

## NOTICE

NOTICE is hereby given that the **18<sup>th</sup> Annual General Meeting** of the Members of **JK Agri Genetics Limited** will be held at **Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata -700 020** on Wednesday, **5<sup>th</sup> September 2018** at **11.00 A.M.** to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri Vikrampati Singhanian (DIN: 00040659), who retires by rotation and being eligible, offers himself for re-appointment.

### **As Special Business**

4. To consider and if thought fit to pass, the following as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Ajay Srivastava (DIN: 00049912) whose appointment on the Board as an Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 24<sup>th</sup> October 2017”.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Amar Singh Mehta (DIN: 00030694) whose appointment on the Board as an Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 6<sup>th</sup> February 2018”.

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Schedule V thereto and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of Shri Vikrampati Singhanian (DIN: 00040659) as Managing Director of the Company for a period of five years with effect from 7<sup>th</sup> May 2018 be and is hereby approved on the terms of remuneration, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the Act, set out in the Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED further that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of the said Managing Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto”.

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

“RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Bharat Hari Singhania, (DIN: 00041156) aged 80 years, who has been a Director of the Company, since 30<sup>th</sup> March 2013, do continue to be a Director of the Company in the category of Non-Executive Director”.

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

“RESOLVED that pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 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, approval of the Company be and is hereby accorded to the payment of remuneration to the Non-executive Directors other than the Managing Director and Whole-time Director of the Company, not exceeding, in aggregate, one percent of the annual net profits of the Company for each financial year, computed in the manner referred to in Section 198 and other applicable provisions of the Act, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, in the manner as the Board of Directors may, from time to time, determine.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

Regd. Office:

7, Council House Street, Kolkata–700 001

CIN: L01400WB2000PLC091286

Website: [www.jkagri.com](http://www.jkagri.com)

Email: [jkagls shareholder@jkm ail.com](mailto:jkagls shareholder@jkm ail.com)

Phone: +9133–22486181, Fax: +9133-22481641

Date: 7<sup>th</sup> August 2018

By Order of the Board

Anoop Singh Gusain

Company Secretary

**NOTES:**

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

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

2. The Statement pursuant to Section 102 of the Companies Act 2013, setting out the material facts concerning Item No. 4 to 8 of the Notice, is annexed hereto.
3. Corporate Members intending to send their Authorised Representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising such representatives to attend and vote at the AGM.
4. Relevant documents referred to in the accompanying Notice, shall be available for inspection at the Registered Office of the Company and the copies thereof at the Administrative Office of the Company during normal business hours (between 11.00 AM to 1.00 PM) on all working days upto and including the date of the AGM and also at the venue of the Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 30<sup>th</sup> August 2018 to 5<sup>th</sup> September 2018 (both days inclusive).
6. The Dividend of ₹ 4/- per Equity Share of ₹ 10/- each (40%) as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 5<sup>th</sup> September 2018 or to their mandatees. In respect of shares held by the Members in dematerialised form, the Dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
7. The Ministry of Corporate Affairs vide its Notification dated 7<sup>th</sup> May 2018 has done away with the requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM. Accordingly, no resolution is proposed for ratification of appointment of Auditors – M/s BGJC & Associates LLP, Chartered Accountants who were appointed in the AGM held on 25<sup>th</sup> August 2017.
8. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for the Financial Year 2017-18, the Notice of the 18<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being emailed to all the Members whose email addresses are registered with the Company/Depository Participants. These documents will also be available on the Company's website [www.jkagri.com](http://www.jkagri.com). Physical copies of the aforesaid documents may be sent on request by any such Member.
9. Physical copy of the Annual Report for the Financial Year 2017-18, the Notice of the 18<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being sent to those Members who have not registered their email addresses with the Company/Depository Participants. We request such members to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. APPOINTMENT OF DIRECTORS:

Details of Directors seeking re-appointment/ appointment i.e. Shri Vikrampati Singhania - Item No. 3 & 6, Shri Ajay Srivastava - Item No. 4 and Shri Amar Singh Mehta - Item No. 5 of the Notice are given in the explanatory statement as attached hereto.

11. 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 Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members, facility to exercise their right to vote at the 18<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper 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, 2<sup>nd</sup> September 2018 at 10:00 A.M. and ends on 4<sup>th</sup> September 2018 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 29<sup>th</sup> August 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have cast their vote by remote e-voting prior to the AGM date may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period and Click on “Shareholders/Members”.
- (iv) Members maintaining their holding in Demat form should enter their User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID.) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the character displayed on the image verification and click on Login.
- (vi) Members holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted earlier for any company, then your existing password is to be used.
- (vii) For the first time user, follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |   |
|--|---|
| PAN  | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital letters followed by 8 digits of the sequence number in the PAN field. The sequence number is printed on the Address Slip on the envelope or email sent, as the case may be.</li> <li>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in Capital letters eg., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth        | <p>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 (iv).</p>  |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for JK Agri Genetics Limited.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details..
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians:
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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 i.e. 29<sup>th</sup> August 2018 may follow the same instructions as mentioned above for e-voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xxii) 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.



- (xxiii) The Company has appointed Shri P.K. Sarawagi, of M/s P. Sarawagi & Associates, Practicing Company Secretary, as Scrutinizer to scrutinise the voting (at AGM venue) and e-voting process in a fair and transparent manner.
- (xxiv) 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 in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
12. 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 i.e., 29<sup>th</sup> August 2018 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
13. The results declared along with the consolidated Scrutiniser's Report shall be placed on the Company's website [www.jkagri.com](http://www.jkagri.com) and on the website of CDSL e-voting [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. The result of the Voting will also be displayed on the Notice Board at the Registered Office and the Administrative Office of the Company.

## **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Board of Directors of the Company has appointed Shri Ajay Srivastava as an Additional Director of the Company w.e.f 24<sup>th</sup> October 2017 and also appointed him as an Independent Director of the Company from the said date for a term of five consecutive years, subject to approval of the members at the forthcoming Annual General Meeting (AGM). In terms of Section 161 of the Companies Act, 2013 (Act), Shri Srivastava shall hold office of Director upto the date of this AGM of the Company. The Company has received a notice pursuant to Section 160 of the Act from a member proposing the name of Shri Srivastava for appointment as a Director of the Company at the forthcoming AGM of the Company.

Shri Srivastava has given requisite declaration that he meets the criteria of Independence as prescribed under Section 149 read with Schedule IV of the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Shri Srivastava is also not disqualified from being appointed as Director in terms of Section 164 of the said Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Shri Srivastava fulfils the conditions specified in the said Act and the Listing Regulations in respect of his appointment as an Independent Director of the Company. Shri Srivastava is independent of the management and possesses appropriate skills, experience and knowledge.

Shri Srivastava, aged 50 years, is PGDM from IIM Bangalore. He has worked with Citibank in the area of Transactional Services and Corporate and Investment Banking for many years. Shri Srivastava is the founder of Dimensions, which is considered to be a pioneer in Corporate and Financial Restructuring and Investment Banking in the Country. His expertise in capital markets and on the economic affairs is widely used by several television channels. His Director Identification No. 00049912. He is Managing Director of Dimensions Corporate Finance Services Pvt. Ltd. and Director of GIVO Pvt. Ltd., Dimensions Wealth Management Pvt. Ltd. and Oceans and Palms Resorts Pvt. Ltd. Chairmanship/Membership of Shri Srivastava in Committees of Directors of other Boards (in terms of Listing Regulations)- Nil. Shri Srivastava is not related to any Director/ Key

Managerial Personnel of the Company. Number of Equity Shares held by Shri Srivastava - Nil. Shri Srivastava attended both the Board Meetings of the Company held from 24<sup>th</sup> October 2017 (i.e. the date of appointment of Shri Srivastava as a Director) to 31<sup>st</sup> March 2018.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Shri Ajay Srivastava is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Shri Srivastava as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company.

The Board recommends the aforesaid Resolution for approval by the Members.

Except Shri Srivastava and his relatives to the extent of their shareholding, if any in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item No. 5**

The Board of Directors of the Company has appointed Shri Amar Singh Mehta as an Additional Director of the Company w.e.f 6<sup>th</sup> February 2018 and also appointed him as an Independent Director of the Company from the said date for a term of five consecutive years, subject to approval of the members at the forthcoming Annual General Meeting (AGM). In terms of Section 161 of the Companies Act 2013, (Act), Shri Mehta shall hold office of Director upto the date of this AGM of the Company. The Company has received a notice pursuant to Section 160 of the Act from a member proposing the name of Shri Mehta for appointment as a Director of the Company at the forthcoming AGM of the Company.

Shri Mehta has given requisite declaration that he meets the criteria of Independence as prescribed under Section 149 read with Schedule IV of the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Shri Mehta is also not disqualified from being appointed as Director in terms of Section 164 of the said Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Shri Mehta fulfils the conditions specified in the said Act and the Listing Regulations in respect of his appointment as an Independent Director of the Company. Shri Mehta is independent of the management and possesses appropriate skills, experience and knowledge.

Shri Mehta, aged 57 years, is a Fellow Member of Institute of Chartered Accountants of India. His Director Identification No. is 00030694. He has a vast experience of over 35 years including 30 years in the Paper and Tyre business of JK Group. Shri Mehta was Marketing Director of JK Tyre & Industries Ltd. and took over as President in JK Paper Ltd. in October 2011. As a part of the Management Team, he has actively participated in several major initiatives taken by the Group mainly on capacity expansions, mergers and acquisitions, quality certification, board matters and corporate governance, cost compression, competency assessments, financial control systems and procedures, employees' policies etc. He is Director of Florence Investech Ltd., Bhopal Udyog Ltd. and Ultima Finvest Ltd. Shri Mehta is a member of Audit Committee of Florence Investech Ltd. and Ultima Finvest Ltd (Chairmanship/Membership of Shri Mehta in Committees of Directors of other Boards are in terms of Listing Regulations). Shri Mehta is not related to any Director/ Key Managerial Personnel of the Company. Number of Equity Shares held by Shri Mehta - Nil. Shri Mehta attended the Board Meeting of the Company held on 6<sup>th</sup> February 2018 (i.e. the only Board Meeting of the Company held from 6<sup>th</sup> February 2018, the date of appointment of Shri Mehta as a Director, to 31<sup>st</sup> March 2018).

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Shri Amar Singh Mehta is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Shri Mehta as an Independent Director setting out the

terms and conditions would be available for inspection by the Members at the Registered Office of the Company.

The Board recommends the aforesaid Resolution for approval by the Members.

Except Shri Mehta and his relatives to the extent of their shareholding, if any in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item No. 6**

The Board of Directors of the Company has appointed Shri Vikrampati Singhania as Managing Director of the Company for a term of five years w.e.f. 7<sup>th</sup> May 2018, pursuant to Sections 196, 197, 198, 203 of the Companies Act, 2013 (Act) or any statutory modification or re-enactment thereof and Schedule V thereto, on the terms and remuneration determined by the Nomination and Remuneration Committee of Directors, set out hereinafter, subject to the approval of Members and such other approval(s), as may be required.

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

#### **I. GENERAL INFORMATION:**

- (1) Nature of Industry: Agri-Genetics which produces high yielding Hybrid Seeds.
- (2) Date or expected date of commencement of commercial production: The commercial production commenced in March 1990. However, 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. 1<sup>st</sup> April 2005.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial Performance based on given indicators:

| Particulars for the financial year ended 31 <sup>st</sup> March 2018 |  | ₹ in Lacs |
|--|--|-----------|
| -  | Net Sales and other Income                               | 20,288.58 |
| -  | Operating Profit (Before Interest, Depreciation and Tax) | 2738.49   |
| -  | Profit before Tax  | 1653.99   |

- (5) Foreign investments or collaborators, if any: Not Applicable.

#### **II. INFORMATION ABOUT THE APPOINTEE:**

- (1) Background, Recognition or Awards details: Shri Vikrampati Singhania, aged 52 years, is M.Com., MBA (USA) and is an industrialist with over 25 years of experience in managing various industries including high yielding Hybrid Seeds, Automotive Tyres, Industrial V-Belts & Oil Seals, Pharmaceuticals, Sugar, Clinical Research, etc. His Director Identification No. 00040659. He joined Board of Directors of the Company on 12<sup>th</sup> February 2013. Shri Singhania attended all the four Board Meetings of the Company held during the financial year ended 31<sup>st</sup> March 2018. He holds 4,119 Equity Shares of the Company.

He is also Managing Director of J.K. Fenner (India) Ltd. Shri Singhania is a member of the Company's Stakeholders' Relationship Committee. He does not hold any Committee position in other companies in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

- (2) Past Remuneration: Shri Vikrampati Singhania has been Non-executive Director of the Company since 12<sup>th</sup> February 2013. Except sitting fees for attending the meetings of the Board of Directors and Committees thereof, Shri Vikrampati Singhania has not received any remuneration from the Company.
- (3) Job Profile and his suitability: Shri Vikrampati Singhania, Managing Director of the Company has in-depth understanding of agri-business sector and is entrusted with substantial powers of



management subject to the superintendence, control and direction of the Board of Directors of the Company. Shri Singhania is responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.

(4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 7<sup>th</sup> May 2018 approved the following terms of remuneration for the five years tenure of Shri Vikrampati Singhania commencing 7<sup>th</sup> May 2018:-

(A) Salary: ₹ 37 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 23 Lacs per month to ₹ 55 Lacs per month.

(B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

(C) Performance Linked Incentive, as may be decided by the Board from time to time.

(D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

(E) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per Rules of the Company.

(F) Gratuity at the rate of 15 days salary for each completed year of service.

(G) Encashment of unavailed leave.

(H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

(I) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act 2013, in any financial year or years, the Managing 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 (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Shri Vikrampati Singhania is also Managing Director of J.K. Fenner (India) Limited (JKFIL). In terms of Section V of Part II of Schedule V to the Companies Act, 2013, Shri Vikrampati Singhania is entitled to and may draw remuneration from the Company or JKFIL or both the companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the said companies.

(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 of the Company constituted by the Board in terms

of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Singhanian and other relevant factors while determining his remuneration as proposed.

- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the proposed remuneration, Shri Singhanian does not have any pecuniary relationship with the Company. Shri Singhanian is son of Shri Bharat Hari Singhanian, Chairman and husband of Smt. Swati Singhanian, Director of the Company.

### III OTHER INFORMATION:

- (1) Reasons of inadequate profits: JK Agri Genetics Limited is engaged in research & development, production, processing and marketing of Hybrid Seeds in major agricultural field and vegetable crops. The failure of the monsoon along with developments like demonetisation has impacted the Agriculture Economy adversely. The farmers were faced with double whammy of lower production and also poor realisation for their end produce. The reduced earning of the farmer translated into poor spending by the farmer on all the Agricultural inputs including seeds. Therefore, the Industry has not been able to grow for the past two years. However, the Company has not cut down on any essential expenses like training & development, Investments in R&D etc.
- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has been focusing on the export market and a few key steps have been taken to expand the export business rapidly. The Company continues to lay emphasis on products with higher margins like Vegetables. Further, the expected improvement in the sentiments of the farming community coupled with above initiatives will help the Company to improve its bottom line significantly in the coming years.

The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding financial year.

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

Except Shri Vikrampati Singhanian, Managing Director; Shri Bharat Hari Singhanian, Chairman and Smt. Swati Singhanian, Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

### Item No. 7

Shri Bharat Hari Singhanian has been a Director of the Company since 30<sup>th</sup> March 2013 and holds the position of Chairman of the Company (Non-Executive) since then.

Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. 1<sup>st</sup> April 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Bharat Hari Singhanian, who is aged 80 years, by giving justification therefor. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

Shri Bharat Hari Singhanian is an Industrialist with about 61 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, high yielding Hybrid Seeds, Audio Magnetic Tapes, Sugar, etc.

Shri Bharat Hari Singhanian is also the Chairman of Bengal & Assam Company Ltd. and JK Paper Ltd.; Chairman & Managing Director of JK Lakshmi Cement Ltd, Managing Director of JK Tyre &