

JKAGL:SECTL:SE:2021

Date: 8th September 2021

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Scrip Code : 536493

Submitted through BSE Listing Centre

Dear Sir/Madam,

Re: **Intimation of alteration in Memorandum and Articles of Association of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have to inform you that at the Annual General Meeting of the Company held on 7th September 2021, the Members of the Company have approved by way of Special Resolution: (i) adoption of altered Memorandum of Association of the Company; (ii) adoption of new set of Articles of Association (AOA) in substitution of existing AOA of the Company.

Brief details of alteration made in MOA & AOA are given below:

(a) Alteration of Memorandum of Association

(i) The existing Memorandum of Association ("MOA") was adopted by the Company at the time of its incorporation 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 changes.

(ii) 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.

(iii) Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 3rd May 2021, recommended for approval of the Members the 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.



(iv) Brief highlights of alterations in the MOA are as follows:

- (a) The heading of 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" 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 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" 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.

(b) Adoption of new set of Articles of Association

- (i) The existing Articles of Association ("AOA") was adopted by the Company at the time of its incorporation and are based on the provisions of the erstwhile Companies Act, 1956.
- (ii) Consequent to the enactment of the Companies Act, 2013 (the 'Act'), regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles.
- (iii) Since the changes required for aligning the erstwhile AOA with the Act and Rules made thereunder were numerous, it was considered expedient to adopt new AOA in substitution of existing AOA.
- (iv) Highlights of alteration in AOA are as follows:
- (a) The AOA has been restructured and aligned with the provisions of the Act and Rules made thereunder.



(b) References to sections, sub-sections, clauses etc. of the Companies Act, 1956, have been substituted with the provisions of the Act.

(c) Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been specifically included.

We request to take the above information on records.

Thanking you and assuring you of our best attention at all times.

Yours faithfully
For JK Agri Genetics Ltd.



A handwritten signature in blue ink, which reads "Anoop". The signature is written in a cursive style and is positioned above the printed name.

(Anoop Singh Gusain)

Company Secretary & Compliance Officer