

# **J.K. FENNER (INDIA) LIMITED**

3, Madurai-Melakkal Road, Madurai - 625 016

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## **NOTICE**

NOTICE is hereby given that the twenty-eighth 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, 14<sup>th</sup> September 2021 at 3.30 P.M. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare and confirm payment of dividend on equity shares.
3. To appoint a Director in place of Shri Harsh Pati Singhania (DIN: 00086742), who retires by rotation and being eligible, offers himself for re-appointment
4. To consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions 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 thereof, M/s. Ramachandran and Associates, 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 1<sup>st</sup> April 2021, 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 6<sup>th</sup> May 2021.

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.”

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt the altered Memorandum of Association, as uploaded on the website of the Company in substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER that the existing Clauses III and IV of the Memorandum of Association of the Company be and are hereby altered in the following manner:

- (a) The heading of the existing Clause III “The Objects for which the Company is established are:” stands deleted.
- (b) The heading of the existing Clause III(A) “Main Objects to be pursued by the Company on its incorporation are” be substituted with “The Objects to be pursued by the Company on its incorporation are”.
- (c) Sub-clauses 1 to 5 of the existing Clause III(A) be retained under Clause III(A) and new sub-clause 6 be inserted after sub-clause 5 under Clause III(A).

- (d) The heading of existing Clause III(B) "The objects incidental or ancillary to the attainment of main objects of the Company are" be substituted with "Matters which are necessary for furtherance of the objects specified in Clause III(A) are" and all sub-clauses 1 to 33 appearing in the existing Clause III(B) be substituted with new sub-clauses 1 to 33 under Clause III(B).
- (e) The heading of the existing Clause III(C) "The other objects for which the Company is established are:" is deleted and all sub-clauses 1 to 7 appearing in the existing Clause III(C) be substituted with new sub-clauses 1 to 7 and be inserted as sub-clauses 34 to 52 under Clause III(B).
- (f) The existing Clause IV be substituted with the following new Clause IV:
  - IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Nagaraju Srirama, President & Director and Shri R Vijayaraghavan, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/ or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution."

- 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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt new Articles of Association, as uploaded on the website of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Nagaraju Srirama, President & Director and Shri R Vijayaraghavan, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/ or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution."

Regd. Office:

3, Madurai-Melakkal Road

Madurai 625 016 (Tamil Nadu)

CIN : U24231TN1992PLC062306

Website : www.jkfenner.com

E.mail : companysecretary@jkfenner.com

Phone : 0452-4283800/4283826

Fax : 0452-4283831

Date : 7<sup>th</sup> August 2021

By Order of the Board

R.Vijayaraghavan  
Company Secretary

**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. PROXY FORM 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. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of Item No(s). 4 to 6 of the Notice set out above, 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 at the Corporate Office: Khivraj Complex-II, 5<sup>th</sup> Floor, 480 Anna Salai, Nandanam, Chennai 600 035 during normal business hours (between 2.00 P.M. to 4.00 P.M.) on all working days upto and including the date of the AGM and also at the venue of the meeting.
4. Dividend: Final Dividend of ₹20/- (200%) per Equity Share of ₹10/- each as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to the Members whose names are borne on the Company's Register of Members on 14<sup>th</sup> September 2021 or to their mandatees. Interim dividend of ₹30 (300%) per Equity Share of ₹10/- each for the financial year ended 31<sup>st</sup> March 2021 has already been paid to the Members whose names were appeared on the Company's Register of Members on the Record date of 25<sup>th</sup> January 2021.
5. In respect of shares held in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for the purpose.
6. In furtherance of the Go Green initiative of the Government, electronic copy of the Annual Report for 2020-21, AGM Notice 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). AGM Notice will also be available on the Company's website [www.jkfenner.com](http://www.jkfenner.com).
7. Physical copy of the Annual Report for 2020-21, the Notice of the 28<sup>th</sup> 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.
8. APPOINTMENT OF DIRECTOR:

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

Shri.Harsh Pati Singhania (aged 59 years) is a commerce graduate from the Calcutta University and holds an MBA degree from the University of Massachusetts, USA (1986). He is an alumnus of the Harvard Business School, USA. Shri Singhania is an industrialist with over 32 years of experience and has been involved in managing various industries including paper, dairy, etc.

Shri Singhania is Vice Chairman & Managing Director of JK Paper Limited and also Director of various companies like Bhopal Udyog Limited, Anant Design Private Limited, Rockwood Properties Private Limited and Oakwood Properties & Farms Private Limited. Currently, he is President of All India Management Association (AIMA), apex body of management in India, Member of Executive Board of International Chamber of Commerce (ICC), Paris, apex body for all Chambers of Commerce globally, and has served ICC in various leadership capacities. He is also serving as the Coordinator for the Regional consultative Group of ICC for Asia Pacific Region. He is Member on the Executive

Committee of FICCI, ICC (India), Indian Paper Manufacturing Association, Board of Governors of International Management Institute(IMI), JK Lakshmipat University, Pushpawati Singhanian Hospital & Research Institute (PSRI) and Central Pulp & Paper Research Institute. He is also Member of India-China CEOs forum, India-Myanmar Joint Trade and Investment Forum and India-Pakistan Joint Business Forum.

Shri Harsh Pati Singhanian was appointed by the Board of Directors on 18<sup>th</sup> October 2007 as Director of the Company. Shri Singhanian is also Chairman of Nomination and Remuneration Committee of the Company.

Shri Singhanian attended all the four Board Meetings of the Company held during the financial year 2020-21. Shri Singhanian holds 6715 Equity Shares of ₹10/- each of the Company. His Director Identification No. is 00086742.

Relationship between directors inter-se: Shri Harsh Pati Singhanian and Shri Vikrampati Singhanian are brothers. Smt. Mamta Singhanian is wife of Shri Harsh Pati Singhanian.

#### **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No.4**

The Board at its meeting held on 6<sup>th</sup> May 2021, 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 1<sup>st</sup> April 2021 at 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.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, 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.

##### **Item No.5**

The Company was incorporated under the provisions of erstwhile Companies Act, 1956 with the main objects to carry on the business as manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, stockists, agents, merchants, distributors and dealers in Mechanical Power Transmission Belts, V-Belts of all kinds, Oilseals, bearings, Pulleys, Gears, anti-vibration mountings and all engineering materials, Hoses and other related products. Subsequently, some of the clauses were amended/ inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 ("the Act"), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 6<sup>th</sup> May 2021, recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with amendment in existing Clause III and IV of the MOA of the Company, so as to make it consistent and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

Brief highlights of alterations proposed in the MOA are as follows:

- (a) The heading of the existing Clause III “The Objects for which the Company is established are:” is deleted.
- (b) The heading of the existing Clause III(A) “Main Objects to be pursued by the Company on its incorporation are” is substituted with “The Objects to be pursued by the Company on its incorporation are”.
- (c) Sub-clauses 1 to 5 of the existing Clause III(A) is retained under Clause III(A) and new sub-clause 6 is inserted after sub-clause 5 under Clause III(A).
- (d) The heading of existing Clause III(B) “The objects incidental or ancillary to the attainment of main objects of the Company are” is substituted with “Matters which are necessary for furtherance of the objects specified in Clause III(A) are” and all sub-clauses 1 to 33 appearing in the existing Clause III(B) be substituted with new sub-clauses 1 to 33 under Clause III(B).
- (e) The heading of the existing Clause III(C) “The other objects for which the Company is established are:” is deleted and all sub-clauses 1 to 7 appearing in the existing Clause III(C) be substituted with new sub-clauses 1 to 7 and be inserted as sub-clauses 34 to 52 under the Clause III(B).
- (f) The existing Clause IV is substituted to clarify that the liability of the member(s) is limited to the amount unpaid, if any, on the shares held by them.

Copy of the proposed MOA is available on the website of the Company at [www.jkfenner.com](http://www.jkfenner.com) and would be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of the AGM.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of altered MOA in substitution of existing MOA.

Accordingly, the Board recommends the Resolution as set out at item no. 5 of the Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

#### **Item No.6**

The existing Articles of Association (“AOA”) are based on the provisions of the erstwhile Companies Act, 1956. Consequent to the enactment of the Companies Act, 2013 (“the Act”), the regulatory provisions have undergone comprehensive changes which have necessitated several amendments in AOA of the Company including deletion of certain redundant Articles. Accordingly, the Board of Directors of the Company (“the Board”) at its meeting held on 6<sup>th</sup> May 2021 recommended for approval of the Members for adoption of new AOA in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder. Copy of the proposed AOA is available on the website of the Company at [www.jkfenner.com](http://www.jkfenner.com) and would be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of the AGM.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in substitution of existing AOA.

Accordingly, the Board recommends the Resolution as set out at item no. 6 of the Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

Regd. Office:

3, Madurai-Melakkal Road

Madurai 625 016 (Tamil Nadu)

CIN : U24231TN1992PLC062306

Website : [www.jkfenner.com](http://www.jkfenner.com)

E.mail : [companysecretary@jkfenner.com](mailto:companysecretary@jkfenner.com)

Phone : 0452-4283800/4283826

Fax : 0452-4283831

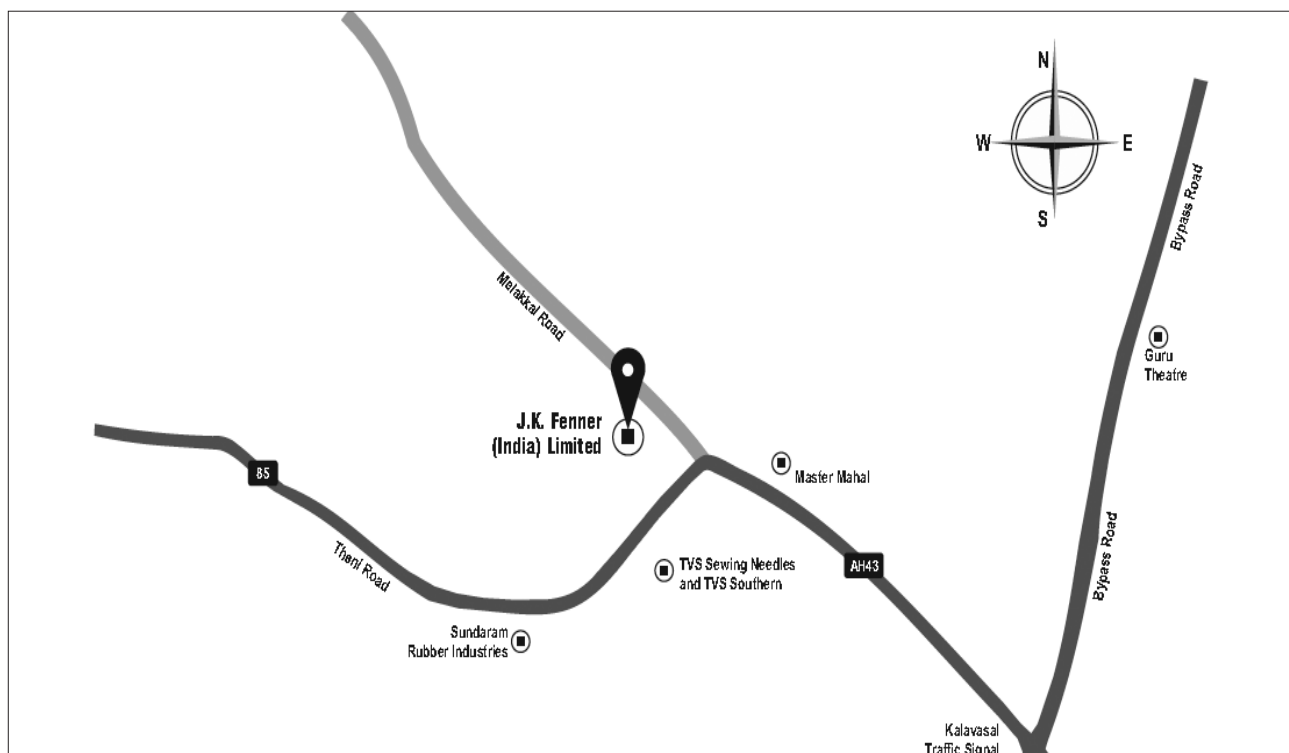
Date : 7<sup>th</sup> August 2021

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 intimate changes, if any, pertaining to their address, bank mandates etc., (Format given in Page no. 12).
- 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 2<sup>nd</sup> October 2018. Members are advised to dematerialise shares held by them in physical form.
- 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.
- The route map showing directions to the venue of the AGM.



# J.K. Fenner (India) Limited

CIN: U24231TN1992PLC062306

Regd. Office: 3, Madurai-Melakkal Road, Madurai – 625 016 (Tamil Nadu)

Email: companysecretary@jkfenner.com; Website: www.jkfenner.com; Phone:0452-4283800

## ADMISSION SLIP

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

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company being held at 3, Madurai-Melakkal Road, Madurai-625016 (Tamil Nadu) on Tuesday, 14<sup>th</sup> September 2021 at 3.30 P.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 who wish 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.

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# J.K. Fenner (India) Limited

CIN: U24231TN1992PLC062306

Regd. Office: 3, Madurai-Melakkal Road, Madurai - 625 016 (Tamil Nadu)

Email: companysecretary@jkenner.com; Website: www.jkenner.com; Phone:0452-4283800

## Form No. MGT-11

### 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 Member(s) :

Registered Address :

E-mail Id :

Folio/DP ID-Client ID No. :

I/We, being the member(s) of ..... Equity 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 28<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 14<sup>th</sup> September 2021 at 3.30 P.M. at 3, Madurai-Melakkal Road, Madurai - 625016 (Tamil Nadu) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	For	Against
1.	Receiving, considering and adoption of the financial statements for the financial year ended 31 <sup>st</sup> March 2021 and the reports of the Directors and Auditors thereon.		
2.	Declare and confirm payment of Dividend on equity shares for the financial year ended 31 <sup>st</sup> March 2021.		
3.	Re-appointment of Shri Harsh Pati Singhanian, who retires by rotation.		
4.	Remuneration of the Cost Auditors		
5.	Alteration of Memorandum of Association of the Company.		
6.	Alteration of Articles of Association of the Company.		

Signed this.....day of ..... 2021

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Signature of Shareholder/  
Authorised Representative

-----  
Signature of Proxy holder

Affix  
Revenue  
Stamp

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

Regd. Office: 3, Madurai-Melakkal Road, Madurai – 625 016 (Tamil Nadu)

Email: companysecretary@jkgfenner.com; Website: www.jkgfenner.com; Phone:0452-4283800

## 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 Participant(s).

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. : .....

Name of the 1<sup>st</sup> Registered Holder : .....

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

Registered Address : .....

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

Mobile No. (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 and Mobile Number in your records for sending communication in electronic form.

Date :

Signature

Notes: 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@jkgfenner.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. :

PAN :

Aadhaar No.:

I hereby authorise 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