

**JK AGRICULTURE GENETICS LTD.**

CIN: L01400WB2000PLC091286

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

Secretarial Office: Gulab Bhawan, 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110002Website: [www.jkagri.com](http://www.jkagri.com), Email: [jkagshareholder@jkgmail.com](mailto:jkagshareholder@jkgmail.com)

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**POSTAL BALLOT NOTICE****Dear Member(s),**

**Notice** is hereby given to the Members of JK Agri Genetics Limited (“the Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and the Circulars issued by the Ministry of Corporate Affairs and pursuant to other applicable laws and regulations, the resolution appended below for appointment of an Independent Director is proposed to be passed by the Members as an Ordinary Resolution through Postal Ballot by voting through electronic means (“remote e-Voting”) only.

The proposed resolution along with the Statement pursuant to Section 102 of the Act, setting out the material facts thereto is annexed herewith.

The Company has appointed Shri P.K Sarawagi (Certificate of Practice No. 4882) of M/s P.K Sarawagi & Associates, Practising Company Secretary, as Scrutiniser for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General

Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 and General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 issued by the Ministry of Corporate Affairs, Members can vote only through remote e-Voting, for which purpose, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-Voting will commence on Tuesday, 30<sup>th</sup> November 2021 from 10.00 A.M. and will end on Wednesday, 29<sup>th</sup> December 2021 at 5.00 P.M.

The Company has engaged the services of Central Depository Services (India) Ltd. (“CDSL”) as the agency to provide remote e-Voting facility.

Based on the Scrutiniser's Report, the Results of remote e-Voting will be declared on or before 31<sup>st</sup> December 2021. The results declared along with the Scrutiniser's report shall be placed on the website of the Company at [www.jkagri.com](http://www.jkagri.com) and on the website of Central Depository Services (India) Ltd. (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to BSE Ltd. where the shares of the Company are listed. The results of remote e-Voting along with the Scrutiniser's report will also be displayed at the Notice Board at the Registered Office and at the Secretarial Office of the Company.

**AS SPECIAL BUSINESS**

**To consider and if thought fit to pass, the following Resolution as an Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions,

if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Regulation 16 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, Shri Raj Kumar Jain (DIN: 01741527), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years w.e.f. 26<sup>th</sup> November 2021.

RESOLVED FURTHER that the Board of Directors of the Company (“The Board” shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this resolution.”

By Order of the Board

Anoop Singh Gusain  
Company Secretary  
& Compliance Officer

26<sup>th</sup> November 2021

#### NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the aforesaid Resolution is annexed herewith.
2. In conformity with the applicable provisions of the Act, the Rules made thereunder and above mentioned Circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Tuesday, 23<sup>rd</sup> November 2021 (“cut-off date”) and who have registered their e-mail

addresses with Alankit Assignments Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). Members who may not have received this Notice due to Non-registration of their e-mail Id with the Company’s RTA/Depository shall be entitled to vote in accordance with the process given in this Notice. In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till 31<sup>st</sup> December 2021. Accordingly, the Company has not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member. Despatch shall be deemed to be completed on the day on which CDSL sends out communication for Postal Ballot by e-mail to the Members of the Company.

3. Voting rights of the Members 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. Tuesday, 23<sup>rd</sup> November 2021 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

4. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the Resolution contained in the Notice of Postal Ballot dated 26<sup>th</sup> November 2021 is being taken through remote e-Voting only.

5. All the material documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode upto the date of declaration of result of Postal Ballot. Members seeking to inspect such documents can send e-mail to [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com).

6. The Scrutiniser’s decision on the validity of the votes cast through Postal Ballot will be final. Voting Right in the Postal Ballot can not be exercised by proxy.

7. The results of the Postal Ballot shall be declared on or before 31<sup>st</sup> December 2021. The resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. on 29<sup>th</sup> December 2021.

8. The Notice of Postal Ballot is available on the website of the Company at [www.jkagri.com](http://www.jkagri.com) and on the website of BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**9. Remote e-Voting Procedure:** In compliance with the provisions of Section 108 and 110 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 remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-Voting facility to its Members. The detailed procedure with respect to remote e-Voting is mentioned below:

**(A) The instructions for Members for remote e-Voting are as under:**

- (i) The remote e-Voting period begins on Tuesday, 30<sup>th</sup> November 2021 (10:00 A.M.) and ends on Wednesday, 29<sup>th</sup> December 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, 23<sup>rd</sup> November 2021 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

**(B) Login method for remote e-Voting (e-voting) 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. **Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility. Procedure to Login and access Remote e-voting, as implemented by Depository Participants (DPs) is given below:**

Type of Members	Login Method
<b>Individual Members holding shares in Demat mode with <u>CDSL</u></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) On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (<b>CDSL</b>) for casting vote during remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LI NKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ul>

	<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 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</p>		<p>access the system of all e-Voting Service Providers (CDSL).</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) 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 (CDSL) name and you will be redirected to e-Voting service provider website for casting vote.</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>
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	<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 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 (CDSL) website for casting vote during remote e-Voting period.</p>	<p><b>shares in demat mode) login through their Depository Participants</b></p>	<p>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 (CDSL) and you will be redirected to e-Voting service provider (CDSL) website for casting your vote.</p>
<p><b>Individual Members (holding</b></p>	<p>(i) You can also login using the login credentials of your demat account</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:

<b>Login type</b>	<b>Helpdesk details</b>
<p><b>Individual Members holding shares in Demat mode with CDSL</b></p>	<p>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 22-23058542-43.</p>
<p><b>Individual Members holding shares in Demat mode with NSDL</b></p>	<p>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</p>

**(C) Login method for Remote e-Voting 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
- 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.
- (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 alphanumeric 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 No. 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.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (p) 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.

**10. 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 AADHAAR (self-attested scanned copy) by email to Company at [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com) /RTA at [rt@alankit.com](mailto:rt@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.**

**11. 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 Scrutiniser 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 Scrutiniser 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 Scrutiniser to verify the same.
- (ii) If you have any queries or issues regarding remote 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).

12. Copy of the letter of appointment of Shri Raj Kumar Jain as an Independent Director setting out the terms and conditions would be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [jkaglshareholder@jkm.com](mailto:jkaglshareholder@jkm.com).

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

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and pursuant to Section 161(1) of the Companies Act, 2013 (“The Act”) approved the appointment of Shri Raj Kumar Jain (DIN: 01741527) as an Additional Director of the Company in the category of Independent Director for a term of 3 (three) consecutive years w.e.f. 26<sup>th</sup> November 2021.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Shri Raj Kumar Jain for appointment as an Independent Director of the Company.

Shri Raj Kumar Jain is qualified to be appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Declaration has also been received from Shri Raj Kumar Jain that he meets the criteria of independence prescribed under Section 149 read with Schedule IV of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Raj Kumar Jain fulfils the conditions specified in the Act & the Rules made thereunder and the Listing Regulations for appointment as an Independent Director. He is independent of the management of the Company and possesses appropriate skills, experience and knowledge.

Shri Raj Kumar Jain, aged 62 years, is the founder of Bounce Inc., a Consultancy Firm. Shri Jain holds an Engineering Degree from Delhi University and an Executive MBA degree from the Kellogg School of Business, Evanston, USA.

He has held the position of Chief Executive Officer of Bennett Coleman & Co. Limited (The Times Group), the largest media company in India. Prior to joining Bennett Coleman & Co. Limited, Shri Jain served as President & CEO of Walmart India. He spearheaded Walmart's entry into India and successfully established Wholesale Cash & Carry, Retail businesses of Walmart in India in JV with Bharti Group. Prior to Walmart, Shri Jain was Asia Pacific Region Head, Marketing & Supply Chain at Whirlpool Corporation in Shanghai, China. During his 10 years at Whirlpool, he also served as MD & CEO of Whirlpool India Ltd.

Shri Raj Kumar Jain started his career at Unilever. His successful and distinctive career spanning over 16 years in Unilever in India and U.K. included several key managerial positions in Sales, Marketing, and Supply Chain.

Shri Raj Kumar Jain is the Ex-Chairperson of the Board of American Chamber of Commerce & Industry (AMCHAM), served on the advisory board of HOPE Foundation in India and also served on the Board of ASCI (The Advertising Standards Council of India).

The Nomination & Remuneration Committee and the Board are of the view that the association of Shri Raj Kumar Jain and the rich experience, expertise & vast knowledge he brings with him would immensely benefit the Company.

He holds directorship in Sabhyata Foundation and Hippostores Technology Private Limited but does not hold position of Member/Chairman of Committee(s) of any Company.

He does not hold any Equity shares of the Company either directly or in form of beneficial interest for any other person. He has not attended any Board Meeting and also not drawn any remuneration as on the date of this Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulation read with Secretarial Standard-2 on General Meeting issued by ICSI.

Shri Raj Kumar Jain shall be paid remuneration by way of fee for attending Meetings of the Board or for any other Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Meeting and Profit related Commission within the limit stipulated under Section 197 of the Act.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Save and except Shri Raj Kumar Jain, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way is concerned or interested, financially or otherwise, in the aforesaid Resolution.

By Order of the Board

Anoop Singh Gusain  
Company Secretary  
& Compliance Officer

26<sup>th</sup> November 2021