

JKAGL:SECTL:SE:2020

Date: 29th January 2020

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001

Scrip Code: 536493

Through: BSE Listing Centre

Re: Notice of Extraordinary General Meeting (EGM) and cut-off date for E-voting

Dear Sir,

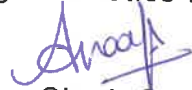
(1) Kindly refer to our letter dated 23rd January 2020 intimating that the Board of Directors of the Company approved issue of upto 5,50,000 Equity Shares of Rs 10/- each of the Company and upto 4,83,057 Warrants convertible into equivalent number of Equity Shares ('Warrants') at an issue price of Rs 484/- per Equity Share/Warrant for an amount aggregating upto Rs. 50 Crore to the Promoter and Promoter Group of the Company by way of preferential allotment, subject to requisite approvals.

(2) In this connection, we enclose herewith Notice dated 23rd January 2020 of EGM scheduled to be held on 22nd February 2020, being dispatched to the Members holding equity shares of the Company either in physical form or in dematerialised form, as on 23rd January 2020. The Special Resolutions together with the statement under section 102 of the Companies Act, 2013 and instructions for voting contained in the said Notice is self-explanatory.

(3) Further, the Company has fixed 15th February 2020 as the cut-off date for determining the eligibility of Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during the voting period commencing from 19th February 2020 (10:00 A.M.) and ending on 21st February 2020 (5:00 P.M.), in respect of business to be transacted at the aforesaid EGM.

Thanking you,

Yours faithfully,
For JK Agri Genetics Ltd.


Anoop Singh Gusain
Company Secretary and
Compliance Officer

Encl: a.a.

CC: - National Securities Depository Ltd. Mumbai
- Central Depository Services (India) Ltd., Mumbai
- Alankit Assignments Ltd., Registrar & Share Transfer Agents



NOTICE

NOTICE is hereby given that an **Extraordinary 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 **Saturday, 22nd February 2020** at **11.30 A.M.** to transact the following business:

ITEM NO 1 : ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Ltd. , and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and subject to the other rules, regulations and guidelines, as may be applicable and subject to such other necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities, if any, and agreed to by the Board of Directors of the Company, which term shall deem to include the Committee of Directors (hereinafter referred to as the 'Board'), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 5,50,000 (Five Lakh Fifty Thousand) Equity Shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 484/- (Rupees Four Hundred Eighty Four Only) per Equity Share to the below mentioned persons belonging to promoter and promoter group of the Company:

S. No.	Proposed Allottees	Category	No. of Equity Shares proposed to be issued @ Rs. 484/- each
1.	Bengal & Assam Company Limited	Promoter	440000
2.	Bharat Hari Singhania	Promoter Group	12230
3.	Harsh Pati Singhania	Promoter Group	12218
4.	Vikrampati Singhania	Promoter Group	12218
5.	Vinita Singhania	Promoter Group	22000
6.	Anshuman Singhania	Promoter Group	7333
7.	Shrivats Singhania	Promoter Group	7333
8.	Raghupati Singhania	Promoter Group	32900
9.	Sunanda Singhania	Promoter Group	3768
TOTAL			5,50,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the purpose of determining the issue price for the Preferential Allotment of the Equity Shares is 23rd January 2020, being the date 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the respective allottee.
- The pre-preferential shareholding of proposed allottees and Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- Allotment of Equity Shares shall only be made in dematerialised form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee of the Board and the Company Secretary be and are hereby authorised severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to BSE Ltd. , filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise in the proposed issue, of the said Equity Shares, including making an offer to the proposed allottees through private placement offer letter, utilisation of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members .

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO 2 : ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Ltd. and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and subject to the other rules, regulations and guidelines, as may be applicable and subject to such other necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities, if any, and agreed to by the Board of Directors of the Company, which term shall deem to include the Committee of Directors (hereinafter referred to as the ‘Board’), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 4,83,057 (Four Lakh Eighty Three Thousand and Fifty Seven) Fully Convertible Warrants (“Warrants”) to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each for cash at an issue price of Rs. 484/- per warrant (Rupees Four Hundred Eighty Four only) to the below mentioned persons belonging to promoter and promoter group of the Company:

S. No.	Proposed Allottees	Category	No. of Warrants proposed to be issued @ Rs. 484/- each
1.	Bengal & Assam Company Limited	Promoter	386447
2.	Bharat Hari Singhania	Promoter Group	10735
3.	Harsh Pati Singhania	Promoter Group	10735
4.	Vikrampati Singhania	Promoter Group	10734
5.	Vinita Singhania	Promoter Group	19320
6.	Anshuman Singhania	Promoter Group	6441
7.	Shrivats Singhania	Promoter Group	6442
8.	Raghupati Singhania	Promoter Group	29000
9.	Sunanda Singhania	Promoter Group	3203
TOTAL			4,83,057

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the issue price for the Preferential Allotment of the Warrants is 23rd January 2020, being the date 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Allottees (“Warrant Holders”) shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “Warrant Exercise Period”).
- The proposed allottees shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holders at the time of exercising the Warrants.
- Warrants, being allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialised form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective proposed allottee.
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee of the Board and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to BSE Ltd., filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise in the proposed issue of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilisation of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members .

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Regd. Office : 7, Council House Street, Kolkata -700 001
CIN : L01400WB2000PLC091286
E-mail : anoops@jkgmail.com, Website : www.jkgri.com
Phone : 011 - 30179891
Date : 23rd January 2020

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 VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT APPOINTING PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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. The Explanatory Statement pursuant to Section 42 and 102 of the Companies Act, 2013 ('Act') read with Rules thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the '**SEBI ICDR Regulations**') in respect of the business under the item set out above is annexed hereto.
3. Corporate Members intending to send their Authorised Representatives to attend the Extraordinary General Meeting (EGM) are requested to send a duly certified copy of their Board Resolution authorising such representatives to attend and vote at the EGM.
4. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office and the copies thereof at the Administrative Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of EGM and also at the EGM Venue.
5. In furtherance of the Go Green Initiative of the Government, electronic copy of the Notice of this EGM along with Admission Slip and Proxy Form are being emailed to all the Members whose email addresses are registered with the Company/Depository Participants. These documents will also be available on the Company's website www.jkgri.com. Physical copies of the aforesaid documents may be sent on request by any such Member.
6. Physical copy of the Notice of this EGM 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. **We request such members to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
7. **Remote e-voting procedure: -**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder, Secretarial Standard on General Meetings 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 this EGM 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 EGM and the Members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the EGM.

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

- (i) The e-voting period begins on Wednesday, 19th February 2020 (10:00 A.M.) and ends on Friday, 21st February 2020 (5:00 P.M.) During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 15th February 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the EGM date may attend the EGM but shall not be entitled to vote again at the EGM.
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period and Click on "Shareholders/Members".
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the character 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) If you are a 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 <ul style="list-style-type: none"> · 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 or e-mail text, as the case may be. · In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in Capital letters eg., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for JK Agri Genetics Limited.
- (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 out 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 Members (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 may follow the same instructions as mentioned above for 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, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
- (xxiii) The Company has appointed Shri P.K. Sarawagi of M/s P.K Sarawagi & Associates, Practicing Company Secretary, as Scrutinizer and Shri Sandip Kumar Kejriwal of M/s Sandip Kumar Kejriwal & Company Secretaries, Practicing Company Secretary as Alternate Scrutinizer to scrutinise the voting (at EGM venue) and e-voting process in a fair and transparent manner.
- (xxiv) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in 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.

8. 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 and who has not cast vote by remote e-voting, and being present at the EGM either personally or through proxy, only shall be entitled to vote at the EGM. Ballot papers will be available at the venue of the EGM.
9. 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. The result of the Voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
10. This Notice also contains a route map of the venue of EGM.

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

For ITEM NO. 1 & ITEM NO. 2

As per Sections 42 and 62 of the Companies Act, 2013 read with rules made thereunder and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 "SEBI ICDR Regulations", approval of the Members of the Company by way of a special resolution is required for issue and allotment of the Equity Shares and Warrants on preferential basis to the persons belonging to promoter and promoter group of the Company.

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued and the price at which security is being offered-

The Board of Directors of the Company at their meeting held on 23rd January 2020 had, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issue of following securities to the promoter and promoter group for an aggregate amount of upto Rs. 50 Crore, on a preferential basis, for cash consideration ('Preferential Allotment'), at such terms and conditions as the Board may decide:

- (a) upto 5,50,000 (Five Lakh Fifty Thousand) fully paid Equity Shares of the Company having a face value of Rs. 10/- each ("Equity Shares") at a price of Rs. 484/- Per Equity Share aggregating to Rs. 26,62,00,000/- (Rupees Twenty Six Crore Sixty Two Lakh Only); and
- (b) upto 4,83,057 (Four Lakh Eighty Three Thousand Fifty Seven) Convertible Warrants ("Warrants"), each carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company ("Equity Shares") per Warrant, at a price of Rs. 484/- Per Warrant ('Warrant Price') aggregating to Rs. 23,37,99,588/- (Rupees Twenty Three Crore Thirty Seven Lakh Ninety Nine Thousand and Five Hundred Eighty Eight only).

2. Objects of the Preferential Allotment

The proceeds of the issue will be utilised for meeting working capital requirements and other general corporate purposes of the Company. This will also strengthen the financial base of the Company and maximise overall value for all shareholders of the Company.

3. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, Relevant Date for the purpose of determining the issue price for the Preferential Allotment of the Equity Shares and Warrants is 23rd January 2020, being the date 30 (thirty) days prior to the date of this Meeting.

4. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed at BSE Ltd. In terms of the applicable provisions of SEBI ICDR Regulation, the price at which the Equity Shares and Warrants shall be allotted is Rs. 484/- each, being higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 26 weeks preceding the relevant date i.e. Rs. 483.36 Per Equity Share; or
- (b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 2 weeks preceding the relevant date i.e. Rs 385.18 Per Equity Share.

5. Amount which the Company intends to raise by way of such securities

Upto a maximum of Rs. 50 Crores (Rupees Fifty Crores Only).

6. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment

The Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the Proposed Allottees	Category/ Designation	No. of Equity Shares proposed to be allotted @ Rs. 484/- each	No. of Warrants proposed to be allotted @ Rs. 484/- each
1.	Bengal & Assam Company Limited	Promoter	440000	386447
2.	Bharat Hari Singhania	Member of Promoter Group & Director	12230	10735
3.	Harsh Pati Singhania	Member of Promoter Group	12218	10735
4.	Vikrampati Singhania	Member of Promoter Group & Managing Director	12218	10734
5.	Vinita Singhania	Member of Promoter Group	22000	19320
6.	Anshuman Singhania		7333	6441
7.	Shrivats Singhania		7333	6442
8.	Raghupati Singhania	Member of Promoter Group & Director	32900	29000
9.	Sunanda Singhania	Member of Promoter Group	3768	3203
TOTAL			550000	483057

None of other Director or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares/Warrants proposed to be issued under the Preferential Allotment.

7. Time frame within which the Preferential Allotment shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares and Warrants is pending on account of receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

8. Shareholding pattern of the Company before and after the Preferential Allotment

S. No.	Category	Pre-Issue (As on 31 st December 2019)		Issue of Equity Shares	Issue of Warrants (each warrant is convertible into one Equity Share)	Post Issue of Equity Shares		Post Issue of Equity Shares assuming full conversion of Warrants	
		No. of Shares held	% of Holding			No. of Shares held	% of Holding	No. of Shares held	% of Holding
A	Promoters' Holding								
1.	Indian								
	Individual/HUFs	45161	1.25	110000	96610	155161	3.74	251771	5.43
	Bodies Corporate	2311819	64.15	440000	386447	2751819	66.25	3138266	67.68
	Sub-total	2356980	65.40	550000	483057	2906980	69.98	3390037	73.11
2.	Foreign Promoter	-	-	-	-	-	-	-	-
	Sub Total (A)	2356980	65.40	550000	483057	2906980	69.98	3390037	73.11
B	Non Promoters' Holding								
1.	Institutions	941	0.03	-	-	941	0.02	941	0.02
2.	Government	9	0.00	-	-	9	0.00	9	0.00
3.	Non-Institution								
	Corporate Bodies	192328	5.34	-	-	192328	4.63	192328	4.15
	Indian Public	764613	21.22	-	-	764613	18.41	764613	16.49
	Other (HUF, Clearing Member, NRI)	71286	1.98	-	-	71286	1.72	71286	1.54
	Overseas Corporate Bodies	217749	6.04	-	-	217749	5.24	217749	4.70
	Sub Total (B)	1246926	34.60	-	-	1246926	30.02	1246926	26.89
	GRAND TOTAL	3603906	100.00	550000	483057	4153906	100.00	4636963	100.00

Note : Post Shareholding Pattern may change in tandem with any Corporate Action in between.

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment

Name of the proposed allottee and [the natural person(s) who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control]	Pre-Issue (As on 31 st December, 2019)		Issue of Equity Shares	Issue of Warrants (each warrant is convertible into one Equity Share)	Post Issue of Equity Shares		Post Issue of Equity Shares assuming full conversion of Warrants	
	No. of Shares held	% of Holding			No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bengal & Assam Company Ltd. [ultimate beneficial owners not applicable since, the allottee is a listed company]	2299633	63.81	440000	386447	2739633	65.95	3126080	67.42
Bharat Hari Singhania	7852	0.22	12230	10735	20082	0.48	30817	0.66
Harsh Pati Singhania	744	0.02	12218	10735	12962	0.31	23696	0.51
Vikrampati Singhania	744	0.02	12218	10734	12962	0.31	23697	0.51
Vinita Singhania	903	0.03	22000	19320	22903	0.55	42223	0.91
Anshuman Singhania	693	0.02	7333	6441	8026	0.19	14467	0.31
Shrivats Singhania	94	0.00	7333	6442	7427	0.18	13869	0.30
Raghupati Singhania	2544	0.07	32900	29000	35444	0.85	64444	1.39
Sunanda Singhania	9000	0.25	3768	3203	12768	0.31	15971	0.34

The proposed Preferential Allotment of Equity Shares and Warrants will not result in any change in control of the Company.

10. Lock-in Period

The Equity Shares (including those arising from exercise of Warrants) and Warrants shall be locked-in for such period as may be specified under Regulation 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

11. Undertakings

None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations

The Company is eligible to make the Preferential Allotment to its Promoter and Promoter Group under Chapter V of the SEBI ICDR Regulations.

As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

12. Auditors' Certificate

The certificate from BGJC & Associates LLP, being the Statutory Auditors of the Company certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be placed before the general meeting of the shareholders considering the proposed preferential issue.

Except Shri Bharat Hari Singhania, Dr. Raghupati Singhania, Shri Vikrampati Singhania, Smt. Swati Singhania, Shri Sanjay Kumar Khaitan and Shri Sanjeev Kumar Jhunjhunwala and their respective relatives being either proposed allottees/ shareholders and/ or Directors, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the above referred resolutions.

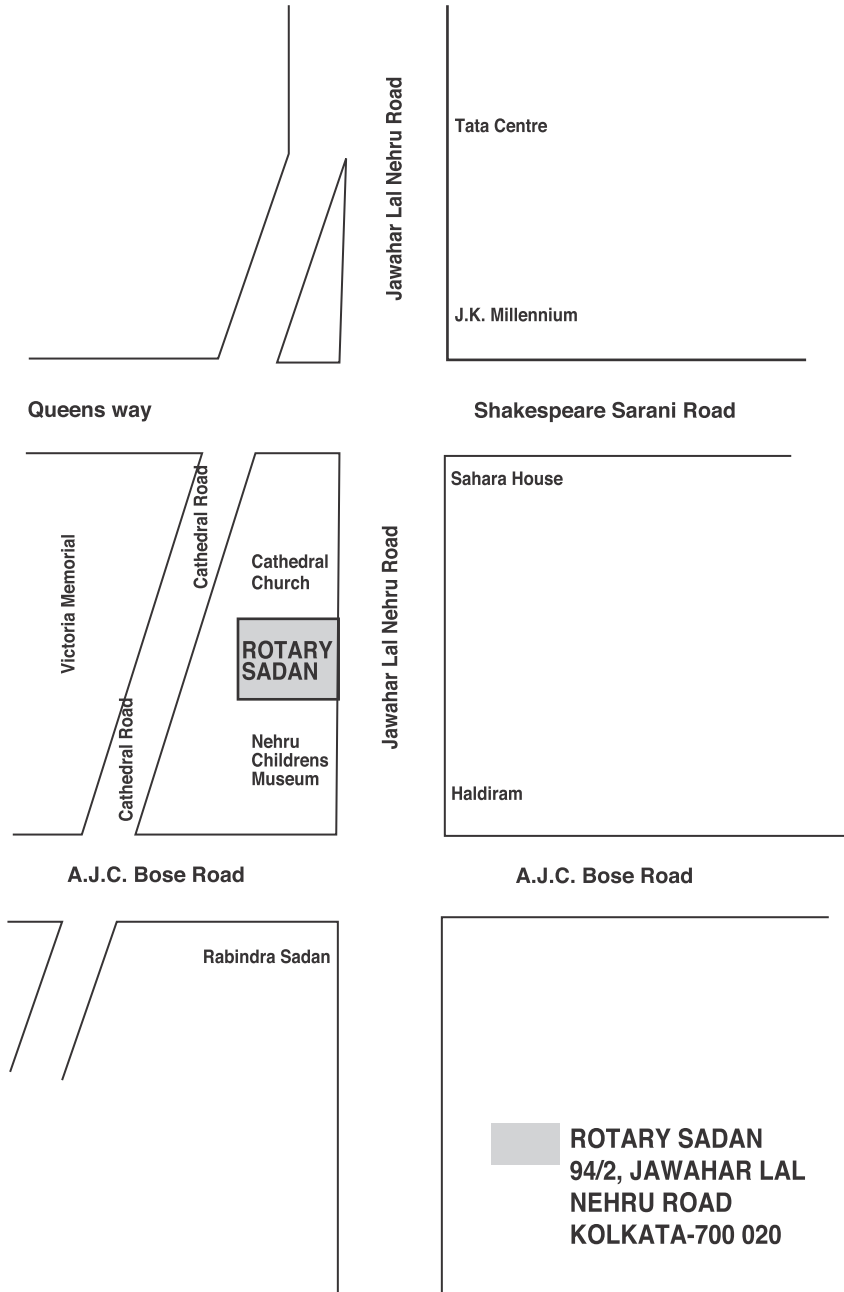
The Resolutions are in the best interest of the Company and accordingly Board of Directors recommends the passing of resolutions set out at item no. 1 and 2 above by members of the Company by means of Special Resolutions.

Regd. Office : 7, Council House Street, Kolkata -700 001
CIN : L01400WB2000PLC091286
E-mail : anoops@jkmail.com, Website : www.jkagri.com
Phone : 011 - 30179891
Date : 23rd January 2020

By Order of the Board
Anoop Singh Gusain
Company Secretary

Route map to the venue of the EGM

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



**JK AGRI GENETICS LTD.**

(CIN : L01400WB2000PLC091286),

Regd. Office : 7, Council House Street, Kolkata-700 001

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

E-mail : jkaglshareholder@jkgmail.com, Website : www.jkagri.com**ADMISSION SLIP**

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

I hereby record my presence at the **Extraordinary 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 **Saturday, 22nd February 2020** at **11.30 A.M.**

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

* 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.

**JK AGRI GENETICS LTD.**

(CIN : L01400WB2000PLC091286),

Regd. Office : 7, Council House Street, Kolkata-700 001

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

E-mail : jkaglshareholder@jkgmail.com, Website : www.jkagri.com**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 :
Regd. Folio No. / DP ID-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;
- (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 Extraordinary General Meeting of the Company, to be held on Saturday, 22nd February 2020 at 11.30 A.M. at Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road) Kolkata - 700 020 and at any adjournment thereof in respect of the resolution as indicated below:

Resolution(s) Description	For	Against
Special Resolution for issuance of equity shares on preferential basis to persons belonging to promoter and promoter group.		
Special Resolution for issuance of fully convertible warrants on preferential basis to persons belonging to promoter and promoter group.		

Signed this----- day of----- 2020

Signature of Member-----

Signature of Proxy holder(s) -----

Affix revenue stamp of Re.1/-
--

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.