

 **JK AGRI GENETICS LTD****NOTICE**

NOTICE is hereby given that the **21<sup>st</sup> Annual General Meeting** of the Members of **JK Agri Genetics Limited** will be held on **Tuesday, 7<sup>th</sup> September 2021** at **03.00 P.M.** Indian Standard Time through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Vikrampati Singhania (DIN: 00040659), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To consider and if thought fit to pass, the following as a **Special Resolution**:

“RESOLVED that pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members, be and is hereby accorded to the continuation of directorship of Dr. Raghupati Singhania (DIN: 00036129), as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this resolution.”

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

“RESOLVED that pursuant to the provision of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Schedule V thereto and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Special Resolution passed by the Members at the Annual General Meeting held on 5<sup>th</sup> September 2018 and

based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Vikrampati Singhania (DIN: 00040659), Managing Director of the Company be paid remuneration as approved by the Members in the aforesaid Special Resolution of 2018 (referred in the annexed Explanatory Statement) with an increase in monthly Salary Range from ₹ 23 lacs per month - ₹ 55 lacs per month to ₹ 23 lacs per month - ₹ 65 lacs per month as ‘Minimum Remuneration’ in the event of inadequacy or absence of profits in any financial year or years during his remaining term from 1<sup>st</sup> April 2021 to 6<sup>th</sup> May 2023.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of Shri Vikrampati Singhania, as Managing Director within the overall limits approved herein and to settle any question or difficulty in connection therewith and incidental thereto.”

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

“RESOLVED that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt the altered Memorandum of Association, as uploaded on the website of the Company in substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER that the existing Clause III and IV of the Memorandum of Association of the Company be and are hereby altered in the following manner:

- (a) The heading of the existing Clause III “The Objects for which the Company is established are:” stands deleted.
- (b) The heading of the existing Clause III(A)

“The Main Objects to be pursued by the Company on its incorporation are” be substituted with “The Objects to be pursued by the Company on its incorporation are”.

- (c) Sub-clauses 1 & 2 of existing Clause III(A) be retained under Clause III(A) and new sub-clause 3 be inserted after sub-clause 2 under Clause III(A).
- (d) The heading of existing Clause III(B) “The objects incidental or ancillary to the attainment of the main objects of the Company are” be substituted with “Matters which are necessary for furtherance of the objects specified in Clause III(A) are” and all sub-clauses 1 to 31 appearing in the existing Clause III(B) be substituted with new sub-clauses 1 to 31 under Clause III(B).
- (e) The heading of existing Clause III(C) “The other objects for which the Company is established are:” is deleted and all sub-clauses 1 to 25 appearing in the existing Clause III(C) be substituted with new sub-clauses 1 to 25 and be inserted as sub-clauses 32 to 56 under Clause III(B).
- (f) The existing Clause IV be substituted with the following new Clause IV:
  - IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER that the Board of Directors of the Company including Committee thereof as authorised by the Board and Dr. Gyanendra Shukla, President & Director and Shri Anoop Singh Gusain, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/ or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

- 7. To consider and if thought fit to pass, the following as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provisions,

if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt new Articles of Association, as uploaded on the website of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company including Committee thereof as authorised by the Board and Dr. Gyanendra Shukla, President & Director and Shri Anoop Singh Gusain, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/ or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

Regd. Office:

7, Council House Street,  
Kolkata-700 001

CIN: L01400WB2000PLC091286

Website: [www.jkagri.com](http://www.jkagri.com)

Email: [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com)

Phone: +9133-22486181,

Fax: +9133-22481641

Date: 2<sup>nd</sup> August 2021

By Order of the Board

Anoop Singh Gusain

Company Secretary

#### NOTES:

- 1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 13<sup>th</sup> January 2021 have permitted holding of Annual General Meeting (AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without physical presence of members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 15<sup>th</sup> January 2021, the 21<sup>st</sup> AGM of the Members of the Company will be held

through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item No(s). 4 to 7 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') of persons seeking re-appointment/continuation of Directorship, is also annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional/ Corporate Members (i.e. other than individuals, HUF, NRI, etc.) required to send their authorised representatives to attend the AGM are requested to send by email at [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com), a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorising such representatives to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting.
5. The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The Register of Director(s) and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in this Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM.

Members seeking to inspect such documents can send an e-mail to [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com).

Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, may write to the Company on or before 31<sup>st</sup> August 2021 through email at [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com). The same will be replied by the Company suitably.

7. **Dispatch of Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s) (DPs). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.jkagri.com](http://www.jkagri.com), website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

**For receiving all communication (including Notice and Annual Report) from the Company electronically:**

(a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com) or [rta@alankit.com](mailto:rta@alankit.com);

(b) Members holding shares in dematerialised mode are requested to register / update their

email addresses with the respective Depository Participant(s).

**8. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OAVM ARE AS FOLLOWS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide Members, facility to exercise their right to vote at the 21<sup>st</sup> AGM by electronic means and the business may be transacted through Remote e-Voting (e-Voting) services provided by CDSL. Remote e-Voting is optional. The facility of e-Voting 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 eligible to exercise their right to cast vote during the AGM.

**(A) The instructions for Members for Remote E-voting are as under:**

- (i) The Remote e-Voting period begins on Saturday, 04<sup>th</sup> September 2021 (10:00 A.M.) and ends on Monday, 06<sup>th</sup> September 2021 (5:00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Tuesday, 31<sup>st</sup> August 2021 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 meeting date would not be entitled to vote on the date of AGM.

**(B) Login method for Remote e-Voting (e-Voting) and joining virtual meeting for Individual Members holding shares in demat mode:**

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Entities, e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the

voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. **Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility and/or attend the AGM.**

Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Type of Members	Login Method
<b>Individual Members holding shares in Demat mode with CDSL</b>	<p><b>1) Users who have opted for Easi / Easiest facility:</b></p> <ul style="list-style-type: none"> <li>(i) Members can login through their existing user Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login' icon and select 'New System Myeasi'.</li> <li>(ii) Enter your User ID &amp; Password for accessing Easi/ Easiest.</li> <li>(iii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user</li> </ul>

	<p>can visit the e-Voting service providers website directly.</p> <p><b>2) Users who have not opted for Easi/Easiest facility:</b></p> <p>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(ii) Proceed to complete registration using your 16 digit Beneficiary ID</p> <p>(iii) After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p><b>3) Alternatively, the user can directly access the e-Voting page of CDSL as per the following procedure:</b></p> <p>(i) Type in the browser/click on the following link <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>.</p> <p>(ii) Click on ‘Shareholder/Member’ module.</p> <p>(iii) Provide Demat Account Number and PAN No.</p> <p>(iv) System will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p> <p>(v) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Members holding shares in demat mode with NSDL</b></p>	<p><b>1) Users registered for NSDL IDeAS facility:</b></p> <p>(i) Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p>

	<p>(ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>(iii) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2) Users not registered for IDeAS e-Services:</b></p> <p>(i) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>(ii) Proceed to complete registration using your DPID, Client ID, Mobile Number etc.</p> <p>(iii) After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p><b>3) Alternatively, the user can directly access the e-Voting page of NSDL as per the following procedure:</b></p> <p>(i) Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>
--	--

	<p>(ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<b>Individual Members (holding shares in demat mode) login through their Depository Participants</b>	<p>(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option.</p> <p>(ii) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depositories i.e. CDSL and NSDL may reach out to below helpdesk:

Login type	Helpdesk details
<b>Individual Members holding shares in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
<b>Individual Members holding shares in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(C) Login method for e-Voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode.**

- a) The Members should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders/Members” module.
- c) 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

<b>For Members (other than individuals) holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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 (c).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j) Click on the EVSN relevant for **JK Agri Genetics Limited**.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
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.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o) If a demat account holder has forgotten the 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.
9. **Procedure for Members whose email addresses/Mobile No. are not registered with the Company or Depositories, as the case may be:**
- (i) **Shares held in Physical Mode** - Please provide necessary details like e-mail, mobile no., Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy) or AADHAR (self-attested scanned copy) by email to Company at [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com) / RTA at [rta@alankit.com](mailto:rta@alankit.com).
- (ii) **Shares held in Demat Mode** –  
For Demat Members (other than Individuals) -Please update your email id & mobile no. with your respective Depository Participant (DP).  
**For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
10. **Information and instructions for Members attending the AGM through VC/OAVM are as under:**
- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL

e-Voting system. Members may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.

- (ii) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 31<sup>st</sup> August 2021 mentioning their name, demat account number/folio number, email id, mobile number at [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 31<sup>st</sup> August 2021 mentioning their name, demat account number/folio number, email id, mobile number at [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com). These queries will be replied by the Company suitably.
- (vi) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (vii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

#### 12. Instructions for Members for e-Voting during the AGM are as under:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting

- (ii) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any votes are cast by the Members through the e-Voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-Voting during the meeting is available only to the Members attending the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### 13. Other Common Instructions:

- (i) Facility for Non – Individual Members and Custodians – Remote e-Voting
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com), if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.



- (ii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 022-23058542/43.

- (iii) 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.
- (iv) 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.
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-Voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-Voting.
- (vi) The Company has appointed Shri P.K Sarawagi & Associate (Certificate of Practice No. 4882), Company Secretary in practice, as Scrutinizer to scrutinize the process of remote e-Voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutinizer will after the conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-Voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman of the Company or a person authorised by him in writing, who

shall countersign the same. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website at [www.jkagri.com](http://www.jkagri.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.

- (viii) 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 AGM only shall be entitled to vote at the AGM.

14. The Register of Members and Share Transfer Books of the Company shall remain closed from 1<sup>st</sup> September 2021 to 7<sup>th</sup> September 2021 (both days inclusive).

15. Dividend of Rs. 1.50 per Equity Shares of Rs. 10 each (15%), as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of AGM to the members whose names are borne on the Company’s Register of Members on 7<sup>th</sup> September 2021 or to their mandatees. In respect of shares held 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.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof as well as our detailed communication already sent to the Members through E-mail which is available at <http://jkagri.com/financials/TDS%20Communication%20to%20Shareholders.pdf>. The Members are requested to update their PAN with their Depository Participant (if shares held in electronic form) and Company / RTA (if shares held in physical form).

## **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

Dr. Raghupati Singhania, Non-Executive Director of the Company would be attaining the age of 75 years

on 8<sup>th</sup> December 2021. Pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the Members by means of a Special Resolution for continuation of his directorship.

Dr. Singhania has been Director of the Company since 2013. He is an Eminent Industrialist and Entrepreneur with over 50 years of experience in managing various industries including automotive tyres and tubes, power transmission systems, v-belts, oil seals, material handling systems, high yielding hybrid seeds, bulk drugs, etc. Dr. Singhania is the Chairman & Managing Director of JK Tyre & Industries Ltd. He is also Chairman of J.K. Fenner (India) Ltd., Cavendish Industries Ltd. and JK Tornel, Mexico, apart from being on the Board of various group companies and Foundations in the fields of medical and education. Dr. Singhania is the past Chairman of Automotive Tyre Manufacturers Association and in the past he was President of PHD Chamber of Commerce and Industry. He is also in the National Council of CII, besides his association with other important Business Councils, etc.

The Directors unanimously considered that keeping in view vast business experience and enormous knowledge of Dr. Singhania and the valuable contributions made by him all-along, it will be in the utmost interest of the Company to continue to have him on the Board of the Company.

Except Dr. Raghupati Singhania, Shri Bharat Hari Singhania, Chairman and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

#### **Item No. 5**

The Members are aware that Shri Vikrampati Singhania was appointed as Managing Director of the Company for a period of five years w.e.f. 7<sup>th</sup> May 2018 with the approval of the Members by way of Special Resolution passed at the Annual General Meeting (AGM) of the Company held on 5<sup>th</sup> September 2018, on the terms of remuneration as summarised below:

(A). Salary: ₹ 37 Lacs per month with such increments as may be decided by the Board from time to time in

the salary range of ₹ 23 Lacs per month to ₹ 55 Lacs per month;

(B). Perquisites, allowances and benefits, including retirement benefits;

(C). Performance Linked Incentive;

(D). Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013.

The Members at the aforesaid AGM have also approved payment of above specified remuneration (comprising salary, performance linked incentive, perquisites, allowances and benefits) to Shri Vikrampati Singhania as minimum remuneration for a period not exceeding three years in the aggregate, in the event of inadequacy or absence of profits under Sections 197 & 198 of the Act in any Financial Year or years. Due to constant inadequacy of profits, the aforesaid approval of Members for payment of minimum remuneration to Shri Vikrampati Singhania for a period of three years has ended on 31<sup>st</sup> March 2021 and fresh approval of Members is required for payment of minimum remuneration to Shri Singhania for his remaining term i.e., for the period from 1<sup>st</sup> April 2021 to 6<sup>th</sup> May 2023.

Further, considering the present monthly salary and salary range of Shri Vikrampati Singhania, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 3<sup>rd</sup> May 2021 recommends revision in his salary range to enable the Board to have adequate flexibility to grant Shri Singhania suitable increments during his remaining term i.e., upto 6<sup>th</sup> May 2023.

Accordingly, and in conformity and furtherance to the Members' Special Resolution passed at the AGM held on 5<sup>th</sup> September 2018, the approval of the Members is now being sought for payment of minimum remuneration to Shri Vikrampati Singhania, Managing Director, in case of inadequacy of profits during his remaining term upto 6<sup>th</sup> May 2023 with an increase in his Salary Range from ₹ 23 lacs per month - ₹ 55 lacs per month to ₹ 23 lacs per month - ₹ 65 lacs per month as contained in proposed resolution at item no. 5 of the Notice.

Shri Vikrampati Singhania is also Managing Director of J.K. Fenner (India) Limited (JKFIL). In terms of Section V of Part II of Schedule V to the Act, Shri Singhania is entitled to and may draw remuneration from the Company or JKFIL or both the companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit

admissible from any one of the said companies.

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. However, 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. 1<sup>st</sup> 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 <sup>st</sup> March 2021		₹ in Lacs
-	Net Sales and other Income	22686.18
-	Operating Profit [Before Interest, Depreciation and Tax]	2384.61
-	Profit before Tax [Before Exceptional]	1387.30
-	Profit before Tax [After Exceptional]	1001.69

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

**II. INFORMATION ABOUT THE APPOINTEE:**

(1) Background, Recognition or Awards details: Shri Vikrampati Singhania, aged 55 years, is M.Com., MBA (USA) and is an industrialist with over 28 years of experience in managing various industries including high yielding Hybrid Seeds, Automotive Tyres, Industrial V-Belts & Oil Seals, Pharmaceuticals, Sugar, Clinical Research, etc. His Director Identification No. is 00040659. He joined Board of Directors of the Company on 12<sup>th</sup> February 2013. Shri Singhania attended all the four Board Meetings of the Company held during the Financial Year ended 31<sup>st</sup> March 2021. He holds 23,696 Equity Shares of the Company.

He is also Managing Director of J.K. Fenner (India) Ltd. Shri Singhania is a member of the Company's Stakeholders' Relationship Committee. He does not hold any Committee position in other companies in terms of Regulation 26 of the SEBI (Listing Obligations

& Disclosure Requirements) Regulations, 2015.

(2) Past Remuneration:

Shri Vikrampati Singhania is also Managing Director of J.K. Fenner (India) Limited (JKFIL). In terms of Section V of Part II of Schedule V to the Companies Act 2013, Shri Vikrampati Singhania is entitled to and may draw remuneration from the Company or JKFIL or both the companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the said companies.

Presently, Shri Vikrampati Singhania is drawing his entire remuneration from JKFIL and has opted not to draw any remuneration from the Company due to inadequate profits.

(3) Job Profile and his suitability: Shri Vikrampati Singhania as Managing Director of the Company has in-depth understanding of agri-business sector and is entrusted with substantial powers of management under the superintendence, control and direction of the Board of Directors. He is also involved in policy planning, vision and strategy and long term development activities of the Company, besides Corporate Governance and Board co-ordination.

(4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 3<sup>rd</sup> May 2021 have approved the following terms of remuneration of Shri Vikrampati Singhania, for his remaining term i.e., 1<sup>st</sup> April 2021 to 6<sup>th</sup> May 2023, commencing 1<sup>st</sup> April 2021:

(A) Salary: ₹ 52 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 23 Lacs per month to ₹ 65 Lacs per month.

(B). Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The

perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

(C). Performance Linked Incentive, as may be decided by the Board from time to time.

(D). Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any committee of Directors authorised by the Board

(E). Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per Rules of the Company.

(F). Gratuity at the rate of 15 days salary for each completed year of service.

(G). Encashment of unavailed leave.

(H). The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the limits approved herein.

In the event of inadequacy or absence of profits under Section 197 and other applicable provisions of the Companies Act 2013 (the Act), in any financial year or years, the Managing Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

(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 of the Company constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Vikrampati Singhania, before approving the remuneration as proposed herein above.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel and other director, if any: Besides the proposed remuneration, Shri Vikrampati Singhania does not have any pecuniary relationship with the

Company. Shri Singhania is son of Shri Bharat Hari Singhania, Chairman and husband of Smt. Swati Singhania, Director of the Company.

### III. OTHER INFORMATION:

- Reasons of inadequate profit: JK Agri Genetics Limited has been engaged primarily in agriculture business (seeds - research & development, production, processing and marketing of field crops and vegetable seeds). The Company is rebuilding the business by revamping portfolio, operations and new launches. Management's concreted efforts have started showing sign of growth and in the year 2020-21, the Company has delivered double digit growth in revenue and returned to profits in spite of challenging operating environment. Seed is a momentum business with a research cycle of 5-7 years and hence it is important that Company continues to invest in people & research to leverage the market conditions and be ready and relevant in the market when pipeline delivers new products.

- Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Company is taking several steps to improve efficiency of research, production, inventory management (including portfolio rationalisation) and go to market approach. Additionally, we continue to look for the export opportunities as more sustainable than just driven by opportunistic trading.

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.

Accordingly, the Board recommends the Resolution as set out at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Except Shri Vikrampati Singhania, Managing Director; Shri Bharat Hari Singhania, Chairman and Smt. Swati Singhania, Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

### Item No. 6

The Company was incorporated on 16<sup>th</sup> March 2000 with the main object of development, production and trading etc. in the hybrid seeds, pollinated seeds and planting material of agriculture, horticulture, medicinal,

fruit or any other crop species and certain other objects.

The existing Memorandum of Association (“MOA”) was adopted by the Company at the time of its incorporation in 2000 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (“the Act”), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors.

Accordingly, the Board of Directors of the Company (“the Board”) at its meeting held on 3<sup>rd</sup> May 2021, recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with amendment in existing Clause III and IV of the MOA of the Company, so as to make it consistent and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

**Brief highlights of alterations proposed in the MOA are as follows:**

- (a) The heading of the existing Clause III “The Objects for which the Company is established are:” is deleted.
- (b) The heading of the existing Clause III(A) “The Main Objects to be pursued by the Company on its incorporation are” is substituted with “The Objects to be pursued by the Company on its incorporation are”.
- (c) Sub-clauses 1 & 2 of existing Clause III(A) is retained under Clause III(A) and new sub-clause 3 is inserted after sub-clause 2 under Clause III(A).
- (d) The heading of existing Clause III(B) “The objects incidental or ancillary to the attainment of the main objects of the Company are” is substituted with “Matters which are necessary for furtherance of the objects specified in Clause III(A) are” and all sub-clauses 1 to 31 appearing in the existing Clause III(B) be substituted with new sub-clauses 1 to 31 under Clause III (B).

(e) The heading of existing Clause III(C) “The other objects for which the Company is established are:” is deleted and all sub-clauses 1 to 25 appearing in the existing Clause III(C) be substituted with new sub-clauses 1 to 25 and be inserted as sub-clauses 32 to 56 under the Clause III(B).

(f) The existing Clause IV is substituted to clarify that the liability of the Members is limited to the amount unpaid, if any, on the shares held by them. This has been done in conformity with the provisions of the Act. Copy of the proposed MOA is available on the website of the Company at [www.jkagri.com](http://www.jkagri.com) and would be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of the AGM.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of altered MOA in substitution of existing MOA.

Accordingly, the Board recommends the Resolution as set at Item No. 6 of this Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 7**

The existing Articles of Association (“AOA”) was adopted by the Company at the time of its incorporation in 2000 and are based on the provisions of the erstwhile Companies Act, 1956.

Consequent to the enactment of the Companies Act, 2013 (“the Act”), the regulatory provisions have undergone comprehensive changes which have necessitated several amendments in AOA of the Company including deletion of certain redundant Articles. Accordingly, the Board of Directors of the Company (“the Board”) at its meeting held on 3<sup>rd</sup> May 2021, recommended for approval of the Members for adoption of new AOA in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder. Copy of the proposed AOA is available on the website of the Company at [www.jkagri.com](http://www.jkagri.com) and would be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of the AGM.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in substitution of existing AOA.

Accordingly, the Board recommends the Resolution as set out at item no. 7 of the Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company

is concerned or interested, financially or otherwise, in the said Resolution.

Regd. Office:

7, Council House Street,  
Kolkata-700 001

By Order of the Board

CIN: L01400WB2000PLC091286

Website: [www.jkagri.com](http://www.jkagri.com)

Email: [jkagls shareholder@jkmail.com](mailto:jkagls shareholder@jkmail.com)

Phone: +9133-22486181

Fax: +9133-22481641

Date: 2<sup>nd</sup> August 2021

Anoop Singh Gusain

Company Secretary

## Annexure to Notice

### Details of Directors proposed to be re-appointed including approval sought for continuation of directorship:

Name	Dr. Raghupati Singhania	Shri Vikrampati Singhania
DIN	00036129	00040659
Age (Years)	74	55
Qualification	B.Sc and Honorary Doctorate in Science	Master's Degree in Commerce and MBA from Duke University (USA)
Experience (including expertise in specific functional area)/ Brief Resume	Eminent Industrialist and Entrepreneur with long diversified Industry Experience	Eminent Industrialist and Entrepreneur with diversified Industry Experience
Date of Appointment on the Board	30 <sup>th</sup> March 2013	12 <sup>th</sup> February 2013
Directorships held in other public companies (as per Section 165 of the Companies Act, 2013 excluding private and other companies)	<ul style="list-style-type: none"> <li>• JK Tyre &amp; Industries Ltd.</li> <li>• J.K. Fenner (India) Ltd.</li> <li>• JKT&amp;I Employees Welfare Association Ltd.</li> <li>• Cavendish Industries Ltd.</li> <li>• JK Lakshmi Cement Ltd.</li> <li>• Bengal and Assam Company Ltd.</li> <li>• Radico Khaitan Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• J.K. Fenner (India) Ltd.</li> <li>• Lumax Industries Ltd.</li> <li>• Transport Corporation of India Ltd.</li> </ul>
Memberships/ Chairmanships of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI Listing Regulations]	Membership: <ul style="list-style-type: none"> <li>• JK Lakshmi Cement Ltd. – Audit Committee</li> <li>• Radico Khaitan Ltd. – Audit Committee</li> </ul> Chairmanship: <ul style="list-style-type: none"> <li>• JK Lakshmi Cement Ltd. – Stakeholders Relationship Committee</li> <li>• Bengal &amp; Assam Company Ltd. – Stakeholders Relationship Committee</li> </ul>	Nil
Number of Equity Shares held in the Company	65,644*	27,953**
No. of Board Meetings attended during the Financial Year 2020-21	Four	Four

Terms & conditions of re-appointment/ appointment	Please refer details given at item no. 4 in the Statement pursuant to Section 102 of the Act	Please refer details given at item no. 5 in the Statement pursuant to Section 102 of the Act
Details of remuneration last drawn	Please refer Corporate Governance Report section of Annual Report for the FY 2020-21	
Remuneration proposed to be paid	Sitting fee for attending Board and Committee Meetings and Commission on Net Profits, if any	Please refer details given at item no. 5 in the Statement pursuant to Section 102 of the Act
Relationships with other Directors /KMP	Dr. Raghupati Singhania is brother of Shri Bharat Hari Singhania	Shri Vikrampati Singhania is son of Shri Bharat Hari Singhania and husband of Smt. Swati Singhania

\* Includes, 1,200, Equity Shares as Karta of Dr. Raghupati Singhania (HUF)

\*\* Includes 4,257 Equity Shares as Karta of Vikrampati Singhania (HUF)

### FOR ATTENTION OF THE MEMBERS

- Members having multiple folios are requested to write to the Company at its Secretarial Department at Gulab Bhawan (Rear Wing), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: [anoops@jkmail.com](mailto:anoops@jkmail.com) or its Registrar and Share Transfer Agent (RTA) Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 or E-mail: [rt@alankit.com](mailto:rt@alankit.com) together with the Share Certificates for consolidation of the Folios to save the administrative or servicing cost.
- 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.
- Dividend Warrants:** As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 along with nine digit MICR/ NECS details to enable the Company to directly credit the dividend amount in their Bank Account.
- Members are requested to intimate changes, if any, pertaining to their addresses, bank mandates, nominations, etc., and related correspondence to their Depository Participant in case the Shares are held in electronic form and to Company's RTA at address mentioned above, in case the shares

are held in physical form.

- Investor Grievances and related correspondence should be addressed to the Company's RTA which will be promptly responded by the RTA. Please write to the Company Secretary at its Secretarial Department at the address mentioned above, in case RTA's response is not received within a week's time.

### 6. Investor Education and Protection Fund:

#### (A) Unclaimed Dividend - Transfer to Investor Education and Protection Fund:

Pursuant to Sections 124,125 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), amended from time to time, the unclaimed dividend shall be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of such dividend to the Unpaid Dividend Account of the Company.

Accordingly, the unclaimed dividend will be transferred to the IEPF as under:

Dividend	Due date for transfer to the IEPF
Financial Year ended 31.03.2014 -25% Dividend	18 <sup>th</sup> September 2021
Financial Year ended 31.03.2015 -30% Dividend	20 <sup>th</sup> September 2022
Financial Year ended 31.03.2016 - 30% Dividend	7 <sup>th</sup> October 2023

Financial Year ended 31.03.2017 -40% Dividend	23 <sup>rd</sup> September 2024
Financial Year ended 31.03.2018 -40% Dividend	3 <sup>rd</sup> October 2025
Financial Year ended 31.03.2019 -15% Dividend	25 <sup>th</sup> September 2026

**(B) Unclaimed Sale proceeds of fractional shares**

- Transfer to Investor Education and Protection Fund:

Sale proceeds of fractional shares arising out of Merger & Amalgamation, which remains unclaimed for seven years or more shall be transferred to IEPF.

It is to inform that the fractional shares arise pursuant to the Scheme of Arrangement and Demerger of the Company, sanctioned in the year 2012, were consolidated into whole Equity Shares and sold in the market and the sale proceeds thereof were deposited in fractional shares account in the year 2014 for distribution to shareholders. The unclaimed sale proceeds of said fractional shares shall be transferred to IEPF on 6<sup>th</sup> October 2021.

(C) Members who have not claimed their dividend for the said Financial Years and sale proceeds of fractional shares may write to the Company Secretary, for obtaining payments thereof, at the Secretarial Department of the Company mentioned above at least 30 days before they are due for transfer to the said fund.

With respect to dividend and shares due for transfer to IEPF in the Financial Year 2021-22,

the Company has sent notice to all the Members whose dividends are lying unclaimed for seven consecutive years or more to claim the same at the earliest.

7. **Nomination:** Pursuant to Section 72 of the Act, Individual Members holding shares in the Company, in single name or joint names, may nominate an individual to whom all the rights in the shares of 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 filled 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:** As per Regulation 40 of the SEBI Listing Regulations, shares of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE690O01011.
9. Members are requested to quote their Folio No./ DPID- Client ID and details of shares held in physical/dematerialised forms, e-mail IDs and Telephone/Mobile Nos. for prompt reply to their communications.





Regd. Office: 7, Council House Street, Kolkata-700 001  
(CIN: L01400WB2000PLC091286), Website: [www.jkagri.com](http://www.jkagri.com)  
Email: [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com), Phone: +91-11-68201265/891

### E-COMMUNICATION REGISTRATION FORM

Dear Members,

Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules issued thereunder, the Company is permitted to serve various notices/documents under the said Act, through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository Participant(s) .

To support this 'Green Initiative' the Members holding shares in physical form are requested to fill-in the appended form and send back to the Company. Members holding shares in dematerialized form are requested to approach the concerned Depository Participant to record/update in their e-mail address.

Anoop Singh Gusain  
Company Secretary

.....

### E-COMMUNICATION REGISTRATION FORM

(For Members holding Equity Shares in physical mode)

Folio No. : .....

Name of the 1<sup>st</sup> Registered Holder : .....

Name of the Joint Holder(s) : .....

Registered Address : .....

E-mail Id (to be registered) : .....

Mobile No. (to be registered) : .....

I/We Member(s) of JK Agri Genetics Ltd. agree to receive communication from the Company in electronic mode. Please register my/our above e-mail ID and Mobile Number in your records for sending communication in electronic form.

Date:

Signature:

Note: Member(s) are requested to complete this Form and send to the Company Secretary at the above address or send the scanned copy of this Form duly completed at the email id [jkaglshareholder@jkmail.com](mailto:jkaglshareholder@jkmail.com)