JK AGRI GENETICS LTD.

Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of **JK Agri Genetics Limited** will be held at **Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata -700 020** on Saturday, the 7th day of September 2013 at 11.30 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that M/s Lodha & Co., Chartered Accountants (Registration Number - 301051E), the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of the 13th Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."
3. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that Shri S.K. Khaitan be and is hereby appointed as a Director of the Company liable to retire by rotation."
4. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that Shri Vikrampati Singhania whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that Shri S.C. Sethi whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."
6. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that Shri J.R.C. Bhandari whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."
7. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:

   "RESOLVED that Shri S.K. Jhunjhunwala whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

By Order of the Board

Anoop Singh Gusain
Company Secretary

Date: 21st May 2013

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 26th August to 7th September 2013 (both days inclusive).

3. APPOINTMENT OF DIRECTORS:

   Brief resumes of the Directors proposed to be re-appointed/appointed (Item Nos. 3, 4, 5, 6 and 7 of the Notice) are given hereunder:

   I. Shri S.K. Khaitan, aged 47 years, holds Bachelor's Degree in Commerce and is a Law Graduate and an advocate with rich experience in commercial, legal and Board Matters. His Director Identification Number is 00156816. He joined the Board of Directors of the Company on 30th March 2013 as a Director in Casual Vacancy. His other Directorships/ Committee Membership as per Sections 275 and 278 of the Companies Act, 1956 are NIL. Shri Khaitan is not related to any Director of the Company.

   II. Shri Vikrampati Singhania, aged 47 years, is M.Com, MBA (USA) and is an Industrialist. His Director Identification Number is 00040659. He joined the Board of Directors of the Company on 12th February 2013. He is also Managing Director of Fenner (India) Ltd., Deputy Managing Director of JK Tyre & Industries Ltd. (JK Tyre) and a Director of JK Sugar Ltd., (JK Sugar) (Directorships held are as per Sections 275 and 278 of the Companies Act, 1956). Also, Shri Singhania is Chairman of Shareholders/ Investors Grievance Committee of JK Sugar and a member of Shareholders/ Investors Grievance Committee of JK Tyre. (Chairmanship/Membership of Shri Singhania in Committees of Directors in other companies are in terms of Clause 49 of the Listing Agreement). Shri Singhania is son of Shri Bharat Hari Singhania, Chairman of the Company.

   III. Shri S.C. Sethi, aged 75 years, is M.Com, LL.B. He also holds a post graduate diploma in Business Administration and a diploma in Company Secretaryship from the then Department of Company Affairs, Central Government. He has rich experience of over 54 years in various JK Group Companies and other organizations. His Director Identification Number is 00328990. He joined the Board of Directors of the Company on 12th February 2013. He is also Whole-time Director of JK Tyre & Industries Ltd. (JK Tyre) and a Director of Bhopal Udyog Ltd., JKT&I Employees Welfare Association Ltd., Nav Bharat Vanijya Ltd. and JK Plant Bio Sciences Research Ltd. (Directorships held are as per Sections 275 and 278 of the Companies Act, 1956). Shri Sethi is a member of Audit Committee and Shareholders/ Investors Grievance Committee of JK Tyre, Nav Bharat Vanijya Ltd. and Bhopal Udyog Ltd. (Chairmanship/Membership of Shri Sethi in Committees of Directors in other companies are in terms of Clause 49 of the Listing Agreement). Shri Sethi is not related to any Director of the Company.

   IV. Shri J.R.C. Bhandari, aged 79 years, holds Master's Degree in Commerce. His Director Identification Number is 00292314. He is a retired Senior Company Executive having rich and varied experience in the field of Accounts & Finance. He joined the Board of Directors of the Company on 12th February 2013. He is also a Director on the Board of JK Sugar Ltd., Ultima Finvest Ltd. and Bengal & Assam Company Ltd. (Directorships held in other companies are as per Sections 275 and 278 of the Companies Act, 1956). Also, Shri Bhandari is the Chairman of Audit Committee of Bengal & Assam Company Ltd. and Ultima Finvest Ltd. and a member of Audit Committee of JK Sugar Ltd. Shri Bhandari is

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also a member of Shareholders/Investors Grievance Committee of Bengal & Assam Company Ltd. (Chairmanship/Membership of Shri Bhandari in Committees of Directors in other Companies are in terms of Clause 49 of the Listing Agreement). Shri Bhandari is not related to any Director of the Company.

V. Shri S.K. Jhunjhunwala, aged 48 years, holds Master's Degree in Commerce and is an Industrialist. His Director Identification Number is 00177747. He joined the Board of Directors of the Company on 12th February 2013. He is also Managing Director of Morning Glory Infra Ltd. (Directorships held in other companies are as per Sections 275 and 278 of the Companies Act, 1956). In terms of Clause 49 of the Listing Agreement, Chairmanship/Membership of Shri Jhunjhunwala in Committees of Directors in other Company is NIL. Shri Jhunjhunwala is not related to any Director of the Company.

4. Relationships between directors inter-se: Shri Bharat Hari Singhania and Dr. Raghupati Singhania are brothers and Shri Vikrampati Singhania is son of Shri Bharat Hari Singhania.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3

Shri S.K. Khaitan was appointed as a Director of the Company w.e.f., 30th March 2013 in terms of Section 262 of the Companies Act, 1956 read with Article 142 of the Articles of Association of the Company in the casual vacancy caused by resignation of Shri V.K. Sharma. Shri Khaitan holds office upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Shri Khaitan for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Shri Khaitan is given in the notes appended to the Notice of this meeting.

None of the Directors, except Shri Khaitan may be deemed to be concerned or interested in the proposed resolution.

Item No. 4

Shri Vikrampati Singhania was appointed as an Additional Director of the Company w.e.f. 12th February 2013. Pursuant to Section 260 of the Companies Act, 1956, Shri Vikrampati Singhania holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Shri Vikrampati Singhania for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Shri Vikrampati Singhania is given in the notes appended to the Notice of this meeting.

None of the Directors of the Company other than Shri Vikrampati Singhania and Shri Bharat Hari Singhania, being relative of Shri Vikrampati Singhania, may be deemed to be concerned or interested in the proposed resolution.

Item No. 5

Shri S.C. Sethi was appointed as an Additional Director of the Company w.e.f. 12th February 2013. Pursuant to Section 260 of the Companies Act, 1956, Shri Sethi holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Shri Sethi for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Shri Sethi is given in the notes appended to the Notice of this meeting.

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None of the Directors, except Shri Sethi may be deemed to be concerned or interested in the proposed resolution.

Item No. 6

Shri J.R.C. Bhandari was appointed as an Additional Director of the Company w.e.f. 12th February 2013. Pursuant to Section 260 of the Companies Act, 1956, Shri Bhandari holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Shri Bhandari for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Shri Bhandari is given in the notes appended to the Notice of this meeting.

None of the Directors, except Shri Bhandari may be deemed to be concerned or interested in the proposed resolution.

Item No. 7

Shri S.K. Jhunjhunwala was appointed as an Additional Director of the Company w.e.f. 12th February 2013. Pursuant to Section 260 of the Companies Act, 1956, Shri Jhunjhunwala holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Shri Jhunjhunwala for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Shri Jhunjhunwala is given in the notes appended to the Notice of this meeting.

None of the Directors, except Shri Jhunjhunwala may be deemed to be concerned or interested in the proposed resolution.

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

By Order of the Board

Anoop Singh Gusain
Company Secretary

Date: 21st May 2013

FOR ATTENTION OF THE SHAREHOLDERS

1. **Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.**
2. Please check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form. Members holding shares in dematerialized form should approach the Depository Participant with whom they are maintaining Account for change in address, nomination etc.
3. Shareholders seeking transfer of shares in physical form should furnish copy of PAN card of the Transferee to the Company/RTA for registration of transfer of Shares.
4. Multiple folios: Shareholders having multiple folios are requested to write to Company/RTA for consolidation of the folios.
5. **NOMINATION:** Pursuant to Section 109A of the Companies Act, 1956, individual Shareholders holding Shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.

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IMPORTANT COMMUNICATION TO THE MEMBERS

Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative" by allowing paperless compliances by companies and has issued Circulars No. 17/2011 dated 21st April 2011 and No. 18/2011 dated 29th April 2011 stating that service of documents by a company can be made through electronic mode. This "Green Initiative" of the Government is commendable and will go a long way in protecting environment on sustainable basis. Your Company accordingly supports this initiative of the Government.

For achieving this objective, Members holding shares in physical mode and who have not yet registered their email addresses with the Company, are requested to get the same registered by writing a letter to the Company at Company's Registered Office or at Gulab Bhawan, 6A, Bahadur Shah Zafar Marg, New Delhi–110 002 giving their email-id, folio no., contact no., etc. Members holding shares in dematerialized mode may write to their respective Depository Participants for registering their email addresses.

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

ADMISSION SLIP

Folio No. or DP Id# / Client-Id #	
No. of Shares held	

I hereby record my presence at the 13th Annual General Meeting of the Company being held at **Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata-700 020 on Saturday, the 7th September 2013 at 11.30 A.M.**

Name of the Member *(in block letters)*	
Name of the Proxy-holder/ Authorised Representative* *(in block letters)*	

* Strike out whichever is not applicable.

\# Applicable for investors holding shares in dematerialised form.

Signature of the Member / Proxy / Authorised Representative*

Notes:

1. **A member / proxy / authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.**
2. **If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the Meeting.**

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

PROXY FORM

Folio No. or DP Id# / Client-Id #	
No. of Shares held	

I/We.....of .....being a member / members of JK Agri Genetics Limited hereby appoint Shri / Smt. / Km.....of..... or failing him/ her Shri / Smt. / Km.....of ..... or failing him/ her Shri / Smt. / Km.....of ..... as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the 13th Annual General Meeting of the Company to be held on Saturday, the 7th September 2013 at 11.30 A.M.and at any adjournment thereof.

Signed this.....day of.....2013

Signature (s).....

Affix Revenue Stamp

.....

\# Applicable for investors holding shares in dematerialised form.

Note: The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

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ANNUAL REPORT 2012-13

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Our respectful homage to an extraordinary human being, an inspiring leader, remarkable industrialist and phenomenal business pioneer.

SHRI HARI SHANKAR SINGHANIA

20th June 1933 - 22nd February 2013

PRESIDENT, J.K. ORGANISATION

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A GREAT LEADER & AN ICONIC INDUSTRIALIST

Leading industrialist, philanthropist and President of J.K. Organisation, Shri Hari Shankar Singhania, passed away on 22nd February 2013. Among his many stellar qualities was the ability to look into the future far better than most mortals could. Yet, inspite of his extraordinary business success, he always held close to his heart the well-being of human beings not as fortunate as him.

He was a doyen of Indian Industry, an institution builder, an entrepreneur, educationist, welfare protagonist and a visionary par excellence.

Hari Shankarji, who learnt the ropes of business under his illustrious father Late Lala Lakshmipatji Singhania, was actively involved in J.K. Organisation, one of the oldest and largest business Groups in the country, from 1951 at the age of 18 years. He soon became well-known for his entrepreneurial capabilities and setting up various pioneering ventures in India.

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Hari Shankarji was involved in establishing and overseeing the Group's diverse businesses such as aluminium, paper, steel, insurance, jute, paints, office equipment etc. Taking the growth of the Group forward, he set up various industries in several product categories such as Tyre, Cement, Automotive products & Power Transmission systems, Agri Genetics, Dairy products, Sugar, drugs & pharmaceuticals, textiles and more. Today, thanks to his leadership, many of these have emerged as leaders in their respective fields, manufacturing and marketing world class products. He took keen interest in ensuring that areas around industrial plants in particular, most of them being in backward areas, are developed for overall growth of the society at large.

His un-relenting focus on quality and customer satisfaction, and his belief "When it is good enough, improve it", built the culture of excellence in all the Companies within the JK Group.

He also established education and medical foundations which are running a number of schools, academies, university and hospitals across the country. These include the Pushpawati Singhania Reseach Institute (PSRI), a Super Speciality Hospital in Delhi, as well as the newly set up JK Lakshmipat University in Rajasthan which combines the serene settings of the Gurukuls of yesteryears with the technological advancements of the new age. He served as Chairman of Board of Governors of Indian Institute of Management, Lucknow for 15 years.

For his contribution in the field of commerce and industry, in the economic development of India, the President of India had conferred him with the prestigious 'Padma Bhushan' award in 2003. In 2005, Hari Shankar ji was awarded one of the highest Swedish awards - Royal Order of the Polar Star - by the King of Sweden for his contribution to the development of Indo-Swedish business relations.

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Hari Shankar ji was the second Indian to serve as the President of the International Chamber of Commerce (ICC), Paris, during 1993 & 94. He was involved with Confederation of Asia-Pacific Chambers of Commerce and Industry, Taipei. He was the only Indian to be nominated on the Board of Atlas Copco, Sweden. He also held with distinction, and was the first Indian, to serve on the Board of the Commonwealth Development Corporation. He led various industry chambers and councils in India and abroad – Bharat Chamber of Commerce, Federation of Indian Chambers of Commerce and Industry (FICCI), ASSOCHAM etc.

In his passing we have lost not just a leader but an extraordinary human being.

His vision will continue to inspire us to strive towards ever-increasing heights in the years to come.

THE FAR-SIGHTED VISIONARY

In the late 1980s Shri Hari Shankar Singhaniaji envisioned that for the development of Indian economy and to support its growing population, substantial improvement in agricultural productivity would be required. Keeping this in mind, under his guidance and dynamic leadership the group made a foray into the seed business in 1989 by setting up JK Agri Genetics (which was initially a division of JK Industries Limited). The objective of this business was to help improve productivity in agriculture through the application of latest technologies to develop new Hybrids Seeds.

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