



J.K. FENNER (INDIA) LIMITED

3, Madurai-Melakkal Road, Madurai-625 016

NOTICE

NOTICE is hereby given that the thirtieth Annual General Meeting ('AGM') 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 Wednesday, 23rd August 2023 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 2023 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 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 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 Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year commencing 1st April 2023, be paid a remuneration of ₹ 75,000/- (Rupees Seventy Five 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 15th May 2023.

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)
CIN:U24231TN1992PLC062306
Website: www.jkfenner.com
Email : companysecretary@jkfenner.com
Phone:0452-4283800/4283826
Fax:0452-4283831
Date:15th May 2023

By Order of the Board

R Vijayaraghavan
Company Secretary

Note :

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/HERSELF. 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. Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out the material facts concerning Item No.4 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 at the Corporate Office: Khivraj Complex-II, 5th Floor, 480 Anna Salai, Nandanam, Chennai 600 035 during normal business hours (between 10:00 A.M to 5:00 P.M.) on all working days upto and including the date of the AGM and also at the venue of the meeting.

4. Final Dividend of ₹ 25/- (250%) 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 23rd August 2023 or to their mandatees. Interim dividend of ₹40 (400%) per Equity Share of ₹10/- each has already been paid to the Members whose names were borne on the Company's Register of Members on the Record date of 23rd January 2023.
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 this purpose.
6. In furtherance of the Go Green initiative of the Government, electronic copy of the Annual Report for 2022-23, 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.

7. APPOINTMENT OF DIRECTOR:

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

Smt. Mamta Singhania, aged 59 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 33 years of experience in managing various business activities in Advertising & Publicity of Paper Business and is involved in strategic policy decisions of Dairy Business of JK Organisation. She also looks after the management of some of the Educational Institutions run by the Group. She is actively involved in Social and Philanthropic activities through JK Group's CSR programmes.

Smt. Singhania independently founded Anant Art and 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 of LVP Foods Private Limited, Anant Design Pvt. Ltd., Mittal Steels Ltd., Madhuri Investments Private Limited, Mitcon Private Limited, Mittal Strips Limited and Sparsh Social Foundation.

Smt. Singhania was a member of the Governing Body of FICCI Ladies Organisation, a Member of the CSR Committee of FICCI and is actively involved with Young Presidents Organisation for the last 28 years. 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. Mamta Singhania attended three Board meetings of the Company held during the financial year 2022-23. She does not hold 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.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board at its meeting held on 15th May 2023, 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 2023 on a remuneration of ₹ 75,000/- (Rupees Seventy Five 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.

Regd. Office:

3, Madurai-Melakkal Road

Madurai 625 016 (Tamil Nadu)

CIN:U24231TN1992PLC062306

Website: www.jkfenner.com

Email : companysecretary@jkfenner.com

Phone:0452-4283800/4283826

Fax:0452-4283831

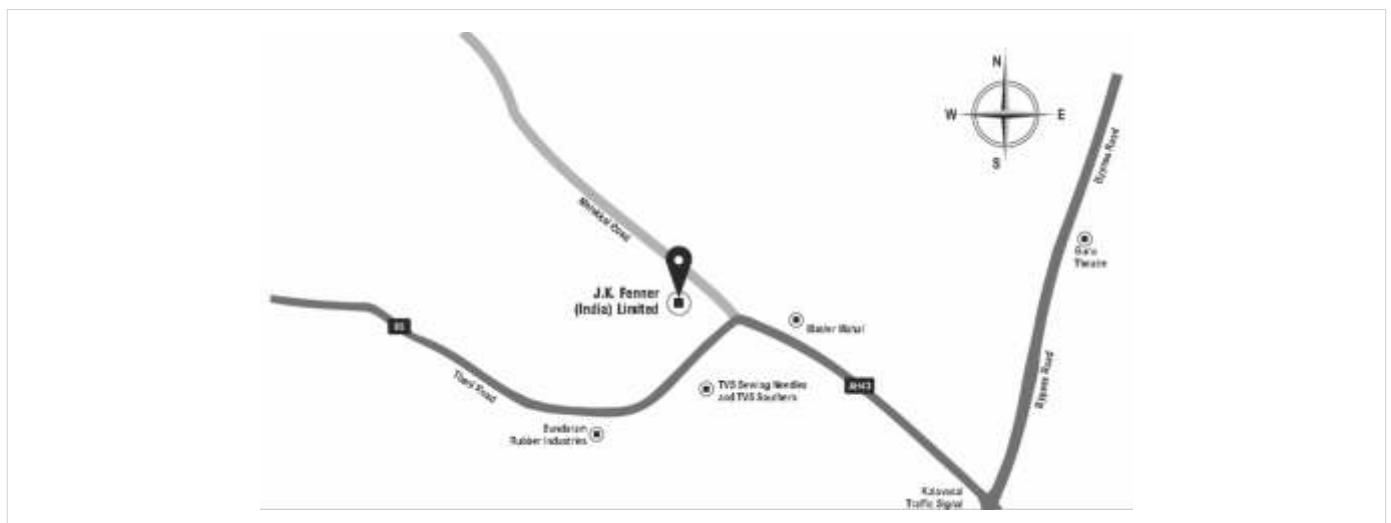
Date:15th May 2023

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.10).
- 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 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.



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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

ADMISSION SLIP

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

I hereby record my presence at the 30th Annual General Meeting of the Company being held at 3, Madurai-Melakkal Road, Madurai-625016 (Tamil Nadu) on Wednesday, 23rd August 2023 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 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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Email: Companysecretary@jkfenner.com, Website: www.jkfenner.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 30th Annual General Meeting of the Company to be held on Wednesday, 23rd August 2023 at 11:00 A.M. at 3, Madurai-Melakkal Road, Madurai - 625016 (Tamil Nadu) and at any adjournment thereof in respect of such resolutions as are indicated below:

| SI. No | Resolutions | For | Against |
|--------|---|-----|---------|
| 1. | Receiving, considering and adoption of the financial statements for the financial year ended 31st March 2023 and the reports of the Directors and Auditors thereon. | | |
| 2. | Declare and confirm payment of Dividend on equity shares for the financial year ended 31st March 2023. | | |
| 3. | Re-appointment of Smt. Mamta Singhania, who retires by rotation. | | |
| 4. | Remuneration of the Cost Auditors. | | |

Signed this.....day of 2023.

.....
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.

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CIN: U24231TN1992PLC062306

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Email: Companysecretary@jkfenner.com, Website: www.jkfenner.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 1st 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

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 :

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