Re: Intimation of 20th AGM/ Book Closure/ Cut-off Date for E-voting and copy of Notice of AGM & Annual Report

1. We have to inform you that the 20th Annual General Meeting (AGM) of the Company will be held on Thursday, 27th August 2020 at 3:00 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with all the applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (Listing Regulations) read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

2. The Register of Members and Share Transfer Books of the Company will be closed from 21st August 2020 to 27th August 2020 (both days inclusive) for the purpose of AGM.

3. Further, pursuant to Regulation 30 and 34 of the SEBI (Listing Regulations) and relevant Circulars issued by MCA and SEBI, we submit herewith Annual Report for the Financial Year 2019-20 ended 31st March 2020 and Notice convening the 20th AGM, forming part of the Annual Report, being dispatched/sent to the Members of the Company whose email addresses are registered with the Company/Depository Participant(s). The said documents are also uploaded on the website of the Company www.jkagri.com.

4. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Regulations), the Company is pleased to provide the Members, facility to exercise their right to vote at the 20th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by
Central Depository Services (India) Limited. The details such as manner of casting vote through e-voting, attending the AGM through VC/ OAVM and registering/ updating email addresses etc. has been set out in the Notice of the AGM.

5. For the purpose of e-voting, the Company has fixed 20th August 2020 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during 24th August 2020 (10.00 A.M.) to 26th August 2020 (5:00 P.M.) and also during the AGM in respect of the business to be transacted at the aforesaid AGM.

You are requested to disseminate the above on your website.

Thanking you,

Yours faithfully,
For JK Agri Genetics Ltd.

Anoop Singh Gusain
Company Secretary and
Compliance Officer

Encl: as above

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

NOTICE is hereby given that the 20th Annual General Meeting of the Members of JK Agri Genetics Limited will be held on Thursday, 27th August 2020 at 3.00 P.M. Indian Standard Time through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business
1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Swati Singhania (DIN: 00095409), who retires by rotation and being eligible, has offered herself for re-appointment.

Regd. Office:
7, Council House Street, Kolkata–700 001
CIN: L01400WB2000PLC091286
Website: www.jkagri.com
Email: jkaglshareholder@jkmail.com
Phone: +9133–22486181, Company Secretary
Fax: +9133-22481641
Date: 22nd July 2020

NOTES:
2. 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.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising such representatives to attend and vote at the AGM.
4. 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 (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.
5. The Register of Directors 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 the Notice will be available electronically for inspection by the Members during the AGM.
All the documents referred to in the 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@jkmail.com
6. Members seeking any information with regard to
the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 18th August 2020 through email at jkaglshareholder@jkmail.com. The same will be replied by the Company suitably.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st August 2020 to 27th August 2020 (both days inclusive).

8. Dispatch of Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.jkagri.com, website of the Stock Exchange, i.e. BSE Ltd. at www.bseindia.com, and on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com

For receiving all communication (including Annual Report) from the Company electronically: (a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at jkaglshareholder@jkmail.com or rta@alankit.com; (b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

9. Remote e-voting procedure:
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder, Secretarial Standards on General Meetings and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote at the 20th AGM by electronic means and the business may be transacted through remote e-voting services provided by (CDSL). Remote e-voting is optional. The facility for 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 able to exercise their right to cast vote at the AGM.

The instructions for Members for remote e-voting are as under:

(i) The e-voting period begins on Monday, 24th August 2020 (10:00 A.M.) and ends on Wednesday, 26th August 2020 (5:00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Thursday, 20th August 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

(iii) The Members should log on to the e-voting website www.evotingindia.com

(iv) Click on “Shareholders/Members” module.

(v) Now enter your User ID .
   a. For CDSL: 16 digits beneficiary ID;
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
   c. 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user, follow the steps given below:
For Members holding shares in Demat Form and Physical Form

<table>
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<tr>
<th>Description</th>
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<td>PAN</td>
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| • Enter your 10 digit alph-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
• 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 |
| 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 (v). |

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN relevant for JK Agri Genetics Limited.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

(xviii) 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.

(xix) Members can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

10. Procedure for Members whose email addresses are not registered with the Company or Depositories, as the case may be, for obtaining login credentials for e-voting on the resolutions proposed in this Notice:

(i) Shares held in Physical Mode - Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at jkaglshareholder@jkmail.com /RTA at rta@alankit.com

(ii) Shares held in Demat Mode - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of Member, client master or copy of Consolidated Account statement, PAN (self-
attested scanned copy), AADHAR (self-attested scanned copy) to Company/RTA email id as mentioned above.

11. Information and Instructions for Members attending the AGM through VC/OVAM are as under:

(i) Member 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 18th August 2020 mentioning their name, demat account number/ folio number, email id, mobile number at jkaglshareholder@jkmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 18th August 2020 mentioning their name, demat account number/folio number, email id, mobile number at jkaglshareholder@jkmail.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.

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

13. 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.

14. Other Common Instructions:

(i) Note for Non – Individual Members and Custodians

- 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 emailed to helpdesk.evoting@cdslindia.com.
- 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 scrutinizer 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 authorized signatory who are authorized to vote, to the Scrutinizer 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 scrutinizer 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. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, 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 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.K Sarawagi & Associate, Company Secretary in practice, as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.

(vii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting and submit, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

(viii) The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website at www.jkagri.com and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchange. The result of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.

(ix) 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.

APPOTMENT OF DIRECTORS:

Brief resume of the Director seeking reappointment (Item No. 2 of the Notice) is given hereunder:

Smt. Swati Singhania, aged 53 years, did M.Sc. from Delhi University with specialisation in Microbiology. Her Director Identification No. is 00095409. She joined the Board of Directors of the Company on 3rd February 2015. She does not hold directorship in any other Company.

Smt. Singhania is wife of Shri Vikrampati Singhania, Director of the Company. She attended Five Board Meetings of the Company held during the Financial Year ended 31st March 2020. She does not hold any Equity Shares of the Company.

FOR ATTENTION OF THE MEMBERS

1. Members having multiple folios are requested to write to the Company/ RTA together with the Share Certificates for consolidation of the Folios to save the administrative or servicing cost.

2. Please do indicate the Pincode Number of your
delivery post office while notifying change in your address to the Company where shares are held in physical form.

3. **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.

4. Pursuant to the amendments introduced by the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the “IT Act”). No tax will be deducted on payment of dividend to the resident individual Members if the total dividend paid does not exceed Rs. 5,000/-. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email at jkaglshareholder@jkmail.com or rta@alankit.com.

5. Members are requested to intimate changes, if any, pertaining to their addresses, bank mandates, nominations, etc., and related correspondence to their Depository Participant in case the Shares are held in electronic form and to Company’s Registrar and Share Transfer Agent: Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 or E-mail: rta@alankit.com (RTA), in case the shares are held in physical form.

6. 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 Secretarial Department at Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: anoops@jkmail.com in case RTA’s response is not received within a week’s time.

7. **Unclaimed Dividends- Transfer to Investor Education and Protection Fund**

   (a) The unclaimed dividend will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date the dividend became due for payment.

   Accordingly, the unclaimed dividend will be transferred to the IEPF as under:

<table>
<thead>
<tr>
<th>Dividend Due date for transfer to the IEPF</th>
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<tbody>
<tr>
<td>Financial Year ended 31.03.2014</td>
</tr>
<tr>
<td>25% Dividend</td>
</tr>
<tr>
<td>18th September 2021</td>
</tr>
<tr>
<td>Financial Year ended 31.03.2015</td>
</tr>
<tr>
<td>30% Dividend</td>
</tr>
<tr>
<td>22nd September 2022</td>
</tr>
<tr>
<td>Financial Year ended 31.03.2016</td>
</tr>
<tr>
<td>30% Dividend</td>
</tr>
<tr>
<td>7th October 2023</td>
</tr>
</tbody>
</table>

   (b) Members who have not claimed their dividend for the Financial Years 2013-14 (the year of declaration of maiden dividend) onwards may send their unclaimed dividend warrants to the Company Secretary for revalidation at the address given at Point No. 6 above.

8. **Nomination:** Pursuant to Section 72 of the Act, Individual Members holding shares in the Company, in single name or joint names, may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Holders. Members holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialised form are requested to contact their Depository Participant for recording their nomination.

9. **Dematerialisation of Shares and Liquidity:** As per Regulation 40 of the SEBI Listing Regulations shares of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
form. Members can contact the Company's RTA for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE690O01011.

10. 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/Fax Nos. for prompt reply to their communications.

Regd. Office:
7, Council House Street, Kolkata–700 001
CIN: L01400WB2000PLC091286
Website: www.jkagri.com
Email: jkaglshareholder@jkmail.com
Phone: +9133–22486181 Anoop Singh Gusain
Fax: +9133-22481641 Company Secretary
Date: 22nd July 2020