

FENA PRIVATE LIMITED

(CIN: U74899DL1986PTC025829)

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

Ph.: 011-41612981, 69057100, 41612983; Fax: 011- 41612982

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

Notice of Annual General Meeting

Notice is hereby given that the **39th Annual General Meeting** of the members of **Fena Private Limited** ("the Company") will be held on **Tuesday, September 30, 2025 at 11:00 a.m.**, at the registered office of the Company, to transact the following business:

Ordinary Business

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.**

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, 2025 together with the reports of the Board of Directors and Auditors thereon, as circulated to members be and are hereby considered and adopted."

- 2. To confirm Interim dividend as final dividend for the financial year 2024-25.**

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 @ 100% i.e., Rs. 10 per equity share of Rs. 10 each, declared by the Board on 03.09.2025 be and is hereby confirmed as final dividend for the financial year 2024-25."

- 3. To re-appoint Statutory Auditors and to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the said Auditors."

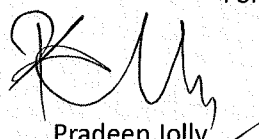
Special Business

4. To ratify the remuneration of Cost Auditors for the financial year 2025-26.

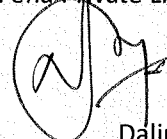
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration of Rs. 3,25,000 (Rupees Three Lakh Twenty-Five Thousand only) plus GST and reimbursement of out-of-pocket expenses, payable to M/s Satija & Co., Cost Accountants (Firm Registration No. 004907), for conducting the cost audit of the Company for the financial year 2025-26, as approved by the Board of Directors, be and is hereby ratified."

By Order of Board
For Fena Private Limited



Pradeep Jolly
Director
DIN: 00339406



Dalip Jolly
Chairman and
Managing Director
DIN: 00339592

Date: 03.09.2025

Place: New Delhi

Notes:

1. The shareholders of the Company are hereby informed that the dematerialisation facility for the equity shares of the Company is now available. The International Securities Identification Number (ISIN) **INE19SQ01017** has been allotted by the National Securities Depository Limited.

Shareholders are requested to take note of the above and are encouraged to avail the dematerialisation facility for the equity shares held by them at the earliest. Further, the members are also advised to avail the nomination facility in respect of their shareholding and also update their email and registered address for correspondence purposes.

2. 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 himself, 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.

3. The dividend, if any, declared at the 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.

4. The Statutory registers, including the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, shall be available for inspection by the members at the venue of the Meeting, in accordance with the provisions of the Companies Act, 2013.

5. The documents referred to in the accompanying notice shall be available for inspection at the registered office of the Company during the office hours on all working days, up to the date of Meeting.

6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business items set out in the notice, is annexed hereto.

7. The route map to the venue of the meeting and the proxy form are being circulated separately along with the Annual Report to the members.

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. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint a Cost Auditor to audit the cost records maintained by the Company for its applicable products.

The Board of Directors, at its meeting held on June 19, 2025, approved the appointment of M/s Satija & Co., Cost Accountants (Firm Registration No. 004907), as the Cost Auditors of the Company for the financial year 2025–26, at a remuneration of Rs. 3,25,000 (Rupees Three Lakh Twenty-Five Thousand only) plus applicable GST and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

The relevant documents in connection with the appointment and terms of remuneration of the Cost Auditors shall remain open for inspection at the Registered Office of the Company during normal business hours on working days, up to and including the date of the Annual General Meeting.

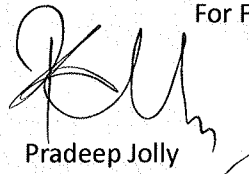
None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the members.

Date: 03.09.2025

Place: New Delhi

By Order of Board
For Fena Private Limited


Pradeep Jolly
Director
DIN: 00339406


Dalip Jolly
Chairman and
Managing Director
DIN: 00339592

