

JTEKT Fuji Kiko Automotive India Limited
(formerly known as Sona Fuji Kiko Automotive India Limited)

CIN: U35122DL2007PLC166496

Regd. Office: UGF-6, Indraprakash,
21, Barakhamba Road, New Delhi – 110 001

Telephone No. – 011-23311924

Email: meenu.papreja@jtekt.co.in

Website – www.jtekt.co.in

NOTICE

Notice is hereby given that the **14th Annual General Meeting** of the members of JTEKT Fuji Kiko Automotive India Limited (formerly known as Sona Fuji Kiko Automotive Limited) will be held on Wednesday, the 01st day of September, 2021 at 11:30 A.M. at the Registered Office of the Company located at UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statement for the Financial Year ended 31st March, 2021, including audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividend paid during Financial Year 2020-21 and declare final dividend for the Financial Year ended 31st March, 2021.
3. To appoint a director in place of Masayuki Watanabe (DIN: 08186163), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, 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) read with Schedule V of the Companies Act, 2013 and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded for payment of revised remuneration to Mr. Kazuhiro Ohkawara, Managing Director of the Company, with effect from 1st June, 2021, for the remaining period of his appointment, i.e. upto 31st March, 2022, within the overall remuneration as approved by the Board in its meeting held on 11th May, 2021, upon the terms and conditions including as to remuneration set out in the draft agreement submitted to this meeting and initialled by the Chairman of the Meeting for the purpose of identification, which specifically sanctions the liberty to the Board of Directors to alter and vary the terms and conditions including as to remuneration for the said appointment and/or Agreement in such manner as may be agreed between the Board of Directors and Mr. Kazuhiro Ohkawara, Managing Director of the Company.



RESOLVED FURTHER THAT all acts done in terms of the above resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to do all such acts, deeds and things as may be required in connection with the above and to settle any questions of difficulty or doubts that may arise in the acts/matters related to above.”

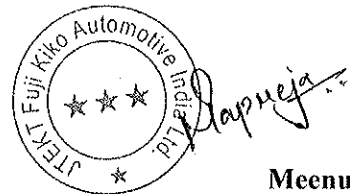
**By order of the Board
For JTEKT Fuji Kiko Automotive India Limited**

Registered Office Address:

*UGF-6, Indraprakash,
21, Barakhamba Road,
New Delhi-110 001*

Place: New Delhi

Date: 11.05.2021




**Meenu Papreja
(Company Secretary)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. **PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.** A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution / authority, as applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

**By order of the Board
For JTEKT Fuji Kiko Automotive India Limited**

Registered Office Address:
UGF-6, Indraprakash,
21, Barakhamba Road,
New Delhi-110 001
Place: New Delhi
Date: 11.05.2021


Meenu Papreja
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

Mr. Kazuhiro Ohkawara was appointed as Managing Director of the Company for a period of three (3) years effective 1st April, 2019 to 31st March, 2022 vide the resolutions approved by the Board and Shareholders in their meetings held on 26th March, 2019 and 20th June, 2019 respectively. Further, the Central Government vide its letter No. SRN H67596643/2/2019 - CL-VII had also approved his terms of appointment as Managing Director of the Company on 24th July, 2019.

In continuation to the above and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Board had in its meeting held on 05th February, 2020 accorded its consent for revision of remuneration of Mr. Kazuhiro Ohkawara with effect from 1st April, 2020 until the remaining period of his appointment i.e. up to 31st March, 2022.

Further, the Board, in its meeting held on 11th May, 2021 has accorded its consent for further revision of remuneration of Mr. Kazuhiro Ohkawara with effect from 1st June, 2021 until the remaining period of his appointment i.e. up to 31st March, 2022.

The approval of members is now being sought for the payment of revised remuneration to Mr. Kazuhiro Ohkawara with effect from 1st June, 2021 until the remaining period of his appointment i.e. up to 31st March, 2022, on the terms and conditions as embodied in the draft Agreement (a copy whereof shall be placed before the members) referred to in the resolution. The extracts of the aforesaid draft agreement to be executed between the Company and Mr. Kazuhiro Ohkawara are as under:

- I) Mr. Kazuhiro Ohkawara shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board of Directors and shall perform such other duties and services as shall from time to time entrusted to him by the Board of the Company.
- II) **Remuneration:**
 - (a) Basic Salary:
Rs. 10,00,000/- (Rupees Ten Lacs only) per month.
 - (b) Special Salary:
Rs. 5,40,000/- (Rupees Five Lacs Forty Thousand only) per month.
 - (c) Perquisites:
 - i. In addition to the above salary, Mr. Kazuhiro Ohkawara, Managing Director of the Company shall be entitled to furnished accommodation (including gas, electricity, water etc.) or House Rent Allowance. The value of this perquisite / allowance shall be restricted to an amount equivalent to Rs. 95,000/- (Rupees Ninety-Five Thousand only) per month.

- ii. Mr. Kazuhiro Ohkawara, Managing Director shall also be entitled to perquisites like Medical Reimbursement, Leave Travel Concession (including temporary return to home, twice in a year) for self and family. The value of these perquisites shall be restricted to an amount equivalent to Rs. 7,250/- (Rupees Seven Thousand and Two Hundred Fifty only) per month.

Explanation: 'Family' means the spouse, the dependent children and dependent parents of the Appointee.

- iii. Provision for use of chauffeur driven Company Car, as per Company's policy for official duties and telephone(s) at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites.
- iv. Company's contribution to Provident Fund and payment of Gratuity as per applicable law in force from time to time.

- (d) Bonus maximum upto Rs.42,00,000/- (Rupees Forty-Two Lacs only) per annum payable on half yearly basis, with the authority of Board to determine the Bonus from time to time.

Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of Mr. Kazuhiro Ohkawara as the Managing Director of the Company, the aforesaid remuneration shall be the minimum remuneration payable to Mr. Kazuhiro Ohkawara.

- III) The Agreement is for the remaining period of his tenure i.e. w.e.f 1st June, 2021 up to 31st March, 2022, which may be terminated by either party giving the other party one (1) month notice or salary in lieu thereof.
- IV) Mr. Kazuhiro Ohkawara shall not be liable to retire by rotation.
- V) That Mr. Kazuhiro Ohkawara is being appointed as the Managing Director by virtue of his being nominated by JTEKT India Limited in terms of Article 114 of the Articles of Association of the Company and if at any time JTEKT India Limited withdraws the said nomination, for any cause whatsoever, he shall cease to be the Managing Director of the Company.
- VI) The Managing Director shall not be entitled to supplement his earnings under the appointment with any buying or selling commission. He shall also not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.
- VII) The Managing Director shall be in the whole time employment of the Company and thus devote the whole of his attention to the business of the Company. During the terms of the service with the Company, the Managing Director hereby undertakes not to take up any other employment / assignment and further shall not draw any remuneration, commission, fees etc. from any other source in India.
- VIII) The terms and conditions of the said appointment and/or Agreement(s) may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act, 2013, or any amendments made hereafter in this regard.

Further, in terms of the provisions of Sections 197 and 203 read with Schedule V of the Companies Act, 2013, the total remuneration payable to all the managerial personnel of the Company may exceed the limit of 5 percent individually/ 11 percent collectively of the estimated net profits for the forthcoming financial year(s) respectively.

Accordingly, approval of the shareholders of the Company by way of Special Resolution is sought for the payment of the minimum remuneration as recommended by the Board of Directors in their meeting held on 11th May, 2021, to Mr. Kazuhiro Ohkawara. The requirement of Central Government approval for payment of remuneration exceeding the prescribed limits under the provisions of Companies Act, 2013, which was hitherto required has been done away with.

The information required in terms of Para B of Part II of Schedule V of the Companies Act, 2013, is as under:

GENERAL INFORMATION:

- (1) **Nature of the Industry:** Auto Components Manufacturing Industry
- (2) **Date of Commercial Production:** The Company commenced its commercial production on 12th November 2009.
- (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:** The performance of the Company on the basis of financial parameters is as under:

Amount (Rs. in Lacs)

PARTICULARS	2020-21	2019-20	2018-19	*2017-18	*2016-17
	(audited)	(audited)	(audited)	(audited)	(audited)
Turn Over	8339.93	9980.42	10335.32	8905.65	8749.00
Depreciation	505.85	630.26	536.71	412.11	407.72
Profit/(Loss) Before Tax	543.15	1301.20	1590.96	1408.03	1103.83
Tax	142.66	308.80	464.50	459.37	390.65
Profit/(Loss) After Tax	400.49	992.40	1126.46	948.66	713.18
Other comprehensive income	10.93	(11.94)	2.93	3.81	-2.54
Profit/(Loss) Brought Forward From Last year	4345.82	3968.13	3200.41	2338.21	1717.85
Less: Reduction from reserves	500.00	602.78	361.67	90.27	90.27
Profit/(Loss) Carry Forward	4257.23	4345.82	3968.13	3200.41	2338.21

* The Financials of the Company has been adjusted for the differences as per implementation of IndAS.



- (5) **Foreign investment or collaboration, if any:** The Company is a Joint Venture (JV) of JTEKT India Limited (*formerly known as Sona Koyo Steering Systems Limited*) (JIN) and Fuji Kiko Co., Ltd, Japan (FKK). The Company is engaged in the activity of manufacture, sale, supply of jacket column assembly, intermediate shafts and other automotive components. For this purpose, technology support is provided by the JV partner Fuji Kiko Co., Ltd, Japan. The details of Investment in the Company, by the Company's Collaborator, is as under:

Sl. No.	Shareholder	No. of equity Shares held
I.	Fuji Kiko Co. Ltd.; Japan	49,00,000

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background Details:** Mr. Kazuhiro Ohkawara was born on 09th January, 1968 (aged 53 years). He is a graduate from Department of Technology from Daido Kogyo University, Japan and has total working experience 30 years (approximately).
- (2) **Past Remuneration in Company:** For the Financial Year 2020-21, remuneration of Mr. Kazuhiro Ohkawara was as under:

- (a) Basic Salary:

Rs. 8,60,000/- (Rupees Eight Lacs Sixty Thousand only) per month.

- (b) Special Salary:

Rs. 4,40,000/- (Rupees Four Lacs Forty Thousand only) per month.

- (c) Perquisites:

- i. In addition to the above salary, Mr. Kazuhiro Ohkawara, Managing Director of the Company shall be entitled to furnished accommodation (including gas, electricity, water etc.) or House Rent Allowance. The value of this perquisite / allowance shall be restricted to an amount equivalent to Rs. 95,000/- (Rupees Ninety-Five Thousand only) per month.
- ii. Mr. Kazuhiro Ohkawara, Managing Director shall also be entitled to perquisites like Medical Reimbursement, Leave Travel Concession (including temporary return to home, twice in a year) for self and family. The value of these perquisites shall be restricted to an amount equivalent to Rs. 7,250/- (Rupees Seven Thousand and Two Hundred Fifty only) per month.

Explanation: 'Family' means the spouse, the dependent children and dependent parents of the Appointee.

- iii. Provision for use of chauffeur driven Company Car, as per Company's policy for official duties and telephone(s) at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites.

- iv. Company's contribution to Provident Fund and payment of Gratuity as per applicable law in force from time to time.
- (d) Bonus maximum upto Rs.42,00,000/- (Rupees Forty-Two Lacs only) per annum payable on half yearly basis, with the authority of Board to determine the Bonus from time to time.
- (3) **Recognition or awards:** Nil
- (4) **Job profile and his suitability:** The appointee was appointed as Managing Director of the Company w.e.f. 01st April, 2019 and is responsible for the management of the whole of affairs of the Company. Before his appointment as Managing Director of the Company, he has held the office of Assistant General Manager in Manufacturing Department of Arai Plant of Fuji Kiko Co. Ltd. Japan. The appointee has vast experience in the field of process engineering and manufacturing operations. Keeping in view of his experience and knowledge, he is best suited for the position.
- (5) **Remuneration Proposed:** The detail of the remuneration proposed is as mentioned hereinabove.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the present scenario of pay package being offered to other Japanese Expatriates, the proposed remuneration package of the Mr. Kazuhiro Ohkawara matches to the prevailing remuneration package in the concerned industry.
- (7) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of Mr. Kazuhiro Ohkawara being director of the Company, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel.
- (8) **Other information:**

1.	Profile of Director:	Mr. Kazuhiro Ohkawara (aged 53 years) is a Japanese National. Mr. Ohkawara completed his graduation in Department of Technology from Daido Kogyo University, Japan in March, 1991. After completing his graduation, Mr. Ohkawara joined Fuji Kiko Co. Ltd. in April, 1991. He has held various offices and handled different job profiles from time to time during his long term association with Fuji Kiko Group Companies. He held the office of Group Leader in Project Director (PD) Office from January, 2005 to March, 2007. In April, 2007 he was appointed as Director and Factory Manager in Summit Fuji Kiko Kurata Manufacturing Co. Ltd. From the Year 2009 to 2016, he has been deployed in Machinery Engineering Control Department, initially as Senior Manager and thereafter promoted to General Manager in the same department. Later in the Year 2016, Mr. Ohkawara served as Office Manager in Assembly Manufacturing and Engineering Technology Department and then in 2017 he was General Manager in Elemental Production Engineering
----	----------------------	---

		Department. Before joining the Company, Mr. Ohkawara was holding the office of Assistant General Manager in Manufacturing Department of Arai Plant of Fuji Kiko Co. Ltd. Mr. Ohkawara has got vast experience of handling manufacturing operations. He has total working experience of 30 years.
2.	Date of First Appointment:	01 st April, 2019
3.	Shareholding in the Company:	NIL
4.	Relationship with other Directors, Manager and other Key Managerial Personnel:	N.A
5.	Number of Board Meetings attended during the Financial Year 2020-21:	4
6.	Membership/ Chairmanship of Committees of other Boards.	None

III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits: In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. The Indian economy was hoping for some revival at the beginning of 2021, but due to Covid-19, all prospects of an early financial rebound diminished. In order to meet the challenges posed by Covid-19, the Government decided to impose nationwide lockdown in the last week of March 2020 which remained in force till May, 2020 leading to stoppage of economic activity across India adversely impacting growth. The slowdown was witnessed in almost all sectors right from manufacturing to construction and the auto industry was no exception to it.

Unfortunately, despite the launch of vaccinations, the pandemic challenges are not over and we all have witnessed a very strong second wave of COVID 19 in April 2021, which again forced the State Governments to impose lockdowns, which has further impacted the economy negatively and added to the uncertainty of future.

- (2) Steps taken or proposed to be taken for improvement: The Company has taken various steps to reduce cost and earn profits. In keeping with its employee-safety first approach, the Company has taken several initiatives to tackle unprecedented situation of Covid-19. In line with the government guidelines and best practices followed in the industry the company has promptly launched a series of initiatives related to Covid-19 such as (a) conducting awareness sessions via online training programs (b) continuous monitoring of health of employees and visitors of the Company (c) regular sanitisation and modification

in the layout of work areas (d) where practically possible adopted 'work-from-home' model.

- (3) Expected increase in productivity and profits in measurable terms: The Company is hopeful for recovery when COVID-19 pandemic subsides.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying notice for approval of the members.

The directors of the Company are deemed to be concerned or interested in the resolution set out at Item No. 4 to the extent of their directorship, their and/or their relative's shareholding, if any, in the Company.

Except Mr. Kazuhiro Ohkawara, being appointee, none of the other Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4.

The resolution is accordingly recommended by Board of Directors for members' approval.

Inspection of documents:

The material documents referred to hereinabove are available for inspection for the Members at the Registered Office of the Company from the date hereof up to the date of the ensuing General Meeting during working hours on working days (except Saturdays, Sundays & Public holidays).

**By order of the Board
For JTEKT Fuji Kiko Automotive India Limited**

**Registered Office Address:
UGF-6, Indraprakash,
21, Barakhamba Road,
New Delhi-110 001
Place: New Delhi
Date: 11.05.2021**



**Meenu Papreja
(Company Secretary)**

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 : U35122DL2007PLC166496
 Name of the Company : JTEKT Fuji Kiko Automotive India Limited
(formerly known as Sona Fuji Kiko Automotive Limited)
 Registered Office : UGF-6, Indraprakash,
 21, Barakhamba Road, New Delhi – 110 001

Name of 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 on my / our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 01st day of September, 2021 at 11:30 A.M. at the registered office of the Company located at UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi – 110 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited Standalone Financial Statement for the Financial Year ended 31st March, 2021, including audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividend paid during Financial Year 2020-21 and declare final dividend for the Financial Year ended 31st March, 2021.

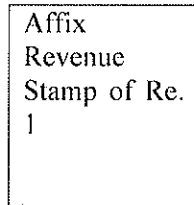


3. To appoint a director in place of Masayuki Watanabe (DIN: 08186163), who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and approve revision in remuneration of Mr. Kazuhiro Ohkawara, Managing Director of the Company.

Signed this ____ day of _____, 2021.

Signature of Shareholder _____

Signature of Proxy Holder _____



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.



JTEKT Fuji Kiko Automotive India Limited
(formerly known as Sona Fuji Kiko Automotive India Limited)
CIN: U35122DL2007PLC166496
Regd. Office: UGF-6, Indraprakash,
 21, Barakhamba Road, New Delhi – 110 001
 Telephone No. – 011-23311924
 Email: meenu.papreja@jtekt.co.in
 Website – www.jtekt.co.in

ATTENDANCE SLIP

(FOURTEENTH ANNUAL GENERAL MEETING)
01.09.2021

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:	01.09.2021	Time :	11:30 A.M.
Place:	UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi – 110 001		

Signature of the Shareholder/ Proxy/Representative present	
---	--

Regd. Folio		DP ID & Client ID	N.A.
(If not dematerialized)		(If dematerialized)	
Name of the Shareholder			
Number of Shares			



ROUTE MAP FOR VENUE OF 14TH ANNUAL GENERAL MEETING OF THE COMPANY

UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi-110 001, Venue for 13th Annual General Meeting

