

NOTICE

NOTICE is hereby given that the **16th 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, **9th September 2016** at **11.30 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 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Shri Bharat Hari Singhania who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. Raghupati Singhania who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify appointment of the Auditors and to fix their remuneration and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013, the Rules made thereunder as amended from time to time and pursuant to the resolution of the Members passed at the 14th Annual General Meeting (AGM), the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2017, be and is hereby ratified on the remuneration of ₹ 2,75,000/- (Rupees Two Lac Seventy Five Thousand only) p.a. in addition to service tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit.”

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

“RESOLVED that pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approval(s) as may be required and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, the re-appointment of Shri S.K. Gupta as Whole-time Director with the designation “President & Director” of the Company for a period of three years w.e.f. 1st September 2016 be and is hereby approved on the terms of remuneration, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits prescribed under the Act, as set out in the Statement under Section 102 of the said Act annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits as approved herein be paid as minimum remuneration to the said Whole-time Director for a period not exceeding three years in the aggregate, subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Chairman of the Company be and is hereby authorised to vary and/or revise the remuneration of the said Whole-time Director within the overall limits approved herein and to settle any question or difficulty in connection therewith or incidental thereto.”

Regd. Office:

7, Council House Street, Kolkata-700 001

CIN: L01400WB2000PLC091286

Website: www.jkseeds.net

Email: jkaglshareholder@jksmail.com

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

Date: 25th July 2016

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 A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. Statement pursuant to Section 102 of the Companies Act 2013, setting out the material facts concerning Item No. 6 of the Notice, is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the Members at the Registered Office 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 Annual General Meeting 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 3rd September 2016 to 9th September 2016 (both days inclusive).
5. The Dividend of ₹ 3/- per Equity Share of ₹ 10/- each (30%) as recommended by the Board of Directors, if declared at the Annual General Meeting (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 9th September 2016 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 2015-16, the Notice of the 16th 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 2015-16, the Notice of the 16th 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 2015-16 and the Notice of the 16th AGM will also be available on the Company's website www.jkseeds.net
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.

9. APPOINTMENT OF DIRECTORS:

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

- Shri Bharat Hari Singhania, aged 78 years and a Graduate in Commerce, is an industrialist with over 59 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, high yielding Hybrid Seeds, etc. His Director Identification No. is 00041156. He joined the Board of Directors of the Company on 30th March 2013. He is the Chairman & Managing Director of JK Lakshmi Cement Ltd., Managing Director of JK Tyre & Industries Ltd., Chairman of JK Paper Ltd. and Bengal & Assam Company Ltd. and Director of Rockwood Properties Pvt. Ltd., Tanvi Commercial Pvt. Ltd., Hari Shankar Singhania Holdings Pvt. Ltd., HSS Stock Holdings Pvt. Ltd., Pushpawati Singhania Research Institute for Liver, Renal and Digestive Diseases (Directorship held are as per Section 165 of the Companies Act, 2013). Shri Bharat Hari Singhania is a member of Stakeholders Relationship Committee of JK Lakshmi Cement Ltd. (Chairmanship / Membership of Shri Singhania in Committees of Directors in other Companies are in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He holds 11,272 Equity Shares of the Company. Shri Bharat Hari Singhania is related to Dr. Raghupati Singhania, Shri Vikrampati Singhania and Smt. Swati Singhania. Shri Singhania attended all the four Board Meetings of the Company held during the financial year ended 31st March 2016.
- Dr. Raghupati Singhania, aged 69 years, holds a Bachelors' Degree in Science. He is an industrialist with over 49 years of experience in managing various industries including Automotive Tyres and Tubes, Power Transmission - V Belts, Conveyor Belting, Automotive Belts, Oil Seals, Industrial Electronics and Material Handling System, Hybrid Seeds, Steel Products, etc. He has been conferred Doctorate of Science by Mohanlal Sukhadia University, Udaipur for his outstanding contribution in Education, Training and Research

in the field of Elastomer, Polymers and Tyres. His Director Identification No. is 00036129. He joined the Board of Directors of the Company on 30th March 2013. He is Chairman of J.K. Fenner (India) Ltd. and Cavendish Industries Ltd. and Chairman & Managing Director of JK Tyre & Industries Ltd. and also a Director of JK Lakshmi Cement Ltd. (JKLC), Bengal & Assam Company Ltd. (BACL), DCM Ltd., Radico Khaitan Ltd. (RKL), Radical Agro Products Pvt. Ltd., RPS Securities Pvt. Ltd., Tanvi Commercial Pvt. Ltd., JKT& I Employees Welfare Association Ltd., Hari Shankar Singhania Holdings Pvt. Ltd., Hari Shankar Singhania Elastomer and Tyre Research Institute, Automotive Tyre Manufacturers Association, Pushpawati Singhania Research Institute for Liver, Renal and Digestive Diseases. (Directorships held are as per Section 165 of the Companies Act, 2013). Dr. Raghupati Singhania is the Chairman of the Stakeholders Relationship Committee of JKLC and BACL and a Member of Audit Committee of JKLC and RKL [Chairmanship/Membership of Dr. Singhania in Committees of Directors in other Companies are in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]. He holds 3,744 Equity Shares of the Company. Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania. Dr. Singhania attended all the four Board Meetings of the Company held during the financial year ended 31st March 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 16th AGM by electronic voting system from a place other than the venue of the Meeting ("remote e-voting") 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 e-voting period begins on 6th September 2016 at 10.00 A.M. and ends on 8th September 2016 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 i.e., 2nd September 2016, 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. However, in case members cast their vote both via physical ballot and e-voting then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period and Click on 'Shareholders' tab.
- (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 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 e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for 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 Demat account holder has forgotten the changed 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 scrutiniser 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., 2nd September 2016 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., 2nd September 2016 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., 2nd September 2016 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.jkseeds.net and on the website of CDSL and shall simultaneously be forwarded to the Stock Exchange.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors has re-appointed Shri S.K. Gupta as Whole-time Director with the designation "President & Director" of the Company for a term of three years w.e.f. 1st September 2016, pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, on the terms and remuneration approved by the Nomination and Remuneration Committee of Directors, set out hereinafter subject to the approval of Members and such other approvals, as may be required.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:-

I. GENERAL INFORMATION:

- (1) Nature of Industry: Agri-Genetics which produces high yielding Hybrid Seeds.
- (2) Date or expected date of commencement of commercial production: The commercial production commenced in March 1990. It may however be noted that the Seed Undertaking got transferred to and vested in this Company pursuant to the Scheme of Arrangement and Demerger, sanctioned by the Hon'ble High Court, Calcutta. The Scheme is operative w.e.f 1st April 2005.
- (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 based on given indicators:

Particulars for the financial year ended 31 st March 2016		₹ in Lacs
-	Sales and other Income	19,019.56
-	Operating Profit (Before Interest, Depreciation and Tax)	2,415.15
-	Profit before Tax	908.24

- (5) Foreign investments or collaborators, if any: Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background, Recognition or Awards details: Shri S.K. Gupta, aged 46 years, is a Science Graduate from National Dairy Research Institute (NDRI), Karnal and also holds PG Diploma in Management from IIM, Ahmedabad. 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 23 years of rich experience in agri products and related industry in various capacities. Shri S.K. Gupta has been a National Talent Search Examination Scholar, University Silver Medalist & Merit Scholarship holder during his Graduation.

Shri Gupta attended all the four Board Meetings of the Company held during the financial year ended 31st March 2016. He does not hold any Equity Shares of the Company. His Director Identification No. is 01797850.

Shri Gupta is a director of JK Plant Bio Sciences Research Ltd. He is also a member of the Company's Corporate Social Responsibility Committee.

- (2) Past Remuneration: The remuneration of Shri S.K. Gupta approved by the Members of the Company at their Annual General Meeting held on 6th September 2014 is as under:-

- (A) Salary: ₹ 5 Lacs per month in the salary range of ₹ 5 Lacs to ₹ 8 Lacs per month with such increments as may be decided by the Chairman of the Company from time to time.
- (B) Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, re-imbursement of medical expenses incurred including hospitalisation and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.
- The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman of the Company.
- (C) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
- (D) Gratuity at the rate of 15 days salary for each completed year of service.
- (E) Encashment of unavailed leave as per Rules of the Company.
- (F) The Board or a Committee thereof may, from time to time, increase, or vary the salary range subject to the overall ceiling prescribed under the Companies Act.
- (G) In the event of inadequacy or absence of profits under Section 349 and 350 of the Companies Act in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A and B above, as minimum remuneration and be also entitled to perquisites mentioned in paras C, D and E above.
- (3) Job Profile and his suitability: Shri S.K. Gupta, Whole time Director of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors and the Chairman of the Company.
- His job responsibilities require high level of policy planning, vision and strategy, techno-commercial skills, analytical ability, communication and leadership skills. It also calls for in-depth understanding of agri-business sector. As Shri S.K. Gupta possesses all these competencies in abundant measure, he is ideally suited for the job.
- (4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 12th May 2016 approved the terms of remuneration for the three years tenure of Shri S.K. Gupta commencing 1st September 2016 as under:-
- (A) Salary: ₹ 6 Lacs per month in the salary range of ₹ 6 Lacs to ₹ 10 Lacs per month with such increments from time to time, including increment falling due on 1st October 2016, as may be decided by the Chairman of the Company.
- (B) Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, re-imbursement of medical expenses incurred including hospitalisation and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.
- The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman of the Company.
- (C) Performance linked incentive.
- (D) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
- (E) Gratuity at the rate of 15 days salary for each completed year of service.
- (F) Encashment of unavailed leave as per Rules of the Company.
- (G) The Board or a Committee thereof may, from time to time, increase, or vary the salary range subject to the overall ceiling prescribed under the Companies Act.

- (H) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above.
- (5) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person: The executive remuneration in the industry is on the rise. The “Nomination and Remuneration Committee” constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused the remuneration of managerial personnel prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri S.K. Gupta and other factors, before approving the remuneration as proposed herein before.
- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the proposed remuneration, Shri S.K. Gupta does not have any pecuniary relationship with the Company. Shri Gupta is not related to any other Director and Key Managerial Personnel of the Company, within the meaning of the Act.

III. OTHER INFORMATION:

- (1) Reasons of inadequate profits: JK Agri Genetics Limited is engaged in research & development, production, processing and marketing of Hybrid Seeds in major agricultural field and vegetable crops. Failure of Monsoon in 2 consecutive years has led to a situation of distress in Agri Sector. This has also resulted in a situation where the Agriculture output of the country has declined significantly and as a result, the farmer spending on all the agricultural inputs has reduced substantially. Despite these difficulties, the Company has not reduced its commitment to continue investing in R&D.

In view of the afore-mentioned factors, the profit of the Company for the financial year ended 31st March 2016 has been inadequate. However, with the monsoon forecast for the year 2016 being very good, it is expected that the Company’s performance will bounce back significantly and it will regain its growth trajectory.

- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: In order to improve profitability and overall financial health of the Company, few key steps taken have been in the areas of – special focus on products with high contribution margin like Vegetables, increasing the effectiveness of R & D projects to innovate market beating products early, diversifying the portfolio by launching plant protection & yield enhancing innovative solutions, increasing presence in export market, entering potential African Bt. Cotton market with our in-house Bt.Technology and hybrids and strengthened marketing and distribution network, etc.

Combination of all these initiatives are expected to lead to much improved performance, growth in turnover with better productivity and profitability in the years to come, after the initial phase of consolidation of research products is over.

The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding financial year.

The Resolution is recommended to the Members for passing as Special Resolution.

Except Shri S.K. Gupta and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Regd. Office:

7, Council House Street, Kolkata–700 001

CIN: L01400WB2000PLC091286

Website: www.jkseeds.net

Email: jkaglshareholder@jksmail.com

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

Date: 25th July 2016

By Order of the Board

Anoop Singh Gusain
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. Please Check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. Members seeking transfer of shares in physical form should furnish copy of PAN card of the 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.
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 in dividend payment instrument. Accordingly, the Members are requested to register/ update their bank account details with the Company/ RTA Depository Participant to enable the Company to directly credit the dividend amount in their Bank Account through Electronic Clearing Services.
 - 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 any further clarifications and 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@jksmail.com
6. **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 Members.
7. **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.

Green Initiative in Corporate Governance: Register E-mail Address

Pursuant to Section 101 of the Companies Act, 2013 and the Rules made thereunder, the Company is permitted to send various notices/ documents under the Companies Act 2013, to its Members, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode, with Alankit Assignments Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./ DP ID- Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).



Regd. Office: 7, Council House Street, Kolkata-700 001
 (CIN: L01400WB2000PLC091286), Website: www.jkseeds.net
 Email: jkaglshareholder@jkmail.com, Phone: +9133-22486181, Fax: +9133-22481641

ADMISSION SLIP

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

I hereby record my presence at the 16th 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, 9th September 2016** 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>	

Applicable for investors holding shares in dematerialised form.

* Strike out whichever is not applicable

 Signature of the Member/ Proxy/ Authorised Representative*

- Note:**
- 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.**
 - 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.**



Regd. Office: 7, Council House Street, Kolkata-700 001
 (CIN: L01400WB2000PLC091286), Website: www.jkseeds.net
 Email: jkaglshareholder@jkmail.com, Phone: +9133-22486181, Fax: +9133-22481641

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:

- Name :
 Address :
 E-mail Id :
 Signature :....., or failing him / her
- Name :
 Address :
 E-mail Id :
 Signature :....., or failing him / her
- Name :
 Address :
 E-mail Id :
 Signature :.....

my / our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 16th Annual General Meeting of the Company, to be held on Friday, the 9th September 2016 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 resolutions as are indicated below:

Resolutions		For	Against
1.	Consideration and Adoption of the Financial Statements for the financial year ended 31st March 2016 and the Reports of the Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended 31st March 2016.		
3.	Re-appointment of Shri Bharat Hari Singhanian, who retires by rotation.		
4.	Re-appointment of Dr. Raghupati Singhanian, who retires by rotation.		
5.	Ratification of appointment of Statutory Auditors and their remuneration		
6.	Re-appointment of Shri S.K. Gupta as Whole-time Director for a period of three years		

Signed this _____ day of _____ 2016

Affix revenue stamp

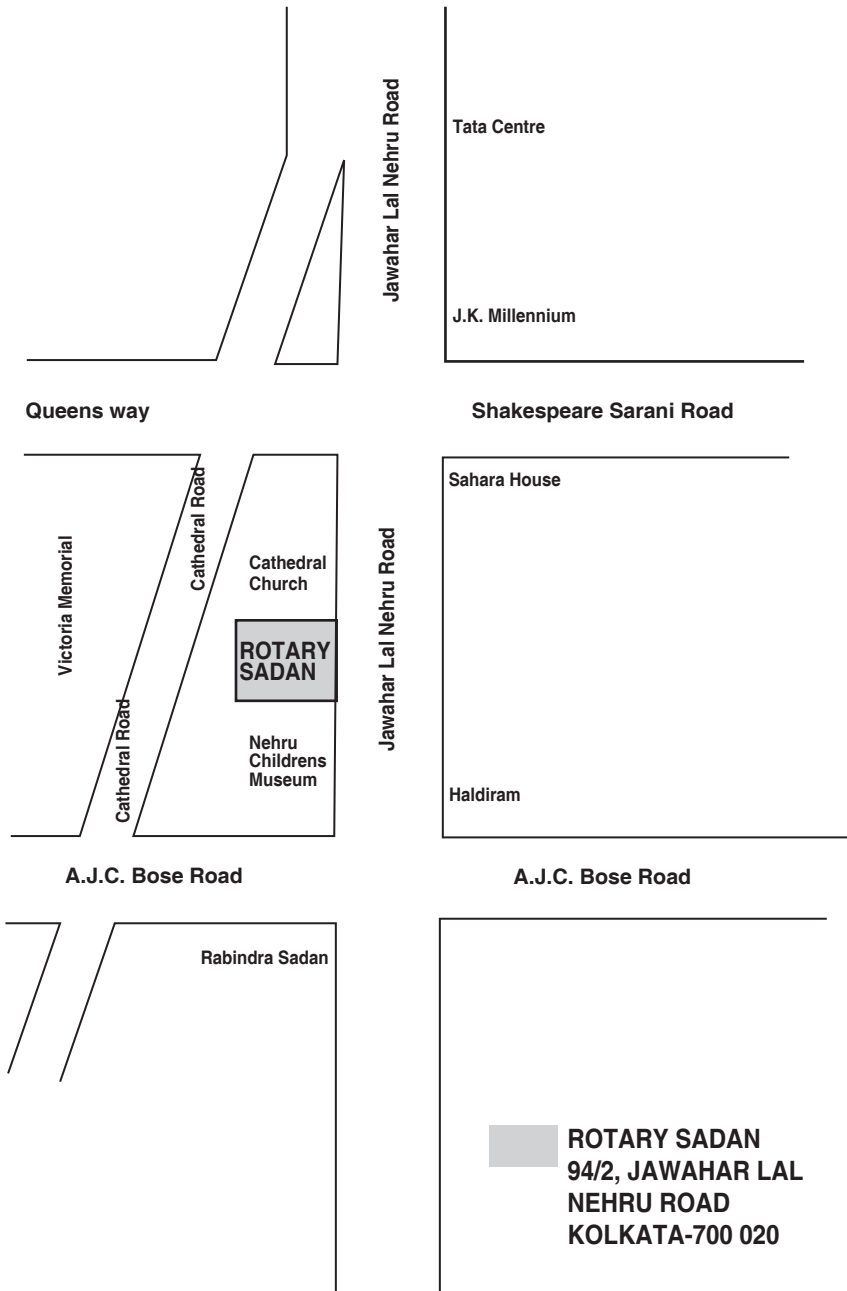
Signature of Members

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.

Route map to the venue of the AGM

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



THIS PAGE IS INTENTIONALLY LEFT BLANK