

JKAGL:SECTL:SE:2023

21st December 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 19th December 2023, seeking approval of the Members of the Company, through Postal Ballot (through remote e-voting) for appointment of Shri Kuldeep Kumar Pandit (DIN: 08381208) as Whole-time Director with the designation President & Director 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, 15th December 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 2024. 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 Friday, 22nd December 2023 at 10:00 A.M. and end on Friday, 20th January 2024 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)
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

*Harvesting happiness through innovation*

Admin. Office : 1-10-177, 4th Floor, Varun Towers, Begumpet, Hyderabad - 500 016, Phone : +91 040 2776 5085, Fax: +91 040 27764943, E-mail : info@jkagri.com
Regd. Office : 7, Council House Street, Kolkata - 700 001, Phone: +91 33 2248 7084/6181 Corporate Identity Number: L01400WB2000PLC091286
Secretarial Dept.: Gulab Bhawan (Rear Wing) 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002, Phone: +91 68201891, E-mail: jkagls@shareholder@jkmail.com



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 002Email: 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 resolution(s), as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-Voting').

The proposed resolution(s) 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, 11/2022 dated 28th December 2022 and 9/2023 dated 25th September 2023 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 Friday, 22nd December 2023 from 10.00 A.M. and will end on Saturday 20th January 2024 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 22nd January 2024. 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 Ordinary Resolution:**

RESOLVED that Shri Kuldeep Kumar Pandit (DIN: 08381208) who was appointment on the Board as Additional Director in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

2. To consider and if thought fit to pass, the following resolution as Special Resolution:

RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V of the Companies Act, 2013 ('the Act'), Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, of the Act and Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of Shri Kuldeep Kumar Pandit

(DIN: 08381208) as Whole-time Director of the Company with the designation 'President & Director' for a period of three years w.e.f. 24th November 2023 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 Sections 197 and 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 approval by way of Special Resolution as contemplated under Section 197 read with Schedule V of the Act.

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

By Order of the Board

Date: 19th December 2023
Anoop Singh Gusain
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Act in respect of Item No 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, 15th December 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 Depositories. Members who may not have received this Notice due to non-registration of their e-mail Id with the Company's RTA/Depositories 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 2024. 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, 15th December 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 resolution(s) contained in the Notice of Postal Ballot dated 19th December 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 jkagshareholder@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 22nd January 2024. 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 20th January 2024.

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 **Friday, 22nd December 2023 (10.00 A.M.)** and ends on **Saturday 20th January 2024 at (5.00 P.M.)**. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, 15th December 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	<p>Users who have opted for Easi / Easiest facility:</p> <ul style="list-style-type: none"> (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/myeasitoken/home/login or visit www.cdslindia.com and click on 'Login' icon and select 'My Easi New (Token)'. (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. <p>If the user is not registered for Easi / Easiest facility, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access the e-Voting page of CDSL as per the following procedure:</p> <ul style="list-style-type: none"> (i) Type in the browser/click on the https://www.evotingindia.com (ii) Click on 'Shareholder/Member' module.

	<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> <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>
Individual Members holding shares in demat mode with NSDL	<p>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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>(i) 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/IdemasDirectReg.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.</p>
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Individual Members (holding shares in demat mode) login through their Depository Participants	<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.</p>
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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.

(q) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutiniser for verification.

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.

- It is mandatory that 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.

- 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@jkmil.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 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 55 33.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.2

The Board of Directors has appointed Shri Kuldeep Kumar Pandit as an Additional Director of the Company w.e.f. 24th November 2023 pursuant to Section 161 of the Companies Act, 2013 ('the Act'). He was also appointed as Whole-time Director with the designation 'President & Director' of the Company for a period of three years w.e.f. 24th November 2023 pursuant to Section 196, 197, 198, 203 of the Act or any statutory modification(s) or re-enactment(s) thereof and Schedule V thereto, on the terms and remuneration as recommended/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 Section 161 of the Act and Regulation 17(1C) of Listing Regulations, Shri Kuldeep Kumar Pandit shall hold the office of Director upto the date of ensuing AGM of the Company or for period of three months from the date of appointment, whichever is earlier.

The Company has received a notice pursuant to Section 160 of the Act from a Member proposing the candidature of Shri Kuldeep Pandit for office of Director. Shri Kuldeep Kumar Pandit has given his consent to act as Director of the Company and confirmed that he is not disqualified to be appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

In terms of Schedule V to the Act, 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 31st March 2023	₹ in Crore
Sales and other Income	203.49
Operating Profit (Before Interest, Depreciation and Tax)	(5.80)
Profit before Tax	(15.28)
Profit after Tax	(10.80)

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

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background, Recognition or Awards details: Shri Kuldeep Kumar Pandit, aged 49 years, has done Masters in Marketing Management from Narsee Monjee Institute of Management Studies and B. Pharma (Hons.) from Birla Institute of Technology and Science, Pilani. He has also done Advance General Management Program from IIM – Ahmedabad and Executive Program from Harvard Business School, USA.

Shri Kuldeep has more than 25 years of rich and diverse experience in general management, P&L management, business planning, building strategies, brand management, digital marketing and sales & distribution across sectors including Healthcare and FMCG and across topographies including India and Asia Pacific. He is an expert in launching and scaling up new businesses, portfolios and products and has deep understanding of end-to-end customer long-term value creation.

Shri Kuldeep started his career in 1996 at Win Medi care Ltd. as Brand Manager. He then joined Unichem

Laboratories Limited in 1999 as Group Brand Manager. In 2002, he joined Johnson & Johnson and worked there in leadership team for 10 years and headed its Pharma business for India. Later, he joined Coca Cola Company as Vice President and worked there for 6 years. His last employment was with J.K. Fenner (India) Limited as Senior Vice President & Business Head – India and SAARC.

His multi-cultural experience (working across countries including Japan, China, Australia and other ASEAN countries), analytical and strategic skills, strong general management and P&L skills with hands on experience in functions like sales & distribution across sectors is an asset to any organisation.

Shri Kuldeep Kumar Pandit has not attended any Board Meeting of the Company as no Board Meeting was held since the date of his appointment. He does not hold any Equity Shares of the Company. His Director Identification No. is 08381208.

Shri Kuldeep Kumar Pandit does not hold directorship in any Company and also does not hold Chairmanship and Membership of Committees of any Company.

(2) Past Remuneration: Not Applicable

(3) Job Profile and his suitability: Shri Kuldeep Kumar Pandit, 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, business management, communication and leadership skills. As Shri Kuldeep Pandit possesses all these competencies, he is ideally suited for the job. It was therefore considered desirable to appoint Shri Kuldeep Pandit as Whole-time Director with the designation President & Director of the Company for a period of three years w.e.f. 24th November 2023.

(4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 24th November 2023 approved the terms of remuneration for the three years tenure of Shri Kuldeep Pandit commencing 24th November 2023 as under:-

A. Salary: ₹ 5.50 Lacs per month in the salary range of ₹ 3.50 Lacs to ₹ 8.00 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 hospitalization 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 Chairman or Managing Director of the Company may, from time to time, determine, increase or variation in the salary (including salary range), subject to the limits approved herein.

H. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Act, 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, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof.

(5) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person: The executive remuneration in the industry is on the rise. The Nomination and Remuneration Committee constituted by the Board in terms of the Act and the Listing Regulations 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 Shri Kuldeep Kumar Pandit 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, Shri Kuldeep Kumar Pandit 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: The year 2022-23 was not a good year for the Company and for Seed industry in general. Major impact was observed in vegetable business due to shift in farmers preference from hybrid to saved seeds (OPV) and change in cropping pattern which had impacted high margin crops like Hot pepper and Okra. During the year, Exports had to face headwinds due to political instability in many countries, forex availability & sharp currency depreciations in the importing countries coupled with high trade logistics costs which had impacted profitability. Also, due to change in the procurement strategy in certain state governments where the major field crops were planned could not materialise.

(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 for improving efficiency in operations including, revamping distribution channel across country, re-visiting quality parameters, re-aligning sales and marketing for more thrust in focused markets, effective brand promotion, strengthening R & D infrastructure, cost control measures across supply chain, expansion of geographical and product footprints, diversification into new crops. Additionally, field crop trials were successful in west Africa and Company is hopeful of

bagging orders in coming years. The X-gene cotton deregulation process has completed all formalities in Bangladesh and expecting first commercial orders.

Relevant documents setting out the terms and conditions of the appointment of Shri Kuldeep Kumar Pandit 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 the date of passing of this resolution.

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 Shri Kuldeep Kumar Pandit 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.

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: rt@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
