vision and strategy and long term development activities of the Company, besides Corporate Governance and Board co-ordination.
4. Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 21st January 2020 approved the terms of remuneration for the five years tenure of Shri Vikrampati Singhania commencing 1st April 2020 as under:-

- (A) Salary: ₹ 49 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 45 Lacs per month to ₹ 85 Lacs per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc., and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.
- (C) Performance linked incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.

The Term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

- (E) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013, or any statutory modifications thereto or re-enactments thereof.
- (I) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) & (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Shri Vikrampati Singhania is also Managing Director of JK Agri Genetics Limited (JK Agri). In terms of Section V of Part II of Schedule V to the Companies Act, 2013, Shri Vikrampati Singhania is entitled to and may draw remuneration from the Company or from JK Agri or from both the companies, provided that the total remuneration drawn from the said two companies does not exceed the higher maximum limit admissible from any one of the said companies.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration

Committee' perused remuneration of managerial persons in the Power Transmission Belts, Oil Seals & Moulded Rubber Products and other companies comparable with the size of the Company, industry benchmark in general, profile and responsibilities of Shri Vikrampati Singhania, before approving the remuneration as proposed herein before.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, Shri Vikrampati Singhania, does not have any pecuniary relationship with the Company. Shri Vikrampati Singhania is brother of Shri Harsh Pati Singhania, Director.

III. Other Information:

1. Reasons of loss or inadequate profits: At present, Company is having adequate profits. However, the re-appointment is for a term of five years and the future trend in profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company is having a wide range of products and is catering to the demands of various automobile manufacturers and other customers. However, the Company is not sitting on its laurels and has taken several steps to keep pace with the growing demand particularly from the automobile sector which is fast emerging as a global manufacturing hub for the Country. The Company is upgrading its Research & Development facilities and is also expanding its capacities for manufacture of Belts, Oil Seals, etc. It is expected that these steps will contribute considerably to the further growth of the Company and to the improvement in its working. The Company has not made any default in payment of any of its debts.

The Resolution is recommended to the shareholders for passing as Special Resolution.

Except Shri Vikrampati Singhania and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

Item No.7

The Board at its meeting held on 14th May 2020, on the recommendation of the Audit Committee, has appointed M/s.Ramachandran and Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year commencing 1st April 2020 at a remuneration as mentioned in the Resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board recommends aforesaid resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Regd. Office:

3, Madurai-Melakkal Road

Madurai 625 016 (Tamil Nadu)

Phone : 0452-4283800/4283826

Fax : 0452-4283831

E.mail : companysecretary@jkenner.com

CIN : U24231TN1992PLC062306

Website : www.jkennerindia.com

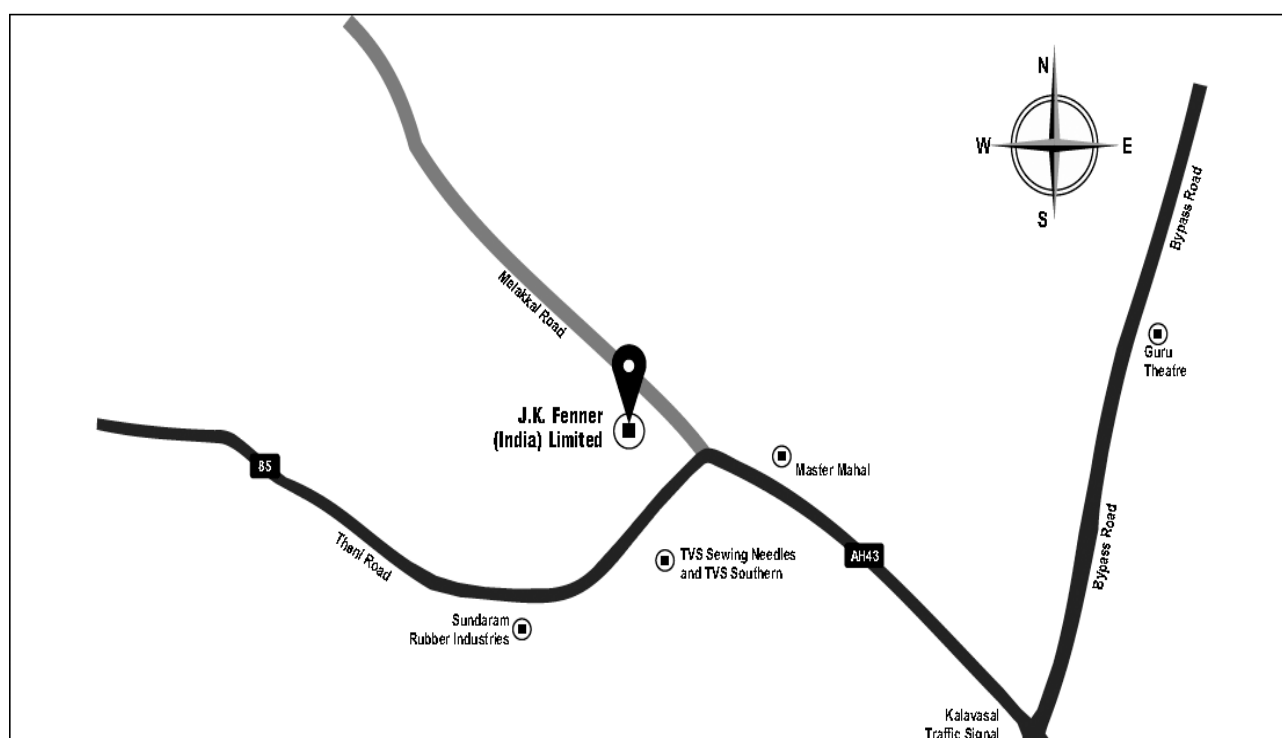
Date : 14th May 2020

By Order of the Board

R.Vijayaraghavan
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

- Members/Proxies are requested to bring the Attendance Slip attached herewith duly filled in along with Annual Report for attending the Meeting.
- Members are requested to notify the Company on any change in address and particulars of bank account in case the same has not been sent earlier, for dividend payment through electronic mode (Format given in Page no. 16).
- Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving communication in electronic form.
- The Ministry of Corporate Affairs has mandated the transfer of shares to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 2nd October 2018. Members who are holding shares in physical form are requested to dematerialise their holdings.
- Shares in Demat Mode: Members holding shares in dematerialised mode should approach their Depository Participant with whom they are maintaining their Demat Account for change in address, bank account details, nomination, etc.
- Nomination: Pursuant to Section 72 of the Companies Act, 2013 Shareholders holding Shares singly or jointly may nominate an individual to whom all the rights in the shares shall vest in the event of death of the sole/all joint shareholders.
- Location Map showing the venue of the AGM.



THIS PAGE IS INTENTIONALLY LEFT BLANK

J.K. Fenner (India) Limited

Regd. Office : 3, Madurai-Melakkal Road, Madurai-625 016 (Tamil Nadu)
Phone: 0452-4283800/4283826; Fax: 0452-4283831; Email id: companysecretary@jkfenner.com
CIN: U24231TN1992PLC062306; Website: www.jkfennerindia.com

ADMISSION SLIP

Folio No. or DP Id #/ Client-Id #	
No. of Shares held	

I hereby record my presence at the 27th Annual General Meeting of the Company being held at 3, Madurai-Melakkal Road, Madurai-625016 (Tamil Nadu) on Tuesday, 1st September 2020 at 11.00 A.M.

Name of the Member (in Capital letters)	
Name of the Proxy-holder/ Authorised Representative attending the Meeting* (in Capital letters)	

Signature of the Member/Proxy/Authorised Representative*

Notes:

1. A member/proxy/authorised representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.

* Strike out whichever is not applicable.

Applicable for investors holding shares in dematerialised form.

THIS PAGE IS INTENTIONALLY LEFT BLANK

J.K. Fenner (India) Limited

Regd. Office : 3, Madurai-Melakkal Road, Madurai-625 016 (Tamil Nadu)
Phone: 0452-4283800/4283826; Fax: 0452-4283831; Email id: companysecretary@jkfenner.com
CIN: U24231TN1992PLC062306; Website: www.jkfennerindia.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : J.K. Fenner (India) Limited
Registered Office : 3, Madurai-Melakkal Road, Madurai 625 016 (Tamil Nadu)
Name of the Member(s) :
Registered Address :

E-mail Id :
Folio No./ Client Id :
DP Id :

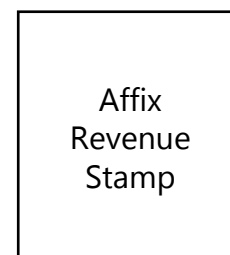
I/We, being the member(s) of Shares of J.K. Fenner (India) Limited hereby appoint

1. Name :
Address :
E-mail Id :
Signature :,or failing him/her
2. Name :
Address :
E-mail Id :
Signature :,or failing him/her
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Tuesday, 1st September 2020 at 11.00 A.M at 3, Madurai-Melakkal Road, Madurai - 625 016 (Tamil Nadu) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolution Description	For	Against
1	Receiving, considering and adoption of the financial statements for the financial year ended 31 st March 2020 and the reports of the Directors and Auditors thereon.		
2	Confirming the Interim Dividend of ₹ 50/- per share as Final Dividend for the financial year ended 31 st March, 2020.		
3	Reappointment of Smt. Mamta Singhania, who retires by rotation.		
4	Reappointment of Shri Rahul C Kirloskar as Independent Director for a second consecutive term of five years with effect from 13 th March 2020.		
5	Reappointment of Shri Bakul Jain as Independent Director for a second consecutive term of five years with effect from 11 th May 2020		
6	Reappointment of Shri Vikrampati Singhania as Managing Director for a term of 5 years with effect from 1 st April 2020		
7	Remuneration of the Cost Auditors		

Signed this.....day of 2020



Signature of Shareholder/
Authorised Representative

Signature of Proxy holder

Note: This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

J.K. Fenner (India) Limited

CIN: U24231TN1992PLC062306

Registered Office: 3, Madurai-Melakkal Road, Madurai-625 016

E-mail: companysecretary@jkfenner.com; Website: www.jkfennerindia.com

Tel: 0452-4283800, 4283826; Fax: 0452-4283831

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules issued thereunder, the Company is permitted to serve various notices/documents under the said Act, through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository.

To support this 'Green Initiative', the Members holding shares in physical form are requested to fill-in the appended form and send back to the Company. Members holding shares in dematerialised form are requested to approach the concerned Depository Participant to record/update in their e-mail address.

R.Vijayaraghavan

Company Secretary

E-COMMUNICATION REGISTRATION FORM

(For Members holding Equity Shares in physical mode)

Folio No./ID:.....

Name of the 1st Registered Holder:.....

Name of the Joint Holder(s):.....

Registered Address :

.....

E-mail ID (to be registered):.....

I/We Members(s) of J.K. Fenner (India) Limited agree to receive communication from the Company in electronic mode.

Please register my/our above e-mail ID in your records for sending communication in electronic form.

Date :

Signature

Note: Member(s) are requested to complete this Form and send to the Company Secretary at the above address or send the scanned copy of this Form duly completed at the email id: companysecretary@jkfenner.com.

FORMAT OF MANDATE FOR PAYMENT OF DIVIDEND BY NECS / NEFT

Folio No :

Name of the sole / first holder :

Postal Address :

Email Address :

Mobile No. :

I hereby authorize J.K. Fenner (India) Limited to make payment of dividend by direct credit to my bank account, the details of which are furnished below:

Bank Name :

Branch Name :

Branch Address :

Account Type :

Account No :

IFSC code :

I enclose herewith the following documents in proof of the above details:

1. Photocopy of Bank Pass Book / Bank Statement.
2. Duly cancelled original blank cheque leaf of the account.

Date :

Signature