

# FENA PRIVATE LIMITED

(CIN: U74899DL1986PTC025829)

Registered office: A-237, Okhla Industrial Area, Phase-I, New Delhi 110020

Ph.: 011-41612981, 26816883, 26811989; Fax: 011- 26816885

Website: www.fena.com; E mail: praveengarg@fena.com

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## **Notice of Annual General Meeting**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of Fena Private Limited ("the Company") will be held on Tuesday, November 30, 2021 at 11:00 a.m. at the registered office of the Company to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and auditors thereon as submitted to this meeting be and are hereby received, considered and adopted."

2. To confirm interim dividend declared on equity shares for the financial year ended March 31, 2021 as final dividend and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the interim dividend @ 25% i.e., Rs. 2.50/- per equity share as already declared and paid on the equity shares of the Company be and is hereby confirmed as final dividend for the financial year 2020-21."

### **Special Business**

3. To ratify remuneration of Cost Auditors appointed to fill the casual vacancy and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under the company do hereby ratify and approve the remuneration of Rs. 1,75,000 (Rupees one lakh seventy-five thousand only) plus GST and reimbursement of out-of-pocket expenses payable to M/s Satija & Co., (FRN: 004907) appointed as Cost Auditors of the Company vide board resolution dated 24.05.2021 to fill the casual vacancy caused due to death of Mr. A.N. Satija, proprietor of M/s A.N. Satija & Co., Cost Accountants (FRN: 100267) for audit of cost records for the financial year 2020-21."



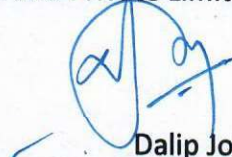
4. To ratify remuneration of Cost Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under the company do hereby ratify and approve the remuneration of Rs. 2,10,000 (Rupees two lakh ten thousand only) plus GST and reimbursement of out-of-pocket expenses payable to M/s Satija & Co., (FRN: 004907) Cost Auditors of the Company for audit of cost records for the financial year 2021-22."

By Order of Board  
For Fena Private Limited



Pradeep Jolly  
Joint Managing Director  
DIN: 00339406



Dalip Jolly  
Managing Director  
DIN: 00339592

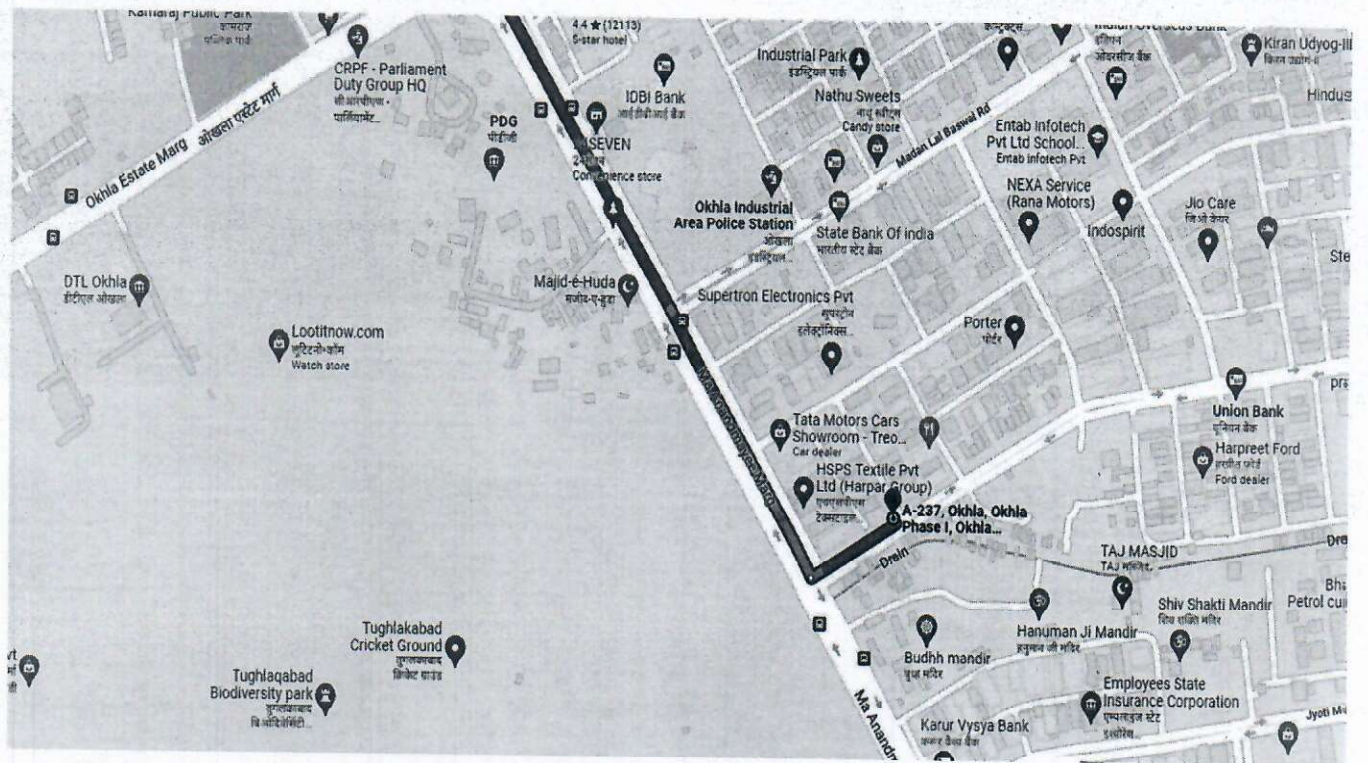
Place: New Delhi  
Date: 23.11.2021



## Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  
  
A person can act as a 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form is enclosed with the notice of meeting sent to the members.
2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days up to the date of the Annual General Meeting. Further, the statutory register shall remain open for inspection by the members during the annual general meeting.
4. The dividend, if any, declared at the annual general meeting shall be paid to the members who are the members of the Company as on the date of annual general meeting, after deduction of tax at source as applicable under Income Tax Act, 1961. The dividend shall be transferred electronically to the members who have submitted the relevant particulars and in all other cases through dividend warrants at their registered addresses. Members are requested to update their email and registered address for correspondence purposes.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business items of the notice, if any, is annexed hereto.
6. The annual general meeting is scheduled to be held after the due date of 30<sup>th</sup> September, 2021 in view of general extension of Annual General Meeting for the financial year ended as at 31<sup>st</sup> March, 2021 granted by the Registrar of Companies, NCT of Delhi & Haryana vide order no. ROC/Delhi/AGM Ext./2021/5464 dated 23.09.2021.
7. The Company has obtained consent of all members to hold Annual General Meeting at shorter period notice and same are available at the registered office of the Company.
8. Route map for the meeting venue and proxy form is enclosed with the notice of meeting sent to the members.





**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]*

CIN:

Name of the company:

Registered office:

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 the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

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 .....Annual general meeting/ Extraordinary general meeting of the company, to be held on the ..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

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



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No. 3**

The Board of Directors of the Company in their meeting held on 23.06.2020 approved the appointment of M/s A. N. Satija & Co., (FRN: 100267) Cost Accountants as Cost Auditors of the Company for the financial year 2020-21 at remuneration of Rs. 1,75,000 (Rupees one lakh seventy-five thousand only) plus GST and out-of-pocket expenses. The aforesaid remuneration of cost auditors of the company was ratified by the members of the company at the previous annual general meeting.

The Board of your Company vide resolution dated 24.05.2021, appointed M/s Satija & Co. (FRN: 004907) as Cost Auditors of the Company to fill the casual vacancy caused due to death of Mr. A.N. Satija, proprietor of M/s A.N. Satija & Co., Cost Accountants for audit of cost records for the financial year 2020-21.

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company and their remuneration is to be approved by the members in general meeting. In view of change of cost auditors as above, it is considered appropriate to seek approval of the members for remuneration of cost auditors appointed to fill the casual vacancy, although there is no change in the remuneration already approved by the members for the said financial year.

The documents related to appointment of cost auditors shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the resolution set out at Item No. 3 of the notice for the approval of members in general meeting as ordinary resolution.

### **Item no. 4**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company.

The Board of Directors of the Company in their meeting held on 23.08.2021 approved the appointment of M/s Satija & Co., (FRN: 004907) Cost Accountants as Cost Auditors of the Company



for the financial year 2021-22 at remuneration of Rs. 2,10,000 (Rupees two lakh ten thousand only) plus GST and out-of-pocket expenses. The remuneration of cost auditors of the company is required to be ratified by the members of the company at the ensuing annual general meeting.

The documents related to appointment of cost auditors shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the resolution set out at Item No. 4 of the notice for the approval of members in general meeting as ordinary resolution.

By Order of Board  
For Fena Private Limited



Pradeep Jolly  
Joint Managing Director  
DIN: 00339406



Dalip Jolly  
Managing Director  
DIN: 00339592

Place: New Delhi  
Date: 23.11.2021