



J.K. FENNER (INDIA) LIMITED

3, Madurai-Melakkal Road, Madurai-625 016

NOTICE

NOTICE is hereby given that the 32nd 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, 19th August 2025 at 11.45 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 2025 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 Vardhan Lodha (DIN: 00394094), 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:**

RRESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of M/s. Bahadur Murao & Co., Cost Accountants, appointed by the Board of Directors, on recommendation of the Audit Committee of Directors of the Company as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2025-26 commencing 1st April 2025, be paid a remuneration of ₹1,00,000/- (Rupees One Lakh Only), excluding G.S.T and other taxes, as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost Auditors in connection with the cost audit, be and is hereby ratified and confirmed.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary

or expedient in connection therewith and incidental thereto

5. 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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Raj Kumar Jain (DIN:01741527) Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five consecutive years commencing from 14th March 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER that any one of the directors and/or the Company Secretary be and is hereby authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient, to give effect to the resolutions and matters incidental thereto.

6. 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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjeev Kumar Jhunjhunwala (DIN: 00177747) Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of three consecutive years commencing from 12th May 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER that any one of the directors and/or the Company Secretary be and is hereby authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient, to give effect to the resolutions and matters incidental thereto.

7. 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, and Schedule V of the Companies Act, 2013 ('the Act'), Rules made thereunder and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other necessary approval(s) as may be required, the re-appointment of Shri Vikrampati Singhania (DIN: 00040659) as Managing Director of the Company for a term of five years with effect from 1st April 2025, be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed 5% of the net profits of the Company, subject to the overall limits for all managerial persons as specified in or approved under Section 197, as the case may be, and other applicable provisions of the Act; and in the event of inadequacy or absence of profits under Section 197 and other applicable provisions of the Act in any financial year or years during the term of his appointment, the remuneration comprising salary, perquisites, allowances, benefits and performance linked incentive, as approved herein be paid as minimum remuneration to the said Managing Director for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Schedule V to the Act as may be applicable.

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 from time to time within the overall limits approved herein and to settle any question(s) or difficulties and to do all such acts, deeds

and things as may be incidental and consequential thereto to give effect to this resolution.

8. 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, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, re-appointment of Shri Nagaraju Srirama (DIN: 02473218) as Whole-time Director with the designation 'President & Director' of the Company for a period of three (3) years with effect from 28th May 2025, be and is hereby approved on the terms and remuneration, as set out in the statement under Section 102 of the Act, 2013 annexed hereto which shall be deemed to form part hereof, which in any Financial Year may exceed the limits specified in Section 197 and Schedule V of the Act and in the event of in adequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any Financial Year or Years during the terms of his appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits as approved herein be paid as minimum remuneration to the said President & Director for a period not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER that Chairman/Managing Director of the Company be and are hereby severally authorised to vary and/ or revise the remuneration of the said Whole-time Director within the overall limit approved herein and to settle any question or difficulties in connection therewith or incidental thereto.

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 5th May 2025

By Order of the Board

J Swaminathan
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. Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out the material facts concerning Item No.4,5,6,7 & 8 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 9.00 A.M. and 6.00 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 ₹ 40/- (400%) 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 19th August 2025 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 7th February 2025.

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 2024-25, 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. Physical copy of the Annual Report for 2024-25, the Notice of the 32nd 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 Vardhan Lodha, aged 58 years, is a Chartered Accountant with over 36 years of experience in the fields of business, finance, consultancy and audit.

He is a Director of Indian Chamber of Commerce Calcutta, Alfred Herbert (India) Ltd., Birla Corporation Limited, Oneworld Resources Private Limited, RCCPL Private Limited, Universal Cables Limited, Vindhya Telelinks Limited, Birla Cable Limited and Hindustan Gum & Chemicals Limited.

He serves as a Trustee and/or Managing Committee member of several philanthropic institutions including Bombay Hospital Trust, Belle Vue Clinic, South Point Education Society, M. P. Birla Institute of Fundamental Research, etc.

Shri Lodha served as a partner of Lodha & Co., Chartered Accountants for two decades where he handled several advisory assignments in the fields of Audit, International & Domestic Takeovers and Financing, Project Structuring, Capital Mobilisation, Joint Ventures/ Collaborations, Mergers/ Reconstructions and Rehabilitation etc. He has served on the Executive Committee of FICCI, the Managing Committee of Assocham and as the Vice President of Indian Chamber of Commerce.

Shri Lodha was a member of the Working Group on Corporate Governance set by the Department of Company Affairs, Government of India. Shri Lodha has served as a Member of the Accounting Standards Board of the Institute of Chartered Accountants of India. Shri Lodha has served as the Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board at its meeting held on 5th May 2025, on the recommendation of the Audit Committee, has appointed

M/s Bahadur Murao & Co, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of ₹1,00,000/- (Rupees One Lakh Only) 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 Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of Directors of the Company, has appointed Shri Raj Kumar Jain (DIN: 00040282) as an Additional Director of the Company, in the category of Independent Director, to hold office for a term of Five (5) consecutive years w.e.f 14th March 2025, subject to requisite approval of the Members at the ensuing Annual General Meeting (AGM). Shri Jain holds an Engineering Degree from Delhi University and an Executive MBA degree from the Kellogg School of Business, Evanston, USA. He has held the position of Chief Executive Officer of Bennett Coleman & Co. Limited (The Times Group), the largest media company in India.

Prior to joining Bennett Coleman & Co. Limited, Shri Jain served as President & CEO of Walmart India. He spearheaded Walmart's entry into India and successfully established Wholesale Cash & Carry, Retail businesses of Walmart in India in JV with Bharti Group.

Prior to Walmart, Shri Jain was Asia Pacific Region Head, Marketing & Supply Chain at Whirlpool Corporation in Shanghai, China. During his 10 years at Whirlpool, he also served as MD & CEO of Whirlpool India Ltd. Shri Raj Kumar Jain started his career at Unilever. His successful and distinctive career spanning over 16 years in Unilever in India and U.K. included several key managerial positions in Sales, Marketing, and Supply Chain.

He is the Ex-Chairperson of the Board of American

Chamber of Commerce & Industry (AMCHAM), served on the advisory board of HOPE Foundation in India and also served on the Board of ASCI (The Advertising Standards Council of India). He is Managing Director of Clicktech Retail Private Limited and also holds directorships in JK Agri Genetics Limited, Sabhyata Foundation, Hippostores Technology Private Limited, Alpha Alternatives MSAR LLP, SRF Limited, Hippostores Platforms Private Limited, New Trends Commerce Private Limited and Relaxo Footwears Limited.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), Shri Raj Kumar Jain as an Additional Director, shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director of the Company.

The Company has also received his consents and declarations of independence under Section 149(6) of the Act. He has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Shri Raj Kumar Jain is independent of the management and possesses appropriate skills, experience and knowledge. A copy of the draft letter of appointment of Shri Raj Kumar Jain as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of this AGM, at the venue of the Meeting and is also posted on the website of the Company at www.jkfenner.com. In the opinion of the Board, Shri Raj Kumar Jain is a person of integrity, posses relevant expertise/ experience and fulfils the conditions of his appointment as an Independent Director as specified in the Act and Rules made thereunder. Further, keeping in view his qualification, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Independent Director of the Company. Accordingly, the Board recommends the Resolution as set out at Item No. 5 of the Notice for approval of the Members by means of an Ordinary Resolution. Shri Raj Kumar Jain for himself and through his relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the aforesaid Resolution.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of Directors of the Company, has appointed Shri Sanjeev Kumar Jhunjhunwala (DIN: 00177747) as an Additional Director of the Company, in the category of Independent Director, to hold office for a term of three (3) consecutive years w.e.f 12th May 2025, subject to requisite approval of the Members at the ensuing Annual General Meeting (AGM). Shri Jhunjhunwala holds master's degree in commerce and is an industrialist having more than 37 years of diversified experience in business and industry at top level of management. He has held the position of chairman & managing director of Ritu Housing Realtor Private Limited.

Shri Jhunjhunwala is engaged in Real Estate Business, shopping malls and also running various joint ventures etc., Shri Jhunjhunwala has promoted various Companies, LLPs etc engaged in Real Estate, shopping mall, Multiplex, Management Consultancy, Broking Business, Leasing business and Manufacturing activities and is also associated with the various social and educational institutions. Shri Jhunjhunwala is past President of Merchant Chamber of U.P.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), Shri Sanjeev Kumar Jhunjhunwala as an Additional Director, shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director of the Company.

The Company has also received his consents and declarations of independence under Section 149(6) of the Act. He has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Shri Sanjeev Kumar Jhunjhunwala is independent of the management and possesses appropriate skills, experience and knowledge. A copy of the draft letter of appointment of Shri Sanjeev Kumar Jhunjhunwala as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of this AGM, at the venue of the Meeting and is also posted on the website of the Company at www.jkfenner.com. In the opinion of the Board, Shri Sanjeev Kumar Jhunjhunwala is a person of integrity, posses relevant expertise/ experience and fulfils the conditions of his appointment as an Independent Director as specified in the Act and Rules made thereunder. Further, keeping in view his qualification, vast experience

and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Independent Director of the Company. Accordingly, the Board recommends the Resolution as set out at Item No. 6 of the Notice for approval of the Members by means of an Ordinary Resolution. Shri Sanjeev Kumar Jhunjhunwala for himself and through his relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the aforesaid Resolution.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 7

The Board of Directors has re-appointed Shri Vikrampati Singhania as Managing Director of the Company for a tenure of five years w.e.f. 1st April 2025 in 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 of 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	
	31.03.2024	31.03.2025
Net Sales and other income	1356.20	1554.92
Operation Profit (Before Interest, Depreciation and Tax)	289.81	361.26
Profit Before Tax	155.98	198.04

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

II. Information about the appointee:

1. Background, Recognition or Awards details:
 Shri Vikrampati Singhania, aged 59 years, holds master's degree in commerce from Chhatrapati Shahuji Maharaj University, Kanpur and MBA from Duke University, USA and is an industrialist with over 30 years of experience and has been involved in managing various industries including automotive tyres, industrial V-belts, Oil seals, Pharmaceuticals, Sugar, Clinical Research and high yielding Hybrid Seeds, etc. Shri Singhania is on the Board of the Company as Director since 13th October 2009 and has been appointed as Managing Director of the Company since 1st June 2010. His Director Identification Number 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: ₹ 76 Lacs per month in the salary range of ₹ 45 Lacs per month to ₹ 85 Lacs per month with such increments as may be decided by the Board from time to time.

B. Perquisites, allowances and 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 hospitalization 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 Section 197, 198 and other 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 and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

It is also informed that members at their meeting held on 26th March 2021 pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder accorded their approval to increase the overall limit of maximum remuneration payable to the Managing Director (along with whole-time director and Manager, if any) upto 15% of the net profits of the Company in any financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Remuneration, subject to and within the overall limit of 15% as may be decided by the Board from time to time. Shri Vikrampati Singhania is also Managing Director of JK Agri Genetics Limited. 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 JK Agri Genetics Limited or both the Companies, provided that the total remuneration drawn from the Companies does not exceed the higher maximum limit admissible from any one of the said companies.

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 7th February 2025 approved the terms of remuneration for the five years tenure of Shri Vikrampati Singhania commencing from 1st April 2025 as under:-

A. Salary: ₹ 83 Lacs per month in the salary range of ₹ 80 Lacs per month to ₹ 130 Lacs per month with such increments as may be decided by the Board from time to time.

B. Perquisites, allowances and 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 hospitalization 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 Section 197, 198 and other 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 and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

Shri Vikrampati Singhania is also Managing Director of JK Agri Genetics Limited. 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 JK Agri Genetics Limited or both the Companies, provided that the total remuneration drawn from the 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 is brother of Shri Harsh Pati Singhania, Director.

III. Other Information:

1. Reasons of loss or inadequate profits: At present, Company 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 relative 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.

activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Item No. 8

The Board of Directors has re-appointed Shri Nagaraju Srirama as Whole-time Director of the Company with the designation 'President & Director' for a tenure of three years commencing 28th May 2025 on the terms and remuneration set out hereunder subject to the approval of the members 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 automobile & industrial 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:

Rs. in Crores

Particulars	Financial year ended 31.03.2025
Net Sales and Other Income	1554.92
Operating Profit (Before Interest, Depreciation and Tax)	361.26
Profit Before Tax	198.04

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

II. Information about the appointee:

1. Background, Recognition or awards details:

Shri Nagaraju Srirama (DIN:02473218), aged 65 years, is a Corporate Professional and holds bachelor's degree in mechanical engineering from Bangalore University and a Master's Degree from Indian Statistical Institute (ISI), Kolkata. He has been a Whole-time Director with the designation 'President & Director' of J.K. Fenner (India) Limited (JKFIL) since 28th May 2013.

He is a member in various external forums like CII, ACMA and IMA. He has over 36 years of rich experience in Engineering and Auto Component industries and has in-depth knowledge and understanding of Auto Component sector.

Shri Nagaraju Srirama holds 1 Equity Share of the Company. He is a member of Audit Committee, Committee of Directors, Stakeholders' Relationship Committee and CSR Committee of JKFIL. He is also a Director on the Board of Sirpur Paper Mills Limited, Southern Spinners and Processors Limited, Modern Cotton Yarn Spinners Limited and JKF Evolve Limited.

2. Past Remuneration:

A. Salary: ₹ 9.00 Lacs per month in the salary range of ₹ 8.00 Lacs per month to ₹ 17.00 Lacs per month with such increments as may be decided by the Chairman or the Managing Director of the Company from time to time.

B. Perquisites, allowances and 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 hospitalization 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.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman/ Managing Director of the Company.

C. Performance Linked Incentive.

D. Commission: 1% of the net profits computed under Section 198 of the Companies Act, 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C and D above will be as may be determined by the Chairman/ Managing Director of the Company from time to time.

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 as per rules of the Company.

H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

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 Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

It is also informed that members at their meeting held on 26th March 2021 pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder accorded their approval to increase the overall limit of maximum remuneration payable to the Whole-time Director (along with Managing Director and Manager, if any) upto 15% of the net profits of the Company in any financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Remuneration, subject to and within the overall limit of 15% as may be decided by the Board from time to time.

3. Job Profile and his suitability: Shri Nagaraju Srirama, Whole-time Director with the designation 'President & Director' of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors, the Chairman and the Managing Director of the Company.

Shri Nagaraju Srirama has taken many initiatives in expanding business in Wrapped Belts and Timing Belts and implementing New Hose & Brake Hose

manufacturing facility at Madurai and Solar projects in Kanyakumari District, Tamil Nadu and Patancheru in Medak District, Telangana and digitization of operations. Shri Nagaraju Srirama has number of challenging projects in hand including EV Projects. It has therefore been considered desirable to continue with the services of Shri Nagaraju Srirama as Whole-time Director with the designation 'President & Director' for a further tenure of 3 years commencing from 28th May 2025.

4. Remuneration Proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 5th May 2025 approved the terms of remuneration for three years tenure of Shri Nagaraju Srirama as Whole-time Director of the Company commencing 28th May 2025 as under:-

A. Salary: ₹12.50 Lacs per month, in the salary range of ₹10 Lacs to ₹20 Lacs per month with such increments as may be decided by the Chairman/ Managing Director of the Company from time to time including increments due w.e.f. 1st July 2025.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalisation and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman/Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or the Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman or the Managing Director of the Company.

C. Performance Linked Incentive.

D. Commission: 1% of the net profits computed under Section 198 of the Companies Act, 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C and D above will be as may be determined by the Chairman/ Managing Director of the Company from time to time.

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 as per rules of the Company.
- H. Chairman or Managing Director of the Company may, from time to time, determine increase or variation in the salary range, subject to the overall limits for all managerial persons specified in or approved under Section 197, as the case may be, and other applicable provisions of the Act or any statutory modification or re-enactment 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 Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and 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 IV of Part II of Schedule V to the Act, or any statutory modification or re-enactment thereof.

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 Nagaraju Srirama, 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 Nagaraju Srirama does not have any pecuniary relationship with the Company or with the managerial personnel.

III. Other Information

1. Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a tenure of three years commencing 28th May 2025 and the future trend in the 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, Hoses & Moulded Rubber Products, 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 repayment of any of its debts.

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

Except Shri Nagaraju Srirama 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 are 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 5th May 2025

By Order of the Board

J Swaminathan

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.
- 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@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 32nd Annual General Meeting of the Company being held at 3, Madurai-Melakkal Road, Madurai-625016 (Tamil Nadu) on 19th August 2025 at 11.45 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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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

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 32nd Annual General Meeting of the Company to be held on Tuesday, 19th August 2025 at 11.45 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 2025 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 2025.		
3.	Re-appointment of Shri Harsh Vardhan Lodha, who retires by rotation.		
4.	Appointment/ Remuneration of the Cost Auditors		
5.	Appointment of Shri Raj Kumar Jain as an Independent Director		
6.	Appointment of Shri Sanjeev Kumar Jhunjhunwala as an Independent Director		
7.	Re-appointment of Shri Vikrampati Singhania as Managing Director		
8.	Re-appointment of Shri Nagaraju Srirama as Whole-time Director		

Signed this.....day of August 2025.

.....
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

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

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.

J. Swaminathan
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

