



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given that the following resolutions are circulated for approval of the Members of JK Agri Genetics Ltd. to be accorded by Postal Ballot (including voting through electronic means) in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:

1. To consider and, if thought fit, to give assent or dissent to the following Special Resolution:

“RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the rules, if any, issued/ prescribed by the Central Government of India and subject to other requisite approvals, if any, confirmation/ approval of the members be and is hereby accorded for Corporate Guarantee not exceeding ₹ 20 Crores approved by the Board of Directors of the Company at its meeting held on 23rd October, 2013 in favour of YES Bank Ltd./ ICICI Bank Ltd./ other Banks, in consideration of the said Bank(s) providing financial assistance in aggregate not exceeding ₹ 20 Crores to various Seed Organisers associated with the Company, to enable them to meet working capital requirements for meeting expenses incurred on activities related to production of seed, other crop and development of land, on the terms and conditions as may be necessary and mutually decided between the Company and the said Bank(s), notwithstanding that the aggregate of loans and investments so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceeds the limits specified under the said Section, and the resolution of the Board of Directors dated 23rd October, 2013 authorising execution of the Corporate Guarantee as aforesaid be and is hereby confirmed.”

2. To consider and, if thought fit, to give assent or dissent to the following Special Resolution:

“RESOLVED that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the approval of such appropriate authorities as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board to exercise the powers conferred herein) to give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹150 Crores, notwithstanding that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board exceed the limits specified under Section 186 of the said Act.

RESOLVED further that Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds and things as they may deem necessary and proper in this matter.”

Regd. Office:

7, Council House Street, Kolkata -700 001

CIN : L01400WB2000PLC091286

Website : www.jkseeds.net

Email : jkagshareholder@jkmail.com,

Phone : 033-22488343, Fax: 033-22481641

Date : 25th July, 2014

By Order of the Board

Anoop Singh Gusain
Company Secretary

NOTES:

1. The Explanatory Statement setting out the material facts concerning the Resolutions is annexed.
2. Pursuant to the provisions of Section 110 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, assent or dissent of the members in respect of the resolutions contained in the Notice dated 25th July, 2014 are being taken through Postal Ballot/e-voting.
3. The Company has appointed Shri Pranav Kumar, Partner, M/s Pranav Kumar & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot/e-voting.
4. Notice is being sent to all the Members/Beneficiaries, whose name appears on the Register of Members/ Record of Depositories as on 25th July, 2014. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date.
5. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the Members who have registered email-ids, through e-mail and to all other members by Post along with Postal Ballot Form.

6. The Company is extending e-voting facility as an alternate for its Members to enable them to cast their vote electronically instead of dispatching postal ballot forms. E-voting is optional for Members.
7. Please note that Members can opt for only one mode of voting i.e., through Postal Ballot or e-voting. In case of voting by both the modes, voting done through a valid physical Postal Ballot Form will prevail and e-voting of such Member will be ignored.
8. In case, the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organized through Central Depository Services (India) Ltd., such Member may send a request to the Registrar & Share Transfer Agent of the Company at their e-mail id-'rta@alankit.com', for obtaining the Notice and Postal Ballot form in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the Member to send back the Postal Ballot Form by 5.30 P.M. on or before 2nd September, 2014.
9. There will be one Postal Ballot Form/e-voting for every Folio/Client Id irrespective of the number of joint holders.
10. Voting rights in the postal ballot cannot be exercised by a proxy.
11. The Scrutinizer will submit his report as soon as possible after the last date of receipt for postal ballot/e-voting i.e., 2nd September, 2014 but not later than 4th September, 2014.
12. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
13. The Chairman and in his absence any person authorised by the Chairman will declare/ announce the result of the postal ballot/ e-voting on 5th September, 2014. The date of declaration of the result of postal ballot/ e-voting will be taken to be the date of passing of the resolution.
14. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at 'www.jkseeds.net' and on the website of CDSL and communicated to the Stock Exchanges on which shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of Section 372A of the Companies Act, 1956 and in view of exceptional circumstances and taking into account the urgency in the matter, the Board at its meeting held on 23rd October, 2013 unanimously passed a resolution approving giving of Corporate Guarantee for an amount in aggregate not exceeding ₹ 20 Crores, in favour of Yes Bank/ ICICI Bank/ other banks, in consideration of the said Bank(s) providing financial assistance in aggregate not exceeding ₹ 20 Crores to various seed organisers associated with the Company.

In terms of the said Section read with the Companies (Management and Administration) Rules 2014, the aforesaid resolution of the Board of Directors is required to be confirmed within twelve months by means of a Special Resolution through Postal Ballot, since guarantee given as aforesaid, exceeded the limits specified under the said Section.

The Board accordingly recommends above resolution for confirmation/approval of the Members by means of a Special Resolution through Postal Ballot.

None of the Directors and the Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the above Resolution.

Item No. 2

As per provisions of Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate; exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Where giving of any loan or guarantee or providing any security or the acquisition mentioned above, exceed the aforesaid limits, then prior approval of the members by means of a Special Resolution shall be necessary.

Keeping in view the increased activities of the Company and as a measure of achieving greater financial flexibility and to enable the Company to provide guarantees/ securities, as may be required in connection with the financial assistance of various Banks to seed organisers who are associated with the Company, it is considered desirable to empower the Board of Directors or any duly constituted committee thereof for giving any loan to any person or other body corporate or giving guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an amount not exceeding ₹ 150 Crores.

The Board accordingly recommends above resolution for approval of the Members by means of a Special Resolution through Postal Ballot.

None of the Directors and the Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the above Resolution.

Regd. Office:

7, Council House Street, Kolkata -700 001

CIN : L01400WB2000PLC091286

Website : www.jkseeds.net

Email : jkagls shareholder@jksmail.com,

Phone : 033-22488343, Fax: 033-22481641

Date : 25th July, 2014

By Order of the Board

Anoop Singh Gusain
Company Secretary

INSTRUCTIONS FOR VOTING

Voting in Physical form

1. A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 2nd September, 2014 (5.30 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the members has not been received.
2. Envelopes containing postal ballots, if sent by courier at the expense of the registered Member will also be accepted.
3. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
4. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected.
5. The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company.
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, together with attested specimen signatures (character) of the authorised signatory(ies).
7. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later the date specified in Point No.1 above.

Voting through electronic mode

I. The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com during the period from 4th August, 2014 (10.00 A.M.) to 2nd September, 2014 (5.30 P.M.) and Click on "Shareholders" tab.
- (ii) Select "JK Agri Genetics Ltd." from the drop down menu and click on "SUBMIT"
- (iii) Shareholders maintaining their holding in Demat form should enter their User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the characters displayed on the image verification and Click on Login.
- (v) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (vi) For first time user follow the steps given below:

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| | For Members holding shares in Demat Form and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. For Example: if your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234. |
| Date of Birth OR Dividend Bank Details OR Number of Shares | <ul style="list-style-type: none"> • Enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 25th July, 2014 in the Dividend Bank details field. |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on "JK Agri Genetics Ltd." On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- II.
 - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - III. The voting period begins on 4th August, 2014 from 10.00 A.M. and ends on 2nd September, 2014 at 5.30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on 25th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.