



CIN: L01400WB2000PLC091286

Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002

Email: jkaglshareholder@jkmil.com; Website: www.jkagri.com

Phone: +91 11 6820 1891/265

NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **JK Agri Genetics Limited** will be held on **Thursday, 8th September 2022 at 11.30 A.M.** Indian Standard Time through Video Conferencing (VC)/ 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 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. Gyanendra Shukla (DIN: 02922133), 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 the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the re-appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Whole-time Director with the designation “President & Director” of the Company for a period of three (3) years with effect from 23rd May 2022, be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any Financial Year may exceed the limits specified in Section 197 and Schedule V of the Act and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any Financial Year or years during the term of his appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and

benefits, as approved herein, be paid as minimum remuneration to the said President & Director for a period not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER that the Chairman/ Managing Director of the Company be and are hereby severally authorised to vary and/or revise the remuneration of the said President & Director within the overall limits approved herein and to settle any question or difficulty in connection therewith or incidental thereto.”

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Shri Ajay Srivastava (DIN: 00049912) who holds office of Independent Director up to 23rd October 2022, be and is hereby re-appointed as an Independent Director of the Company for another term of three consecutive years with effect from 24th October 2022.”

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

By Order of the Board

Date: 29th July 2022

Anoop Singh Gusain
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item No(s). 4 and 5 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 appointment/re-appointment, is also annexed.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No. 02/2022 dated 5th May 2022, allowed companies whose Annual General Meeting (AGM) are due in the year 2022, to conduct their AGMs on or before 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (SEBI Circulars). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 22nd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.
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.) who wish to attend the AGM are requested to send by email at jkaglshareholder@jkm.com, a scanned certified

true copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorising their 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 (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@jkm.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 1st September 2022 through email at jkaglshareholder@jkm.com. The same will be replied by the Company suitably.

7. **Dispatch of Notice of AGM and Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website at www.jkagri.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of the 22nd AGM of the Company, may send request to the Company's email address at jkaglshareholder@jksmail.com mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at jkaglshareholder@jksmail.com or rta@alankit.com.

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 9th 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 22nd 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 **Monday, 5th September 2022** (10:00 A.M.) and ends on **Wednesday, 7th September 2022** (5:00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Thursday, 1st September 2022 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 9th 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
Individual Members holding shares in Demat mode with CDSL	Users who have opted for Easi / Easiest facility: (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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on 'Login' icon and select 'New System Myeasi'.

	<p>(ii) Enter your User ID & Password for accessing Easi/ Easiest.</p> <p>(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 vote during the remote e-Voting period or joining virtual meeting & 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 can visit the e-Voting service providers website directly.</p> <p>If the user is not registered for Easi / Easiest facility, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the user can directly access the e-Voting page of CDSL as per the following procedure:</p> <p>(i) Type in the browser/click on the following link www.cdslindia.com / https://www.evotingindia.com.</p> <p>(ii) Click on 'Shareholder/Member' module.</p> <p>(iii) Provide Demat Account Number and PAN.</p> <p>(iv) System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p>
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	<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>Individual Members holding shares in demat mode with NSDL</p>	<p>1) Users registered for NSDL IDeAS facility:</p> <p>(i) Open web browser by typing the following URL: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Alternatively, the user can directly access the e-Voting page of NSDL as per the following procedure:</p>

	<p>(i) Open web browser by typing the following URL: https://www.evoting.nsdl.com 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 & voting during the meeting.</p>
<p>Individual Members (holding shares in demat mode) login through their Depository Participants</p>	<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 & 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
<p>Individual Members holding shares in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.</p>
<p>Individual Members holding shares in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

(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.
- (b) Click on “Shareholders/Members” module.
- (c) Now enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. 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 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:

For Members holding shares in Demat Form (other than individuals) and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members). • 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.
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.
- (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.

9. 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 1st September 2022 mentioning their name, demat account number/ folio number, email id, mobile number at jkaglshareholder@jksmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 1st September 2022 mentioning their name, demat account number/folio number, email id, mobile number at jkaglshareholder@jksmail.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.

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

11. 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.

12. 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 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.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - 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@jksmail.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 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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).

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 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. Sarawagi & Associates (Certificate of Practice No. 4882), Company Secretary in Practice, as Scrutiniser to scrutinise the process of remote e-Voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutiniser 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 Scrutiniser'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 Scrutiniser's Report shall be placed on the Company's website at www.jkagri.com and on the website of CDSL 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.

- 13. The Register of Members and Share Transfer Books of the Company shall remain closed from 2nd September 2022 to 8th September 2022 (both days inclusive).
- 14. 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 8th September 2022 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.

Members may note that pursuant to the changes introduced in the Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source at the prescribed rates on the dividend to be paid to the shareholders. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. A detailed note in this regard is available at <https://jkagri.com/investor-relations/tds-communication/>. The Members are requested to update their PAN with their DP (If shares held in electronic form) and the Company/RTA (If shares held in physical form).

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors has re-appointed Dr. Gyanendra Shukla as Whole-time Director with the designation "President & Director" of the Company for a term of three years w.e.f. 23rd May 2022, on the terms and remuneration as determined by the Nomination and Remuneration Committee of Directors, set out hereunder subject to the approval of Members and such other necessary approvals, as may be required.

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

I. GENERAL INFORMATION:

- (1) Nature of Industry: Hybrid Seeds.
- (2) Date of commencement of commercial production:

The commercial production commenced in March 1990. It may however be noted that the Seed Undertaking got transferred to and vested in this Company pursuant to the Scheme of Arrangement and Demerger, sanctioned by the Hon'ble High Court, Calcutta. The Scheme is operative w.e.f 1st April 2005.

- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial performance based on given indicators:

Particulars for the Financial Year ended 31 st March 2022	₹ in Crore
Sales and other Income	249.90
Operating Profit (Before Interest, Depreciation and Tax)	19.26
Profit before Tax	10.26
Profit after Tax	7.73

- (5) Foreign investment or collaborations, if any: Nil.

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background, Recognition or Awards details: Dr. Gyanendra Shukla, aged 55 years, has done Ph.D. in Botany/Genetics (from CSJM University, Kanpur) and holds MBA degree (from S.P. Jain Institute of Management and Research, Mumbai) in addition to M.Sc. - Agriculture (from G.B. Pant University, Uttarakhand). Dr. Shukla has joined the Company w.e.f. 23rd May 2019 as Whole-time Director with the designation President & Director of the Company.

Dr. Shukla has an extensive experience of over 33 years in Agriculture input businesses and has handled multiple leadership roles across geographies and functions. His vast experience encompasses leading business operations and delivering results in highly complex socio-political and economic environments across Asia-Pacific and Africa. He is known for acquiring, nurturing diverse talent and creating conducive environment for success of the team.

Dr. Shukla attended all the five Board Meetings of the Company held during the financial year ended 31st March 2022. He does not hold any Equity Shares of the Company. His Director Identification No. is 02922133.

Dr. Shukla is a director of Anukaran Properties Pvt. Ltd. He is also a member of the Company's Audit Committee and Corporate Social Responsibility Committee.

- (2) Past Remuneration: The remuneration of Dr.

Shukla approved by the Members of the Company at their Annual General Meeting held on 27th August 2019 is as under:-

- (A) Salary: ₹ 8 Lacs per month in the salary range of ₹ 8 Lacs per month to ₹ 17 Lacs per month with such increments as may be decided by the Chairman/ Managing Director of the Company from time to time.
- (B) Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalisation and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman/ Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or the Income-tax Rules, as applicable. The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman/ Managing Director of the Company.
- (C) Performance Linked Incentive.
- (D) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per Rules of the Company.
- (E) Gratuity at the rate of 15 days salary for each completed year of service.
- (F) Encashment of unavailed leave as per Rules of the Company.
- (G) The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.
- (H) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above.
- (3) Job Profile and his suitability: Dr. Gyanendra Shukla, President & Director of the Company is vested with powers of management subject to the control, direction and superintendence of

the Board of Directors, the Chairman and the Managing Director of the Company.

His job responsibilities require high level of policy planning, vision and strategy, techno-commercial skills, analytical ability, communication and leadership skills. It also calls for in-depth understanding of agri-business sector. As Dr. Shukla possesses all these competencies in abundant measure, he is ideally suited for the job. It was therefore been considered desirable to continue with the services of Dr. Shukla as Whole-time Director with the designation President & Director of the Company for a term of 3 years w.e.f. 23rd May 2022.

(4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 26th April 2022 approved the terms of remuneration for the three years tenure of Dr. Gyanendra Shukla commencing 23rd May 2022 as under:-

- A. Salary: ₹ 9 Lacs per month in the salary range of ₹ 9 Lacs to ₹ 17 Lacs per month with such increments as may be decided by the Chairman/Managing Director of the Company from time to time including increment due w.e.f., 1st July 2022.
- B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalisation and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman/Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or the Income-tax Rules, as applicable. The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman/Managing Director of the Company.
- C. Performance Linked Incentive.
- D. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
- E. Gratuity at the rate of 15 days salary for each completed year of service.
- F. Encashment of unavailed leave as per Rules of the Company.

G. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

H. In the event of inadequacy or absence of profits under Sections 197 and 198 of the Companies Act, 2013 in any financial year or years, the President & Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above.

(5) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person: The executive remuneration in the industry is on the rise. The "Nomination and Remuneration Committee" constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused the remuneration of managerial personnel prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company, qualifications, experience, past performance, past remuneration, profile and responsibilities of Dr. Gyanendra Shukla and other factors, before approving the remuneration as proposed herein before.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the proposed remuneration, Dr. Gyanendra Shukla does not have any pecuniary relationship with the Company and is not related to any other Director and Key Managerial Personnel of the Company.

III. OTHER INFORMATION:

(1) Reasons of inadequate profits: JK Agri Genetics Limited has been engaged primarily in agriculture business (seeds research & development, production, processing and marketing of field crops and vegetable seeds). Last year company faced the serious wave of Covid-19 in the first quarter. Covid-19 wave led to increased logistics and other operational costs later during the year. Our customers make purchase decision based on what they see working on their farms. We have significantly increased our expenditure on demand generation and branding activities to deliver the sustainable growth in future. In addition, we continue to invest in R&D to stay competitive in the market.

(2) 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 especially in the small holder markets in south Asian and African countries.

Relevant documents setting out the terms and conditions of the re-appointment of Dr. Gyanendra Shukla as President & Director of the Company, would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of this AGM.

The Company has not defaulted in repayment of dues to any Bank or Public Financial Institution or non-convertible debenture holders or any other secured creditors.

The Board recommends the resolution for approval of the Members by means of a Special Resolution.

Except Dr. Gyanendra Shukla and his 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. 5

In terms of the provisions of Section 149 of the Companies Act, 2013 (“the Act”) and Rules made thereunder, the Members of the Company at their 18th Annual General Meeting (AGM) held on 5th September 2018, had approved the appointment of Shri Ajay Srivastava (DIN: 00049912) as Independent Director of the Company w.e.f. 24th October 2017 for a term of five consecutive years. Accordingly, his present term as Independent Director will determine on 23rd October 2022.

Shri Ajay Srivastava is eligible for re-appointment as Independent Director of the Company for another term of upto five consecutive years on passing of a Special Resolution by the Members of the Company. Brief profile of the said Independent Director including his vast experience and knowledge is provided in the Annexure to the Notice.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee and considering the expertise & experience of Shri Ajay Srivastava, approved his re-appointment as Independent Director for a term of three consecutive years w.e.f. 24th October 2022, subject to requisite

approval of the Members of the Company.

The Company has received requisite declaration from Shri Ajay Srivastava that he meets the criteria of Independence and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence as prescribed under the Act and Listing Regulations and has complied with Rule 6(1) and 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014. He has also confirmed that he is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any order of SEBI or any other Authority.

In the opinion of the Board, Shri Ajay Srivastava fulfill all conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management of the Company. Further, he possesses appropriate skills and capabilities required for the role of Independent Director, namely - strategic expertise, business management and risk governance, as identified by the Board of Directors of the Company. Considering his background, knowledge, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be in the best interest of the Company. Accordingly, the Board recommends the Resolution for approval of the Members by means of a Special Resolution.

Copy of the draft letter of re-appointment of Shri Ajay Srivastava as an Independent Director, setting out the terms and conditions of his re-appointment would be available for inspection by the Members at the registered office of the Company during normal business hours on all working days up to and including the date of this AGM.

Except Shri Ajay Srivastava and his 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 are in anyway concerned or interested financially or otherwise in the aforesaid Resolution.

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

By Order of the Board

Date: 29th July 2022

Anoop Singh Gusain
Company Secretary

ANNEXURE TO NOTICE
Details of Directors proposed to be re-appointed:

Name	Dr. Gyanendra Shukla	Shri Ajay Srivastava
DIN	02922133	00049912
Age (Years)	55	60
Qualification & Experience (including expertise in specific functional area)/ Brief Resume	Ph.D. in Botany/Genetics, M.Sc. and MBA from S.P. Jain Institute of Management and Research, Mumbai and he has over 33 years of experience in Agriculture input business	PGDM from IIM Bangalore and he specializes in Corporate & financial restructuring, Transactional Services and Investment Banking
Date of Appointment on the Board	23 rd May 2019	24 th October 2017
Directorships held in other public companies (as per Section 165 of the Companies Act, 2013 excluding private and other compnies)	Nil	Nil
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)	Nil	Nil
Number of Equity Shares held in the Company	Nil	Nil
No. of Board Meetings attended during the Financial Year 2021-22	Five	Five
Terms & conditions of reappointment/ 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 details given at item no. 4 in the Statement pursuant to Section 102 of the Act and Corporate Governance Report section of Annual Report for the FY 2021-22	Please refer Corporate Governance Report section of Annual Report for the FY 2021-22
Remuneration proposed to be paid	Please refer details given at item no. 4 in the Statement pursuant to Section 102 of the Act	Sitting fee for attending Board and Committee Meetings and Profit related Commission, if any.
Relationships with other Directors /KMP	Not related to any Director/KMP	Not related to any Director/KMP

FOR ATTENTION OF THE MEMBERS

1. Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

(a) **For shares held in electronic form:** to their Depository Participants (DPs).

(b) **For shares held in physical form:** to the Company's 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 in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021. The Company has already sent letters for furnishing the required details to RTA. Members may access the relevant Forms available on the website of the Company at <https://jkagri.com/investor-relations/investor-services/>.

Members may note that effective from 1st January 2022, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1st April 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialisation of Shares.

2. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities only in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and

signed Form ISR – 4 & ISR-5, the format of which is available on the website of the Company. It may be noted that any service request can be processed only after the Folio is KYC Compliant.

3. SEBI vide its notification dated 24th January 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail 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 or may write to the secretarial department of the Company. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE690O01011. For guidance how to dematerialise the shares, please visit our website at www.jkagri.com.
4. SEBI vide its circular dated 30th May 2022 has prescribed standard operating procedures for dispute resolution under the Stock Exchange Arbitration Mechanism for a dispute between a Listed Company and/or RTA and its Members. The said circular is available on the website of the Company at www.jkagri.com.
5. 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 Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002 or E-mail: jkaglshareholder@jkm.com, in case RTA's response is not received within a week's time.
6. **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.

7. 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 (the 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 31.03.2015 -30% Dividend	20 th September 2022
Financial Year ended 31.03.2016 - 30% Dividend	7 th October 2023
Financial Year ended 31.03.2017 -40% Dividend	23 rd September 2024

Members who have not claimed their dividend for the said Financial Years may write to the Company Secretary, for payment at the Secretarial Department of the Company as mentioned above.

(b) Transfer of Shares to IEPF Authority -

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the IEPF Rules, as amended, the Company has during the Financial Year 2021-22, transferred all shares in respect of which dividend had remained unpaid / unclaimed for seven consecutive years or more to IEPF authority, within the prescribed time. The details of shares transferred to the IEPF Authority are available on the website of the Company.

Dividend of Financial Year ended 31st March 2014 and Sale proceeds of fractional shares arising out of Merger & Amalgamation, which remains unclaimed for seven years or more was transferred during the Financial Year 2021-22 to

IEPF within the prescribed time.

With respect to dividend and shares due for transfer to IEPF in the Financial Year 2022-23, the notice is being sent to all the Members whose dividends are lying unclaimed for seven consecutive years or more to claim the same at the earliest.

(c) Members may note that shares as well as unclaimed dividends and fractional shares amount transferred to IEPF Authority can be claimed back. Concerned Members are advised to visit the web link: <http://iepf.gov.in/> or contact the Company for claiming the Shares and/or refund of dividend from the IEPF Authority.

(d) **Special assistance to senior citizen claimants-** IEPF Authority has launched a special window facility for senior citizens of age 75 years and above. The Company supports the aforesaid initiative and will facilitate all such claimants in filing IEPF-5 as well as their e-verification report on priority in Ministry of Corporate Affairs. All such senior citizen claimants may write to anoops@jkmil.com for the required assistance.

8. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://jkagri.com/investor-relations/investor-services/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

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.

NOTES
