

NOTICE

NOTICE is hereby given that the **17th Annual General Meeting** of the Members of **JK Agri Genetics Limited** will be held at **Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata -700 020** on **Friday, 25th August 2017** at **11.00 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 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Smt. Swati Singhania who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Shri Sanjay Kumar Gupta who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit to pass, the following as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, M/s. BGJC & Associates, LLP, Chartered Accountants, (Registration No. 003304N) be and are hereby appointed as Auditors of the Company for a term of two consecutive years to hold office from the conclusion of the 17th Annual General Meeting (AGM) till the conclusion of the 19th AGM to be held in the year 2019, subject to ratification of the appointment by the Members at the AGM to be held in the year 2018, on a remuneration of ₹ 2,75,000/- (Rupees Two Lac Seventy Five Thousand only) per annum, up to the conclusion of the next AGM in addition to service tax/ GST, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorised to fix the remuneration for the remaining tenure of the Auditors.”

Regd. Office:

7, Council House Street, Kolkata-700 001

CIN: L01400WB2000PLC091286

Website: www.jkagri.com

Email: jkaglshareholder@jkmail.com

Phone: +9133-22486181, Fax: +9133-22481641

Date: 7th July 2017

By Order of the Board

Anoop Singh Gusain
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. PROXIES 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 (50) 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 MEMBER.
2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
3. Relevant documents referred to in the accompanying Notice, shall be available for inspection at the Registered and Administrative Office of the Company during normal business hours (between 11.00 AM to 1.00 PM) on all working days upto and including the date of the AGM and also at the venue of the Meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th August 2017 to 25th August 2017 (both days inclusive).
5. The Dividend of ₹ 4/- per Equity Share of ₹ 10/- each (40%) as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 25th August 2017 or to their mandatees. In respect of shares held by the Members 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 the financial year 2016-17, the Notice of the 17th AGM of the Company along with Admission Slip and Proxy Form are being sent 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).
7. Physical copy of the Annual Report for the financial year 2016-17, the Notice of the 17th 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/ Depository Participants. The Annual Report for the financial year 2016-17 and the Notice of the 17th AGM will also be available on the Company's website www.jkagri.com.
8. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Any such Member may use registration form attached with the Notice.**

9 APPOINTMENT OF DIRECTORS:

Brief resume of the Directors proposed to be re-appointed (Item No. 3 & 4 of the Notice) is given hereunder:

- Smt. Swati Singhania, aged 50 years, did M.Sc. from Delhi University with specialisation in Microbiology. Her Director Identification No. is 00095409. She joined the Board of Directors of the Company on 3rd February 2015. She does not hold directorship in any other Company. Smt. Singhania is wife of Shri Vikrampati Singhania, Director of the Company. She does not hold any Equity Shares of the Company. Smt. Singhania attended all the four Board Meetings of the Company held during the financial year ended 31st March 2017.

- Shri Sanjay Kumar Gupta, aged 47 years, is a Science Graduate from National Dairy Research Institute (NDRI), Karnal and also holds PG Diploma in Management from IIM, Ahmedabad. His Director Identification No. is 01797850. Shri Gupta has been Whole-time Director since 23rd October 2013, prior to which Shri Gupta was President of the Company since 2nd November 2012. He has over 24 years of rich experience in agri products and related industry in various capacities. Shri Gupta is a director of JK Plant Bio Sciences Research Ltd. Chairmanship/Membership of Shri Gupta in Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Nil.

Shri Gupta attended all the four Board Meetings of the Company held during the financial year ended 31st March 2017. He does not hold any Equity Shares of the Company. Shri Gupta is not related to any other Director and Key Managerial Personnel of the Company. The terms and conditions of appointment including remuneration of Shri Gupta as Whole-time Director of the Company are as approved by the Members at the AGM held on 9th September 2016.

10. Remote e-voting procedure:-

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members, facility to exercise their right to vote at the 17th AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and the members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

The instructions for Members for remote e-voting are as under:

- (i) The voting period begins on 22nd August 2017 at 10.00 A.M. and ends on 24th August 2017 at 5.00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 18th August 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- (iii) Log on to the e-voting website www.evotingindia.com and Click on 'Shareholders/Members'.
- (iv) Members 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.
- (v) Enter the characters displayed on the Image Verification and Click on Login.
- (vi) 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.
- (vii) For the first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant, are requested to use the first two letters of their name in Capital Letters followed by 8 digits of the sequence number in the PAN field. The sequence number is printed on the address slip on the envelope. In case the sequence number is less than 8 digits, enter the applicable number of 0's after the first two letters of the name in Capital Letters and before the sequence number. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 that 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of JK Agri Genetics Ltd.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If a Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th August 2017 may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) 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.com under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 18th August 2017 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (xxiii) The Company has appointed Shri P.K. Sarawagi, of M/s P. Sarawagi & Associates, Practicing Company Secretary, as Scrutiniser to scrutinise the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- (xxiv) The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 18th August 2017 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
12. The results declared along with the consolidated Scrutiniser's Report shall be placed on the Company's website www.jkagri.com and on the website of CDSL e-voting www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchange.

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Phone: +9133-22486181, Fax: +9133-22481641

Date: 7th July 2017

By Order of the Board

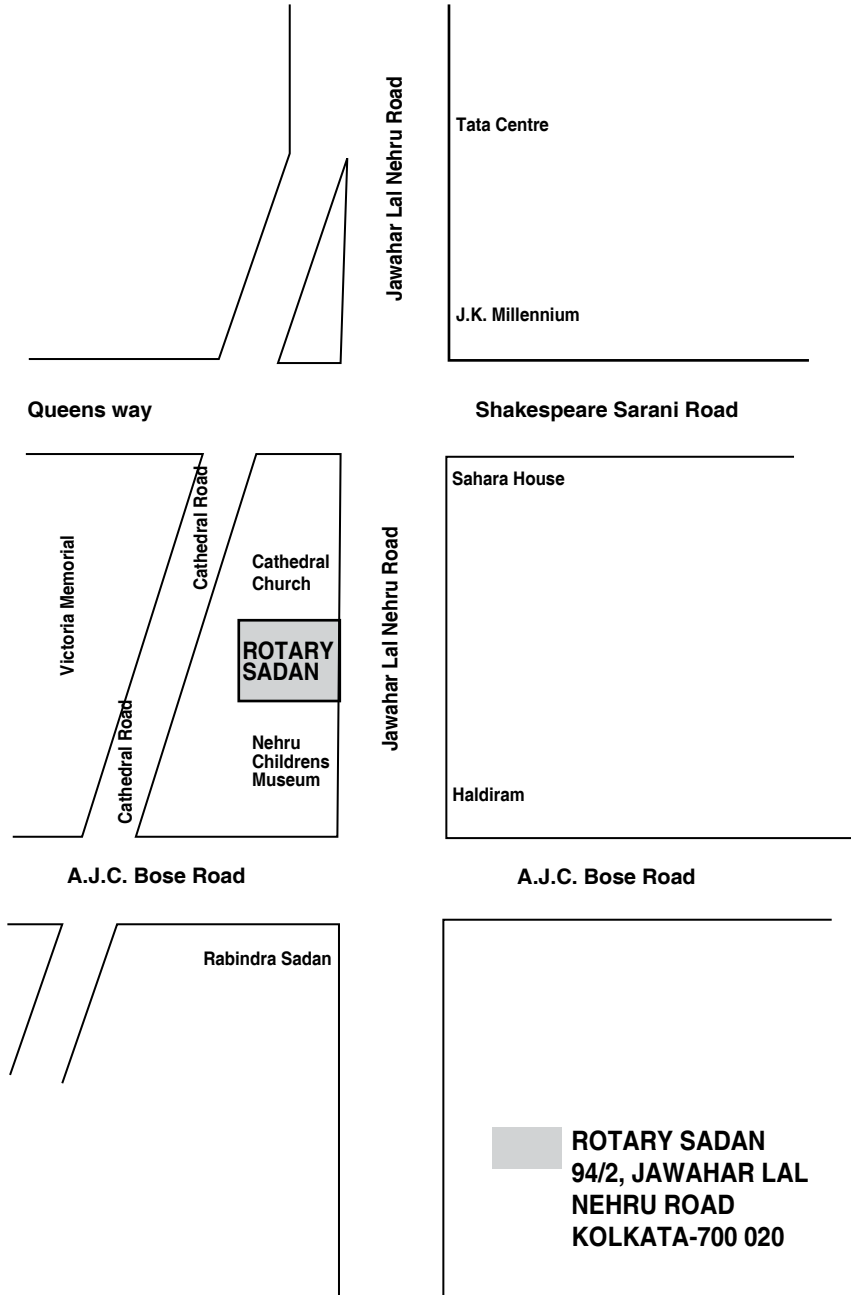
Anoop Singh Gusain
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. Please Check the Pincode in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. Any person seeking transfer of shares in physical form should furnish copy of PAN card of the Transferor and Transferee to the Company/RTA for registration of transfer of Shares.
4. Multiple folios: Members having multiple folios are requested to write to Company/RTA for consolidation of the folios to save the administrative or servicing cost.
5. **Dividend Warrants, Share Transfer etc.:**
 - a. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the Company to print the bank account details of the investors on dividend payment instrument. Accordingly, the Members are requested to register/ update their correct bank account details with the Company/ RTA Depository Participant, as the case may be alongwith nine digit MICR/ NECS details to enable the Company to directly credit the dividend amount in their Bank Account.
 - b. Requests for transfer of Equity Shares and related correspondence should be addressed to the **Company's Registrar and Share Transfer Agents: Alankit Assignments Ltd.**, Alankit Heights, IE/13, Jhandewalan Extension, New Delhi – 110 055. Members holding shares in dematerialised mode should approach the Depository Participant with whom they are maintaining Account for registration of change in address, bank mandate, nomination, etc. For other matters, kindly write to the Company Secretary at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002 or E-mail at anoops@jkm.com
6. **Unclaimed Dividends- Transfer to Investor Education and Protection Fund:**
 - (a) The unclaimed dividend will be transferred to the Investor Education and Protection Fund (IE & PF) on expiry of 7 years from the date the dividend became due for payment.
 - (b) The unclaimed Dividend for the Financial Year 2013-14 ended 31st March 2014 will become due for transfer to IE & PF on 18th September 2021.
 - (c) Members who have not claimed their dividend for the Financial Years 2013-14 (the year of declaration of maiden dividend) onwards may send their unclaimed dividend warrants to the Company Secretary for revalidation at the address given at Point No. 5(b) above.
7. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Holders. Members holding shares in physical form may send their nomination in the prescribed Form SH-13, duly filed in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialised form are requested to contact their Depository Participant for recording their nomination.
8. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE690O01011.
9. Members are requested to quote their Folio No./ DP ID-Client ID and details of shares held in physical/ demat mode, e-mail IDs and Telephone No. for prompt reply to their communications.
10. This Notice also contains a route map of the venue of AGM.

Route map to the venue of the AGM

Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road) Kolkata – 700 020





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ADMISSION SLIP

Folio No. or DP ID / Client ID	
No. of Equity Shares held	

I hereby record my presence at the 17th Annual General Meeting of the Company being held at **Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata-700 020** on **Friday, 25th August 2017** at **11.00 A.M.**

Name of the Member (in block letters)	
Name of Proxy-holder/ Authorised Representative* (in block letters)	

* Strike out whichever is not applicable

 Signature of the Member/ Proxy/ Authorised Representative*

- Notes:**
- 1. A member/proxy/ authorised representative wishing 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.**



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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 No./DPID/Client ID:	

I /We, being the member(s) of JK Agri Genetics Ltd., holding shares, 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 :or failing him/her;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 17th Annual General Meeting of the Company, to be held on Friday, the 25th August 2017 at 11.00 A.M. at Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road) Kolkata – 700 020 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution No.	Resolution Description
1.	Consideration and Adoption of the Financial Statements for the financial year ended 31st March 2017 and the Reports of the Directors and Auditors thereon
2.	Declaration of Dividend
3.	Re-appointment of Smt. Swati Singhania, who retires by rotation
4.	Re-appointment of Shri Sanjay Kumar Gupta, who retires by rotation
5.	Appointment of Auditors and their remuneration

Signed this _____ day of _____ 2017

Affix
revenue
stamp

Signature of Member

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.