JK AGRI GENETICS LTD.

JKAGL:SECTL:SE:2023 29th August 2023

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Scrip Code: 536493

Through: BSE Listing Centre

Dear Sir/Madam,

Re: Notice of Postal Ballot

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of the Notice of Postal Ballot dated 28th August 2023, seeking approval of the Members of the Company, through Postal Ballot (through remote e-voting) for appointment of Shri Kalpataru Tripathy (DIN: 00865794) and Shri Mudit Kumar (00141585) as an Independent Directors of the Company.

2. In accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), the said 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 NSDL and CDSL as on Friday, 25th August 2023 (cut-off date) and who have registered their email addresses with Alankit Assignments Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with Postal Ballot Form has been dispensed with till 30th September 2023. Accordingly, the Company has not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member of the Company.

3. The remote e-voting period in respect of the resolution mentioned in the Postal Ballot Notice will commence on Wednesday, 30th August 2023 at 10:00 A.M. and end on Thursday, 28th September 2023 at 5:00 P.M.

Kindly take the same on record.

Thanking you and assuring you our best co-operation at all times.

Yours faithfully,
For JK Agri Genetics Limited
ANOOP SINGH GUSAIN
Digitally signed by ANOOP SINGH GUSAIN
Date: 2023.08.29 16:00:58 +05'30'

(Anoop Singh Gusain)
Company Secretary & Compliance Officer

Encl: a.a.

CC:
- National Securities Depository Ltd. Mumbai
- Central Depository Services (India) Ltd., Mumbai
- Alankit Assignments Ltd., Registrar and Share Transfer Agent

JK AGRI GENETICS LTD.
CIN: L01400WB2000PLC091286
Regd. Office: 7, Council House Street, Kolkata-700 001
Secretarial Office: Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002
Email: jkaglshareholder@jkmail.com; Website: www.jkagri.com
Tel: +91 33 22487084/6181, 011 68201891/1265

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 on General Meetings issued by Institute of Company Secretaries of India ("SS-2") and the Circulars issued by the Ministry of Corporate Affairs("MCA") and pursuant to other applicable laws and regulations, the resolutions appended below for appointment of Independent Directors are proposed to be passed by the Members as Special Resolutions through Postal Ballot by voting through electronic means ("remote e-Voting").

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

The Company has appointed M/s P. Sarawagi & Associates (Certificate of Practice No. 4882), Practicing 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(s) 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 issued by the MCA (collectively "MCA Circulars"), 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 Wednesday, 30th August 2023 from 10.00 A.M. and will end on Thursday, 28th September 2023 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 30th September 2023. The results declared along with the Scrutiniser's report shall be placed on the website of the Company at www.jkagri.com and on the website of CDSL at 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 Administrative Office of the Company.

AS SPECIAL BUSINESS

1. To consider and if thought fit to pass, the following resolution as a Special 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Kalpataru Tripathy (DIN:00865794), 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 five (5) consecutive years w.e.f. 5th September 2023.

RESOLVED FURTHER that the Board of Directors of the Company ('The Board' which 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.

2. To consider and if thought fit to pass, the following resolution as a Special 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Mudit Kumar (DIN: 00141585), 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 five (5) consecutive years w.e.f. 5th September 2023.

RESOLVED FURTHER that the Board of Directors of the Company ('The Board' which 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

Date: 28th August 2023

NOTES:

1. The Statement pursuant to Section 102 of the Act in respect of Item No(s). 1 and 2 of the Notice set out above, is annexed hereto and forms part of this Notice.

2. In conformity with the applicable provisions of the Act, the Rules made thereunder and 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 **Friday, 25th August 2023 ("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. 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 30th September 2023. 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. Friday, 25th August 2023** 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 Resolutions contained in the Notice of Postal Ballot dated 28th August 2023 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 last date specified for casting vote through Remote e-Voting. Members seeking to inspect such documents can send e-mail to jkaglshareholder@jkmail.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 30th September 2023. The resolutions 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 28th September 2023.

8. The Notice of Postal Ballot is available on the website of the Company at www.jkagri.com and on the website of BSE Ltd. at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.

9. **REMOTE E-VOTING PROCEDURE:**

In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the 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 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:

The Remote e-Voting period begins on **Wednesday, 30th August 2023 (10:00 A.M.)** and ends on **Thursday, 28th September 2023 (5:00 P.M.)**. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, 25th August 2023 i.e. cut-off date**, may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter.

(B) Login method for Remote 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 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. Procedure to Login and access e-Voting is given below:**

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/myeasinew/home/login or visit www.cdslindia.com and click on 'Login' icon and select 'New System Myeasi'. (ii) Enter your User ID & Password for accessing Easi/ Easiest. (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. 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. If the user is not registered for Easi / Easiest facility, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration **Alternatively, the user can directly access the e-Voting page of CDSL as per the following procedure:** (i) Type in the browser/click on the https://www.evotingindia.com

	(ii) Click on 'Shareholder/Member' module. (iii) Provide Demat Account Number and PAN. (iv) System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. (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.
Individual Members holding shares in demat mode with NSDL	**Users registered for NSDL IDeAS facility:** (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. (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. (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. 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 **Alternatively, the user can directly access the e-Voting page of NSDL as per the following procedure:**

	(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. (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. (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.

Individual Members (holding shares in demat mode) login through their Depository Participants	(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. (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. (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.

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
Individual Members holding shares in Demat mode with CDSL	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
Individual Members holding shares in Demat mode with NSDL	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.: 022-4886 7000 / 022-2499 7000

(C) Login method for e-Voting 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.

(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	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.

10. 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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@jkmail.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, you may refer the Frequently Asked Questions ('FAQs') and e-Voting manual available at www.evotingindia.com under help section or contact Mr. Rakesh Dalvi, Sr. 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 1800 22 5533.

11. Copy of the letters of appointment of Shri Kalpataru Tripathy and Shri Mudit Kumar as Independent Directors of the Company 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@jkmail.com

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee ("NRC") and pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") has approved the appointment of Shri Kalpataru Tripathy (DIN: 00865794) as an Additional Director of the Company w.e.f. 5th September 2023.

Further, based on the recommendation of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), has appointed Shri Kalpataru Tripathy as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. 5th September 2023.

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

Shri Kalpataru Tripathy 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 Tripathy that he meets the criteria of independence prescribed under Section 149 read with Schedule IV of the Act and Regulation 16 of the Listing Regulations.

In the opinion of the Board, Shri Kalpataru Tripathy 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 Kalpataru Tripathy, aged 51 years, holds a Bachelor's Degree in Science. He is also a Law Graduate and holds a Post-Graduate Diploma in International Business Laws. He is a member of the Bar Council of Delhi and has rich experience of over 26 years in diverse corporate legal matters, mergers & acquisitions, joint ventures, private equity, corporate restructuring, capital market, arbitrations, financing, and commercial contracts of various nature.

He has been recognised in the past as a "Leading Lawyer in Corporate / M&A - New Delhi based" by "Chambers & Partners, London". He has written the India Chapter on "Corporate Governance" for consecutive five (5) years for the London based publication, "Getting The Deal Through". He has served for a period of four (4) consecutive years as the Asia-Pacific Vice Chairperson of the "Cross-Border Transactions" practice group, of Lex Mundi (which is an association of over 160 law firms across the globe from more than 100 countries). He is a member of the Academic Council and of the Internal Quality Assurance Cell of Birla Global University.

The NRC and the Board, after evaluating the balance of skills, knowledge and expertise on the Board, was of the view that the rich experience of Shri Kalpataru Tripathy in the field of corporate legal matters, corporate restructuring, corporate governance, finance risk management and the expertise & vast knowledge he brings with him would immensely benefit the Company.

The Board noted that Shri Tripathy's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Tripathy is eligible for appointment as an Independent Director.

His other Directorships are - (A) Listed Companies - Avadh Sugar & Energy Limited and JK Tyre & Industries Limited (B) Unlisted Companies - Enviro Tech Ventures Limited, The Sirpur Paper Mills Limited, Elica PB Whirlpool Kitchen Appliances Private Limited, Alpha Corp Development Private Limited, SV Creditline Limited and Cavendish Industries Limited. Chairmanship/Membership of Shri Tripathy in the Committees of Directors in other Companies in terms of Regulation 26 of the Listing Regulations – Chairman of Audit Committee of The Sirpur Paper Mills Limited, Cavendish Industries Limited and Member of Audit Committee of SV Creditline Limited, Enviro Tech Ventures Limited and Avadh Sugar & Energy Limited.

He does not hold any Equity shares of the Company either directly or in form of beneficial interest for any other person. Since, the Board has approved the appointment of Shri Kalpataru Tripathy as Independent Director of the Company w.e.f. 5th September 2023, subject to approval of the Members of the Company, details regarding attendance in Board Meeting and remuneration paid is not applicable as on the date of this Notice.

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

Shri Kalpataru Tripathy 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 Special Resolution as set out in the Notice for approval by the Members.

Save and except Shri Kalpataru Tripathy, 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.

Item No.2:

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee ("NRC") and pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") has approved the appointment of Shri Mudit Kumar (DIN: 00141585) as an Additional Director of the Company w.e.f. 5th September 2023.

Further, based on the recommendation of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), has appointed Shri Mudit Kumar as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. 5th September 2023.

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

Shri Mudit Kumar 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 Kumar that he meets the criteria of independence prescribed under Section 149 read with Schedule IV of the Act and Regulation 16 of the Listing Regulations.

In the opinion of the Board, Shri Mudit Kumar 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.

Mr. Mudit Kumar, aged 55 years, is a B.Com (Hons) graduate and an MBA from Carnegie Mellon University, USA. He has approximately thirty years of experience in the tea, and floor furnishings industries and in the fields of business development, finance and private equity investing. He served as the President of the Tea Association of India (an association of tea producers of North India) and is an Executive Committee Member of the Indian Chamber of Commerce, Kolkata. He is a director in a number of companies in the private sector, related to the tea and financial business.

The NRC and the Board, after evaluating the balance of skills, knowledge and expertise on the Board, was of the view that the rich experience of Shri Mudit Kumar in the fields of business development, finance, corporate governance, community service and the expertise & vast knowledge he brings with him would immensely benefit the Company.

The Board noted that Shri Mudir Kumar's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Mudit Kumar is eligible for appointment as an Independent Director.

He holds directorship in Darjeeling Dooars Plantations (Tea) Limited, SPBP Tea Plantation Limited, Fulcrum Works Private Limited, Contemporary Polysacks Limited, Bluecircle Merchants Private Limited, Gajdhiraj Vyapaar Private Limited, Arohi Holdings Private Limited and Rosebud Commercial Company Private Limited, Odyssey Travels Limited, Shwetambra Investment & Trading Private Limited. However, he does not hold position of Member/Chairman of Committee(s) of Directors of any Company, in terms of Regulation 26 of the Listing Regulations.

He does not hold any Equity shares of the Company either directly or in form of beneficial interest for any other person. Since, the Board has approved the appointment of Shri Mudit Kumar as Independent Director of the Company w.e.f. 5th September 2023, subject to approval of the Members of the Company, details regarding attendance in Board Meeting and remuneration paid is not applicable as on the date of this Notice.

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

Shri Mudit Kumar 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 Special Resolution as set out in the Notice for approval by the Members.

Save and except Shri Mudit Kumar, 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.

FOR ATTENTION OF THE MEMBERS

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 and bank details such as, name of the bank, branch details, bank account number, MICR code, IFSC code, etc.

(a) For shares held in Demat form: Please update said details with your Depository Participants (DPs).

For Individual Demat Shareholders – Please update your email id & mobile no. with your respective DPs which is mandatory while e-Voting.

(b) For shares held in physical form: Please provide Form ISR-1, ISR-2 and Form SH-13 ('Nomination Form') duly filled as per instructions stated therein along with the supporting documents 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: rta@alankit.com. Members may access the relevant Forms available on the website of the Company at https://jkagri.com/investor-relations/investor-services/ and RTA at www.alankit.com. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, the Company has already sent letters for furnishing the said details to RTA.

Members may note that 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 physical folios wherein any

of the above cited documents/ details are not available on or after 1st October 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.

The securities in the frozen folios shall be not be eligible to receive any payment including dividend, interest or redemption amount (which would be paid only through electronic mode) unless they comply with the above stated requirements.

If the folio remains frozen till 31st December 2025, it shall be referred by RTA/Company to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002 for necessary action.

Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhar to avoid freezing of folios.

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