

JKAGL: SECTL: SE: 2022

Date: 10th August 2022

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

Scrip Code: 536493

Through: BSE Listing Centre

Dear Sir/Madam,

**Re: Intimation of 22nd AGM, Cut-off Date for e-Voting, Notice of AGM
and Annual Report**

1. We have to inform you that the 22nd Annual General Meeting (AGM) of the Company will be held on Thursday, the 8th September 2022 at 11:30 A.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with 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 (MCA) and the Securities and Exchange Board of India (SEBI).

2. Further, pursuant to Regulations 30, 34 read with Schedule III of the SEBI Listing Regulations and relevant Circulars issued by MCA and SEBI, we submit herewith the Annual Report for the Financial Year 2021-22 ended 31st March 2022 and the Notice convening the 22nd AGM, being sent to the Members by email whose email addresses are registered with the Company/RTA/Depository Participant(s). The said documents are also uploaded on the website of the Company at www.jkagri.com.

3. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P2020/242 dated 9th December 2020, the Company is pleased to provide the Members, facility to exercise their right to vote at the 22nd 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.



4. The Company has fixed Thursday, 1st September 2022 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 Monday, 5th September 2022 (10.00 A.M.) to Wednesday, 7th September 2022 (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 and assuring you of our best cooperation at all times.

Yours faithfully,
For JK Agri Genetics Ltd.



Anoop Singh Gusain
Company Secretary & Compliance Officer

Encl: as above

CC: - National Securities Depository Ltd., Mumbai (E-mail: manish.sharma@nsdl.co.in)
- Central Depository Services (India) Ltd., Mumbai (E-mail: greenInitiative@cdslindia.com)
- Alankit Assignments Ltd., Registrar and Share Transfer Agent (E-mail: rta@alankit.com)



CIN: L01400WB2000PLC091286

Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002

Email: jkaglshareholder@jkmil.com; Website: www.jkagri.com

Phone: +91 11 6820 1891/265

NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **JK Agri Genetics Limited** will be held on **Thursday, 8th September 2022 at 11.30 A.M.** Indian Standard Time through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. Gyanendra Shukla (DIN: 02922133), who retires by rotation and being eligible, has offered himself for re-appointment.
4. 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, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the re-appointment of Dr. Gyanendra Shukla (DIN: 02922133) as Whole-time Director with the designation “President & Director” of the Company for a period of three (3) years with effect from 23rd May 2022, 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 Section 197 and all 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 the approval by way of Special Resolution as contemplated under Section 197 read with Schedule V of the Act.

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

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Shri Ajay Srivastava (DIN: 00049912) who holds office of Independent Director up to 23rd October 2022, be and is hereby re-appointed as an Independent Director of the Company for another term of three consecutive years with effect from 24th October 2022.”

Regd. Office:

7, Council House Street,
Kolkata–700 001

By Order of the Board

Date: 29th July 2022

Anoop Singh Gusain
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item No(s). 4 and 5 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), of persons seeking appointment/re-appointment, is also annexed.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No. 02/2022 dated 5th May 2022, allowed companies whose Annual General Meeting (AGM) are due in the year 2022, to conduct their AGMs on or before 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (SEBI Circulars). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 22nd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.
3. 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.
4. Institutional/ Corporate Members (i.e. other than individuals, HUF, NRI, etc.) who wish to attend the AGM are requested to send by email at jkaglshareholder@jkgmail.com, a scanned certified true copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorising their representatives to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting.
5. 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 (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.
6. The Register of Director(s) 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 this Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this 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@jkgmail.com.

Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, may write to the Company on or before 1st September 2022 through email at jkaglshareholder@jkgmail.com. The same will be replied by the Company suitably.
7. **Dispatch of Notice of AGM and Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s) (DPs). Members may note that the Notice and

Annual Report 2021-22 will also be available on the Company's website at www.jkagri.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of the 22nd AGM of the Company, may send request to the Company's email address at jkagshareholder@jkgmail.com mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at jkagshareholder@jkgmail.com or rta@alankit.com.

8. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OAVM ARE AS FOLLOWS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI 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 Members, facility to exercise their right to vote at the 22nd AGM by electronic means and the business may be transacted through Remote e-Voting (e-Voting) services provided by CDSL. Remote e-Voting is optional. The facility of 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 eligible to exercise their right to cast vote during the AGM.

(A) The instructions for Members for Remote e-Voting are as under:

- (i) The Remote e-Voting period begins on **Monday, 5th September 2022** (10:00 A.M.) and ends on **Wednesday, 7th September 2022** (5:00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Thursday, 1st September 2022 i.e. cut-off date**, may cast their vote

electronically. The e-Voting module shall be disabled by CDSL 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.

(B) Login method for Remote e-Voting (e-Voting) and joining virtual meeting 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 and/or attend the AGM.**

Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Type of Members	Login Method
Individual Members holding shares in Demat mode with CDSL	Users who have opted for Easi / Easiest facility: (i) Members can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on 'Login' icon and select 'New System Myeasi'.

	<p>(ii) Enter your User ID & Password for accessing Easi/ Easiest.</p> <p>(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 or joining virtual meeting & voting during the meeting. 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> <p>If the user is not registered for Easi / Easiest facility, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the user can directly access the e-Voting page of CDSL as per the following procedure:</p> <p>(i) Type in the browser/click on the following link www.cdslindia.com / https://www.evotingindia.com.</p> <p>(ii) Click on 'Shareholder/Member' module.</p> <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>1) 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</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 or joining virtual meeting & voting during the meeting.</p>
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 or joining virtual meeting & voting during the meeting.</p>

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.: 1800 1020 990 and 1800 22 44 30.

(C) Login method for e-Voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode:

- The Members should log on to the e-Voting website www.evotingindia.com.
- Click on “Shareholders/Members” module.
- Now enter your 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.

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.

- (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	<ul style="list-style-type: none"> • 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.

9. Information and instructions for Members attending the AGM through VC/ OAVM are as under:

- (i) Members 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 1st September 2022 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 1st September 2022 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.

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

11. 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.

12. Other Common Instructions:

- (i) Facility for Non — Individual Members and Custodians — Remote e-Voting
 - Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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 scrutiniser to verify the same.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at jkaglshareholder@jkmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutiniser to verify the same.
- (ii) If you have any queries or issues regarding 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. Rakesh Dalvi (022-23058542/43).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 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. Sarawagi & Associates (Certificate of Practice No. 4882), Company Secretary in Practice, as Scrutiniser to scrutinise the process of remote e-Voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutiniser will after the conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-Voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutiniser's Report shall be placed on the Company's website at www.jkagri.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (viii) 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.

- 13. The Register of Members and Share Transfer Books of the Company shall remain closed from 2nd September 2022 to 8th September 2022 (both days inclusive).
- 14. Dividend of Rs. 1.50/- per Equity Shares of Rs. 10/- each (15%), as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of AGM to the Members whose names are borne on the Company's Register of Members on 8th September 2022 or to their mandatees. In respect of shares held 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.

Members may note that pursuant to the changes introduced in the Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source at the prescribed rates on the dividend to be paid to the shareholders. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. A detailed note in this regard is available at <https://jkagri.com/investor-relations/tds-communication/>. The Members are requested to update their PAN with their DP (If shares held in electronic form) and the Company/RTA (If shares held in physical form).

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors has re-appointed Dr. Gyanendra Shukla as Whole-time Director with the designation "President & Director" of the Company for a term of three years w.e.f. 23rd May 2022, on the terms and remuneration as 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 Schedule V to the Companies Act, 2013, 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 31 st March 2022	₹ in Crore
Sales and other Income	249.90
Operating Profit (Before Interest, Depreciation and Tax)	19.26
Profit before Tax	10.26
Profit after Tax	7.73

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

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background, Recognition or Awards details: Dr. Gyanendra Shukla, aged 55 years, has done Ph.D. in Botany/Genetics (from CSJM University, Kanpur) and holds MBA degree (from S.P. Jain Institute of Management and Research, Mumbai) in addition to M.Sc. - Agriculture (from G.B. Pant University, Uttarakhand). Dr. Shukla has joined the Company w.e.f. 23rd May 2019 as Whole-time Director with the designation President & Director of the Company.

Dr. Shukla has an extensive experience of over 33 years in Agriculture input businesses and has handled multiple leadership roles across geographies and functions. His vast experience encompasses leading business operations and delivering results in highly complex socio-political and economic environments across Asia-Pacific and Africa. He is known for acquiring, nurturing diverse talent and creating conducive environment for success of the team.

Dr. Shukla attended all the five Board Meetings of the Company held during the financial year ended 31st March 2022. He does not hold any Equity Shares of the Company. His Director Identification No. is 02922133.

Dr. Shukla is a director of Anukaran Properties Pvt. Ltd. He is also a member of the Company's Audit Committee and Corporate Social Responsibility Committee.

- (2) Past Remuneration: The remuneration of Dr.

Shukla approved by the Members of the Company at their Annual General Meeting held on 27th August 2019 is as under:-

- (A) Salary: ₹ 8 Lacs per month in the salary range of ₹ 8 Lacs per month to ₹ 17 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 hospitalisation 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 Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.
- (H) 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 Whole-time 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.
- (3) Job Profile and his suitability: Dr. Gyanendra Shukla, 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, communication and leadership skills. It also calls for in-depth understanding of agri-business sector. As Dr. Shukla possesses all these competencies in abundant measure, he is ideally suited for the job. It was therefore been considered desirable to continue with the services of Dr. Shukla as Whole-time Director with the designation President & Director of the Company for a term of 3 years w.e.f. 23rd May 2022.

(4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 26th April 2022 approved the terms of remuneration for the three years tenure of Dr. Gyanendra Shukla commencing 23rd May 2022 as under:-

- A. Salary: ₹ 9 Lacs per month in the salary range of ₹ 9 Lacs to ₹ 17 Lacs per month with such increments as may be decided by the Chairman/Managing Director of the Company from time to time including increment due w.e.f., 1st July 2022.
- 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 hospitalisation 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 Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

H. In the event of inadequacy or absence of profits under Sections 197 and 198 of the Companies Act, 2013 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.

(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 Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Dr. Gyanendra Shukla 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, Dr. Gyanendra Shukla 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: JK Agri Genetics Limited has been engaged primarily in agriculture business (seeds research & development, production, processing and marketing of field crops and vegetable seeds). Last year company faced the serious wave of Covid-19 in the first quarter. Covid-19 wave led to increased logistics and other operational costs later during the year. Our customers make purchase decision based on what they see working on their farms. We have significantly increased our expenditure on demand generation and branding activities to deliver the sustainable growth in future. In addition, we continue to invest in R&D to stay competitive in the market.

(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 to improve efficiency of research, production, inventory management (including portfolio rationalisation) and go to market approach. Additionally, we continue to look for the export opportunities especially in the small holder markets in south Asian and African countries.

Relevant documents setting out the terms and conditions of the re-appointment of Dr. Gyanendra Shukla 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 and including the date of this AGM.

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 Dr. Gyanendra Shukla 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

In terms of the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Rules made thereunder, the Members of the Company at their 18th Annual General Meeting (AGM) held on 5th September 2018, had approved the appointment of Shri Ajay Srivastava (DIN: 00049912) as Independent Director of the Company w.e.f. 24th October 2017 for a term of five consecutive years. Accordingly, his present term as Independent Director will determine on 23rd October 2022.

Shri Ajay Srivastava is eligible for re-appointment as Independent Director of the Company for another term of upto five consecutive years on passing of a Special Resolution by the Members of the Company. Brief profile of the said Independent Director including his vast experience and knowledge is provided in the Annexure to the Notice.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee and considering the expertise & experience of Shri Ajay Srivastava, approved his re-appointment as Independent Director for a term of three consecutive years w.e.f. 24th October 2022, subject to requisite

approval of the Members of the Company.

The Company has received requisite declaration from Shri Ajay Srivastava that he meets the criteria of Independence and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence as prescribed under the Act and Listing Regulations and has complied with Rule 6(1) and 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014. He has also confirmed that he is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any order of SEBI or any other Authority.

In the opinion of the Board, Shri Ajay Srivastava fulfill all conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management of the Company. Further, he possesses appropriate skills and capabilities required for the role of Independent Director, namely - strategic expertise, business management and risk governance, as identified by the Board of Directors of the Company. Considering his background, knowledge, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be in the best interest of the Company. Accordingly, the Board recommends the Resolution for approval of the Members by means of a Special Resolution.

Copy of the draft letter of re-appointment of Shri Ajay Srivastava as an Independent Director, setting out the terms and conditions of his re-appointment would be available for inspection by the Members at the registered office of the Company during normal business hours on all working days up to and including the date of this AGM.

Except Shri Ajay 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 are in anyway concerned or interested financially or otherwise in the aforesaid Resolution.

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

By Order of the Board

Date: 29th July 2022

Anoop Singh Gusain
Company Secretary

ANNEXURE TO NOTICE
Details of Directors proposed to be re-appointed:

Name	Dr. Gyanendra Shukla	Shri Ajay Srivastava
DIN	02922133	00049912
Age (Years)	55	60
Qualification & Experience (including expertise in specific functional area)/ Brief Resume	Ph.D. in Botany/Genetics, M.Sc. and MBA from S.P. Jain Institute of Management and Research, Mumbai and he has over 33 years of experience in Agriculture input business	PGDM from IIM Bangalore and he specializes in Corporate & financial restructuring, Transactional Services and Investment Banking
Date of Appointment on the Board	23 rd May 2019	24 th October 2017
Directorships held in other public companies (as per Section 165 of the Companies Act, 2013 excluding private and other compnies)	Nil	Nil
Memberships Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI Listing Regulations)	Nil	Nil
Number of Equity Shares held in the Company	Nil	Nil
No. of Board Meetings attended during the Financial Year 2021-22	Five	Five
Terms & conditions of reappointment/ appointment	Please refer details given at item no. 4 in the Statement pursuant to Section 102 of the Act	Please refer details given at item no. 5 in the Statement pursuant to Section 102 of the Act
Details of remuneration last drawn	Please refer details given at item no. 4 in the Statement pursuant to Section 102 of the Act and Corporate Governance Report section of Annual Report for the FY 2021-22	Please refer Corporate Governance Report section of Annual Report for the FY 2021-22
Remuneration proposed to be paid	Please refer details given at item no. 4 in the Statement pursuant to Section 102 of the Act	Sitting fee for attending Board and Committee Meetings and Profit related Commission, if any.
Relationships with other Directors /KMP	Not related to any Director/KMP	Not related to any Director/KMP

FOR ATTENTION OF THE MEMBERS

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

(a) **For shares held in electronic form:** to their Depository Participants (DPs).

(b) **For shares held in physical form:** 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 in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021. The Company has already sent letters for furnishing the required details to RTA. Members may access the relevant Forms available on the website of the Company at <https://jkagri.com/investor-relations/investor-services/>.

Members may note that effective from 1st January 2022, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1st April 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialisation of Shares.

2. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities only in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and

signed Form ISR – 4 & ISR-5, the format of which is available on the website of the Company. It may be noted that any service request can be processed only after the Folio is KYC Compliant.

3. SEBI vide its notification dated 24th January 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard or may write to the secretarial department of the Company. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE690O01011. For guidance how to dematerialise the shares, please visit our website at www.jkagri.com.
4. SEBI vide its circular dated 30th May 2022 has prescribed standard operating procedures for dispute resolution under the Stock Exchange Arbitration Mechanism for a dispute between a Listed Company and/or RTA and its Members. The said circular is available on the website of the Company at www.jkagri.com.
5. 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 its Secretarial Department at Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002 or E-mail: jkagshareholder@jkm.com, in case RTA's response is not received within a week's time.
6. **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.

7. Investor Education and Protection Fund:

(a) Unclaimed Dividend - Transfer to Investor Education and Protection Fund:

Pursuant to Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), amended from time to time, the unclaimed dividend shall be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of such dividend to the Unpaid Dividend Account of the Company.

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

Dividend	Due date for transfer to the IEPF
Financial Year ended 31.03.2015 -30% Dividend	20 th September 2022
Financial Year ended 31.03.2016 - 30% Dividend	7 th October 2023
Financial Year ended 31.03.2017 -40% Dividend	23 rd September 2024

Members who have not claimed their dividend for the said Financial Years may write to the Company Secretary, for payment at the Secretarial Department of the Company as mentioned above.

(b) Transfer of Shares to IEPF Authority -

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the IEPF Rules, as amended, the Company has during the Financial Year 2021-22, transferred all shares in respect of which dividend had remained unpaid / unclaimed for seven consecutive years or more to IEPF authority, within the prescribed time. The details of shares transferred to the IEPF Authority are available on the website of the Company.

Dividend of Financial Year ended 31st March 2014 and Sale proceeds of fractional shares arising out of Merger & Amalgamation, which remains unclaimed for seven years or more was transferred during the Financial Year 2021-22 to

IEPF within the prescribed time.

With respect to dividend and shares due for transfer to IEPF in the Financial Year 2022-23, the notice is being sent to all the Members whose dividends are lying unclaimed for seven consecutive years or more to claim the same at the earliest.

(c) Members may note that shares as well as unclaimed dividends and fractional shares amount transferred to IEPF Authority can be claimed back. Concerned Members are advised to visit the web link: <http://iepf.gov.in/> or contact the Company for claiming the Shares and/or refund of dividend from the IEPF Authority.

(d) **Special assistance to senior citizen claimants-** IEPF Authority has launched a special window facility for senior citizens of age 75 years and above. The Company supports the aforesaid initiative and will facilitate all such claimants in filing IEPF-5 as well as their e-verification report on priority in Ministry of Corporate Affairs. All such senior citizen claimants may write to anoops@jkgmail.com for the required assistance.

8. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://jkagri.com/investor-relations/investor-services/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

9. 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/Mobile Nos. for prompt reply to their communications.

NOTES

[illegible]



HARVESTING HAPPINESS THROUGH INNOVATION

ANNUAL REPORT 2021-2022

JK AGRI GENETICS LTD.

JKAGL

JK AGRI GENETICS LTD.

Website: www.jkagri.com

CIN: L01400WB2000PLC091286

E-MAIL ID: jkaglshareholder@jkmail.com

Processing Plant

Survey No. 509/2

Village: Gundalpochampally

Dist. Medchal - 501401

Telangana

Administrative Office

1-10-177, 4th Floor,

Varun Towers, Begumpet,

Hyderabad - 500016

Telangana

Registered Office

7, Council House Street,

Kolkata - 700 001

West Bengal

Auditors

BGJC & Associates LLP

Chartered Accountants

Bankers

HDFC Bank Limited

Axis Bank Limited

IDFC FIRST Bank Limited

YES Bank Limited

Chief Financial Officer

G. Sravana Kumar

Company Secretary

Annop Singh Gusain



www.jkagri.com

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CONTENTS

<u>VISION & MISSION</u>	04
<u>BOARD OF DIRECTORS</u>	06-07
<u>CORPORATE SOCIAL RESPONSIBILITY</u>	08-09
<u>PRODUCT PORTFOLIO</u>	10-11
<u>DIRECTORS' REPORT & MDA</u>	12-17
<u>ANNEXURES</u>	18-24
<u>CORPORATE GOVERNANCE REPORT</u>	25-36
<u>AUDITOR'S REPORT</u>	37-45
<u>FINANCIAL STATEMENTS</u>	46-82

Harvesting
Happiness
Through
Innovation



JK Agri Genetics Limited is an agri-input Company. It is mainly into the business of research, production, processing and marketing of high-quality hybrid seeds for different crops like Bajra, Jowar, Paddy, Cotton, Maize, Vegetables, etc. and Plant Nutrient products. Hybrids are marketed under the brand name of JK Seeds.

The Company has over 32 years of experience with the objective of developing seeds having superior yield potential, and tolerance to stress factors include both biotic factors such as attack by pests and diseases as well abiotic stressors such as drought, salinity and heat.

Currently, the Company has production, processing and R&D facilities in Andhra Pradesh, Telangana, Karnataka, Maharashtra, Gujarat, Bihar, Tamil Nadu, Madhya Pradesh, Rajasthan and Odisha.

The in-house R&D facilities located in Telangana are recognised by the Department of Science & Technology, Government of India. It has established a state of art biotech laboratory, with facilities for tissue culture, transgenic crop development, molecular biology, molecular breeding, radio isotope laboratory, molecular QC laboratory, Insectory and large containment green houses.

It has achieved a unique distinction of being the first Indian Company to commercialise Bt. Cotton with indigenous GM Technology in collaboration with Indian Institute of Technology, Kharagpur.

The Company has an extensive marketing network with loyal and committed distributors and dealers pan India.

The Company is also enhancing presence in South Asia and Africa, and our portfolio includes Maize, Rice, Cotton, Millet, Sorghum, and Vegetable Crops.

The Company is known for its large germplasm collection, quality hybrids, global mandate R&D, and end-to-end supply chain management. The collaborative approach to establishing long-term business relationships and affiliations with international organisations has paved the way for us to serve a greater number of territories.

To know more about us, visit: www.jkagri.com

OUR **VISION** IS TO BE
“A **TRUSTED,**
PURPOSEFUL,
INNOVATIVE
ENTERPRISE”.

OUR MISSION

Our MISSION is to emerge as a leading agriculture company.



Deliver quality products and services through research and collaborations.



Help grow farmer income by being a customer centric organisation.



Sustained commitment to community, environment, health and safety.



OUR CORE VALUES

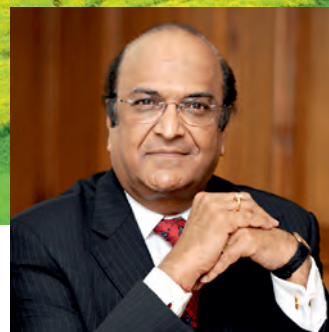


Caring for **PEOPLE**.
INTEGRITY, Openness, Fairness & Trust.
Commitment to **EXCELLENCE**.

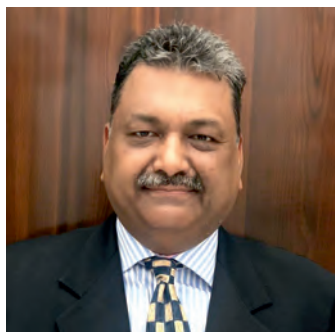
BOARD OF DIRECTORS



Bharat Hari Singhania
Chairman



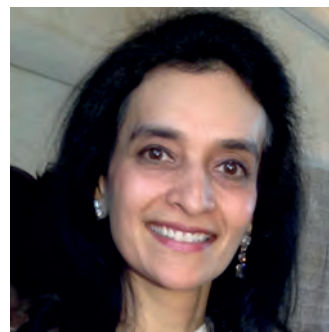
Dr. Raghupati Singhania



Sanjay Kumar Khaitan



Sanjeev Kumar Jhunjunwala



Swati Singhania



Abhimanyu Jhaver



Ajay Srivastava



Raj Kumar Jain



Vikrampati Singhania
Managing Director



Dr. Gyanendra Shukla
President & Director

CSR AT JKAGL

INCLUSIVE AND

SUSTAINABLE GROWTH



In concise CSR activities SAHAYOG we aimed at covering few key areas such as **Livelihood enhancement** – “Serving Farmers - Support to farming community, **Promoting Education** - “Gyaan Sthapana - Aao Door Kare Andhera” and **Health Care** - “Jeevan Ke Rang Dil Me Umang”. Our main activities are: Farmer Training Programmes, Promoting Education in Rural Areas - Scholarship to needy and deserving students, Providing infrastructure & Stationary to the schools, Access to Education - Facilitating Commute, Medical Camps. Awareness on Pandemic Situation, Doctor Connect for safe and improved Work Life Balance.



As a trusted, purposeful, and innovative agriculture company, we make every effort to address all of the major SDG objectives directly or indirectly. We have made progress towards our CSR activities in order to demonstrate our continuous commitment to the environment, community, health, and safety.



JK AGRI GENETICS RANKS NINTH IN THE 2021 INDEX FOR SOUTH AND SOUTH-EAST ASIA INDEX AND SHOWS STRENGTH ACROSS THE RESEARCH AND DEVELOPMENT

When it comes to research and development, marketing and sales, and capacity building measurement, JK Agri Genetics ranks ninth in the 2021 index for South and South-East Asia. The company has partnerships that enable it to reach over 900,000 smallholder farmers with extension services, and its management system for quality assurance and distribution network monitoring enables its success in marketing and sales. The company's strength in research and development is attributed to its extensive testing activities, which span nearly all index countries and include varieties from its own breeding programme as well as those of other companies and agricultural research institutions. The company's access to seeds strategy focuses on these highest performing measurement areas, alongside contributing to achieving Sustainable Development Goal & Zero Hunger.





JK AGRI GENETICS LTD



JKseeds®



Harvesting
Happiness
Through
Innovation



FIELD CROPS





VEGETABLES

PLANT NUTRIENTS



DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

TO THE MEMBERS

Your Directors have pleasure in presenting the Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022.

FINANCIAL RESULTS

(₹ in Crore)

Sales & Other Income	249.90
Profit before Finance Cost & Depreciation (PBITD)	19.26
Profit after Tax	7.73
Surplus brought forward	41.92
Surplus carried to Balance Sheet	48.96

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 1.50/- per Equity Share of ₹ 10/- each (15%) for the Financial Year ended 31st March 2022. The Dividend outgo subject to approval at the ensuing Annual General Meeting will be ₹ 69.55 Lacs.

OPERATIONS

During the year 2021-22, your Company has delivered 10% revenue growth compared to the last year. Vegetable business and field crops delivered 19% and 9% growth, respectively. However, Cotton seed business continues to be challenging in the backdrop of spread of unapproved Cotton seeds, resulting degrowth from last year.

On the export front, your Company continues to carefully expand its geographical and product footprints and diversifying into new crops like Chilli and Cucumber. During the year, the export revenue registered 24% growth. However, export segment continues to face headwinds due to political instability and forex availability in importing countries, currency depreciations & high trade logistics costs.

The year 2021-22 was one of the toughest years for agriculture companies especially in the seed sector. Covid second wave hit during peak season (April – May 2021) impacting rural economy severely. Operations and logistics activities were grossly disrupted. However, the operation team stood up to challenge and delivered as per market demand.

As a part of the growth strategy, the sales teams were realigned to focus on different verticals of

business. The realigned growth strategy and strategic business plan is based on six priorities as outlined earlier as well (1) Portfolio Strengthening (2) Demand Generation (3) Effective Channel Management (4) Branding & Effective use of Digital Media (5) High Operation Efficiency and (6) Talent Acquisition & People Development.

To strengthen portfolio, your Company now follows strict product lifecycle management principles. Portfolio renewal has been fundamental for Company's growth and in last 2 years, 24 new Hybrids were introduced and most of them are performing well & the actual volume growth will be visible in the coming years. Robust product advancement processes have been put in place. Demand generation is another key driver for growth, we are working on focused village approach and investing on the specific geographies to create high demand for our products.

New packing design and over all appearance of market communication tools have been well accepted by the customers and channel partners. With the help of social media and digital tools, customer connect and visibility have been enhanced. The work that was started last year to improve the performance of vegetable seed business has started delivering positive outcomes.

As a part of broader digitisation initiative, your Company implemented Track & Trace solution, which provides serialisation of each product pack and end to end visibility amongst the various inventory stages of the products including establishing linkage of 'Batch Genealogy'. The initiative helps to meet the compliance requirement of uniquely serialising product packs, establish end to end inventory traceability and support several CRM initiatives.

Untimely and sustained rains in the month of September to December 2021 negatively impacted seed field production activities, however, the operation team developed and implemented appropriate mitigation plans to minimise the impact.

INDUSTRY OVERVIEW AND OUTLOOK

In the current situation the world is facing high agricultural prices across the segments and most of it is linked to the high demand post covid and ongoing conflict in the eastern Europe. High commodity prices are certainly good for the farmers but not for the consumers. Initial indicators for the upcoming

season are good as farmers had a good harvest, IMD forecast for the rains is normal and all demand factors are positive. We also understand that government will do all in their control to ensure timely availability of fertilisers especially Phosphorus and Potash at affordable rate to the farmers. The Indian seed market has witnessed a major restructuring because of the implementation of some progressive policies by the government. This includes launching initiatives to promote the use of hybrid seeds among the farmers who had earlier used outmoded open pollinated varieties. Some other growth-inducing forces, such as growth in income levels, commercialisation of agriculture, patent protection systems and intellectual rights over plant varieties, have given a great push to the market. Owing to these factors, the Indian seed market is expected to exhibit strong growth in future.

During the year 2021-22, few crop segments like Hybrid rice, vegetable seeds and Cotton faced major challenges due to multiple factors at different times of the year including prolonged rains in North & East markets. The extended rainy season impacted the cropping of Cauliflower, Cabbages & Tomatoes. Whereas Covid 3rd wave in October to January put farmers in ambiguity of which crop to be cultivate so that they can sell their produce profitably. The above factors impacted overall business. From 4th quarter of the year, positive sentiments are building owing to good commodity prices for vegetables. This gives us a hope that the business will come back to normal and can grow further in 2022-23.

RESEARCH AND DEVELOPMENT

The Company continues to sharpen focus on developing products for multiple climatic regions, biotic and abiotic stress to fulfil customer needs in domestic, African and ASEAN market. Your Company has prioritised R&D efforts and allocated the resources to focus on highest value opportunities.

Your Company has strengthened pre-breeding in field crops, cotton and vegetables using molecular marker assisted breeding, shifted from traditional marker to single nucleotide polymorphism and using latest biotechnology tools to develop product in shortest possible time. New breeding software has been introduced and improved strategic field trials with stringent product advancement procedure have been put in place. Your Company has strengthened production research for cost effectiveness and improved quality.

OPPORTUNITIES, THREATS, RISK AND CONCERNS

Opportunities

In India, agriculture is the dominant occupation, which secures abundant opportunities for the seed market. Awareness of healthy food habits and increase in general consumption of vegetables & fruits is driving the growth of vegetable seeds business in India. Farmers are adopting the cultivation of Hybrids with value added traits, ex. transportability, quality and disease tolerance traits resulting into increase in the value of the business. Acceptance of high value seeds cultivation is growing. Commodity prices are also giving a bigger opportunity for the growth of Vegetable seed business in India. The prolonged Covid-19 pandemic has provided both challenges and opportunities for seed companies to place more emphasis on sustainable innovative approaches for long-term profitability.

We are hopeful that the above-mentioned factors will help in fuelling the growth of the Seed Industry. There could also be an opportunity to improve our basket of input offerings to the farmers in future.

Threats, Risk and Concerns

While demand side of agriculture remains strong, external climatic factors continues to impact the production cycle. We have seen increased focus of the Government to deal with such challenges by especially strengthening Irrigation and Crop Insurance. Emerging global challenges like climate change, pest resistance, herbicide tolerance, higher costs to R&D and supply chain disruptions have made the seed industry facing challenging future. Changing consumer behaviours due to Covid-19 could also have an impact on cropping patterns. Increase in labour cost is also posing challenges to business.

More innovative approaches are required to feed the world's increasing population and also to meet the challenges of reducing arable land and increasing demand for more sustainably grown food. For agri-business companies to remain competitive they need to move out of the traditional innovation models and focus on attention to customer needs, dynamic R&D programs, rapid digitisation, increased internal and external collaboration and an innovation culture across the organisation. On the policy side, India needs better enabling environment that protects intellectual property and allows introduction of modern technologies in agriculture.

HUMAN RESOURCE DEVELOPMENT

Future of Work: A New Era in Human Resources

Future of Work represents a fundamental change in the working world. The Covid-19 pandemic casts a new light on people at work and society. Trends such as digitalisation, globalisation, global networking and demographic change have added a fair amount of complexity to how we work.

Our journey – Third successive certification of “**Great Place to Work**” recognition has given us lot of insights and confirms that with your support we are making slow but steady progress on the people front. Winning runner-up award for the inter-company UDAAN competition is a great example of Creativity & Innovation and fostering Cross Functional Team Working. All our actions are aimed at transforming our business and provide opportunities to developing talent. On people side, we continue to make policy changes to align with the best practices in gradual manner without ignoring the rapidly changing work environment.

Effective people policies covering all the aspects of the business that are important to the employees are in place. When transparency is part of workplace culture, it comes along with trust, communication and greater levels of employee engagement. The people policy changes implemented in alignment with the best industry practices had enhanced motivation amongst the employees, in-turn reflecting a positive surge in short, medium and long-term growth opportunities. Improved workplace ergonomics has upped the morale and increased employee involvement at locations.

At JKAGL, employee engagements are very important to us, events such as festivals, employee birthdays, achievements are celebrated in a unique manner. Strategies to promote inclusiveness are highly valued. Recently conducted Women day event, commemorating the culture of thanking all the women staff including front line seasonal staff for their support and contribution, has been a memorable event. These milestones will sharpen our objectives further in the journey to build a High-Trust, High-Performance Culture.

KEY CHANGES IN FINANCIAL INDICATORS

Key Changes in financial indicators, are given in the Notes to Financial Statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company believes that a strong Internal Control framework is an important pillar of Corporate Governance. The Company has in place Internal Control Systems commensurate with the nature of its business, size and complexity of its operations. These systems are regularly tested for their effectiveness by Statutory as well as Internal Auditor and were found to be operating effectively during the year. The Internal Auditor reviews on regular basis to check its adequacy and also to verify all statutory compliances. Based on the Internal Audit Programme approved by the Audit Committee of the Board, the Internal Auditor carry out regular internal audits covering all offices, factory and key areas of business. Reports of the Internal Auditor are placed before the Audit Committee on quarterly basis for review. The Audit Committee regularly reviews the reports and discusses the actions taken with the management in addition to reviewing the effectiveness of the internal control systems and monitoring the implementation of audit recommendations. There are adequate checks & balances in place, wherein deviation from the systems laid-out are clearly identified and corrective actions are taken in the respective areas, wherever required.

INTERNAL FINANCIAL CONTROLS

The Company has laid down Internal Financial Controls Systems, Policies and Procedures with reference to Financial Statements. The systems, policies and procedures are reviewed from time to time and are updated. These are designed to ensure adherence to the Company's policies, safeguarding of its assets & interests, prevention & detection of frauds & errors, accuracy & completeness of financial records and proper conduct of business of the Company. The Company also has a robust Management Information System which not only facilitates speedy business decisions but also helps in timely preparation and sharing of reliable financial information across various levels in the Company. The transactional controls built in SAP ERP systems ensures appropriate segregation of duties, appropriate level of approval mechanisms and maintenance of various records. All such controls are assessed during the year. Regular audits and review processes ensure that such systems are reinforced on on-going basis. Based on the review of the Internal Financial Control Systems during the year by the Management, Audit Committee and the Auditors of the Company, no material reportable weakness was observed in the Internal Financial Control Systems during the financial year.

ANNUAL RETURN

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with Rules made thereunder is available on the website of the Company at www.jkagri.com

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans given, guarantees or securities provided and investments made as required under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

RELATED PARTY TRANSACTIONS

During the Financial Year ended 31st March 2022, all the contracts or arrangements or transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has not entered into any contract or arrangement or transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of Related Party Transactions.

In view of the above, disclosure in Form AOC-2 is not applicable. The Related Party Transaction Policy as approved by the Board is available on the website of the Company.

COST RECORDS

Maintenance of cost records, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013, is not required by the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Dr. Gyanendra Shukla (DIN: 02922133), President & Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting (AGM). The Board recommends his re-appointment.

During the year, the Members have approved the appointment of Shri Raj Kumar Jain (DIN: 01741527) as an Independent Director of the Company for a period of 3 (three) consecutive years, commencing 26th November 2021, by way of Postal Ballot. The Board of Directors of the Company has also appointed Shri Jain as member of Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f., 26th November 2021.

Shri Amar Singh Mehta (DIN: 00030694), Independent Director of the Company resigned from the directorship w.e.f. the closing of business hours of 30th December 2021. Shri A.S. Mehta was also Chairman of Stakeholders Relationship Committee and member of Audit Committee and Nomination and Remuneration Committee.

The first term of office of Shri Ajay Srivastava (DIN:00049912) as Independent Director of the Company shall determine on 23rd October 2022. Shri Ajay Srivastava is eligible for re-appointment as Independent Director of the Company for second term. The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, re-appointed Shri Ajay Srivastava as Independent Director of the Company for second term of 3 years, commencing 24th October 2022, subject to requisite approval of Members of the Company at the ensuing AGM. In the opinion of the Board, he possesses requisite expertise, integrity, proficiency and experience. Accordingly, the Board recommends his re-appointment.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, re-appointed Dr. Gyanendra Shukla as Whole-time Director of the Company with the designation "President & Director", for a term of 3 years, commencing 23rd May 2022, subject to requisite approval of Members of the Company at the ensuing AGM. The Board recommends his re-appointment.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were no other changes in the Directors/ Key Managerial Personnel of the Company in terms of the provisions of the Companies Act, 2013, during the period under review.

CONSERVATION OF ENERGY, ETC.

The details as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are annexed to this Report as **Annexure - 1** and forms part of it.

DEPOSITS

The Company has neither invited nor accepted any deposits from the public.

AUDITORS

(a) Statutory Auditors and their Report

M/s BGJC & Associates LLP, Chartered Accountants (ICAI Firm Registration Number- 003304N), were appointed as Statutory Auditors of the Company for a second term of five consecutive years, commenced from the conclusion of 19th AGM held on 27th August 2019 till the conclusion of 24th AGM to be held in the year 2024.

The observations of the Auditors in their Report on Accounts and the Financial Statements read with relevant notes are self-explanatory. The Auditor's Report does not contain any qualifications, reservations or adverse remarks. Further, no fraud has been reported by the auditors to the Audit Committee or the Board.

(b) Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors appointed Shri Namo Narain Agarwal, Company Secretary in Practice as Secretarial Auditor to carry out Secretarial Audit of the Company for the Financial Year 2021-22.

The Report given by him for the said Financial Year in the prescribed format is annexed to this Report as **Annexure – 2**. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

PARTICULARS OF REMUNERATION

Disclosure of the ratio of the remuneration of each director to the median employee's remuneration and other requisite details pursuant to Section 197(12) of the Companies Act, 2013 (Act) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this Report as **Annexure - 3**. Further, Particulars of Employees pursuant to Rule 5(2) & (3) of the above Rules forms part of this Report. However, in terms of provisions of Section 136 of the Act, the Report and Accounts are being sent to all the Members of the Company and others entitled thereto, excluding the said Particulars of Employees. The said information is available for inspection at the Registered Office of the Company during business hours on working days of the Company up to the ensuing AGM. Any member interested in obtaining such particulars may write to the Company Secretary.

CORPORATE SOCIAL RESPONSIBILITY

Your Company believes in the process of giving back to the society and aims to contribute to sustainable

growth of the society at large. Besides undertaking projects for overall development and welfare of the society, your Company has been working closely with the farming community in areas of imparting agricultural knowledge, promoting preventive healthcare, skill development and livelihood enhancement projects.

The Company has requisite Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The CSR Policy is disclosed on the website of the Company at www.jkagri.com. As per the CSR provisions disclosure requirements, a brief description of CSR projects is uploaded on the Company's website. Web-link of the same is <https://jkagri.com/wp-content/uploads/2022/05/CSR-Policy-2022.pdf>

The Annual Report on the CSR activities undertaken by the Company during the Financial Year under review, in the prescribed format, is annexed to this Report as **Annexure – 4**.

CHANGE IN THE NATURE OF BUSINESS

During the Financial Year under review, there was no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the Financial Year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which could impact the going concern status of the Company and its future operations.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE

During the Financial Year under review, no application is made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

COMPLIANCE OF SECRETARIAL STANDARDS

Based on the Secretarial Audit Report of the Secretarial Auditor, the Company has duly complied with the applicable Secretarial Standards on Meetings of Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to best corporate governance practices. Pursuant to

Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of this Report. The Corporate Governance Report also covers the following:

- (a) Particulars of the five Board Meetings held during the Financial Year under review.
- (b) Salient features of the Nomination and Remuneration Policy.
- (c) The manner in which formal annual evaluation of the performance of the Board of Directors, of its Committees and of individual Directors has been made.
- (d) The details with respect to Composition of Audit Committee and establishment of Vigil Mechanism.
- (e) Details regarding Risk Management.
- (f) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that-

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;

- (e) the internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- (f) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

CAUTIONARY STATEMENT

"Management's Discussion & Analysis Report" contains forward looking statements, which may be identified by the use of the words in that direction or connoting the same. All statements that address expectation or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. The Company's actual results, performance or achievements could thus differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward - looking statements on the basis of any subsequent development, information or events.

ACKNOWLEDGEMENTS

Your Directors wish to acknowledge and place on record the commitment and dedication on the part of the employees of your Company in achieving good results.

Your Directors would also like to acknowledge and record their appreciation of the continued support and assistance received by the Company from its valued Customers, Dealers, Suppliers, Shareholders, Banks and various Central and State Government Agencies.

On behalf of the Board of Directors

Date: 26th April 2022
Place: New Delhi

Bharat Hari Singhania
Chairman

ANNEXURE - 1 TO DIRECTORS' REPORT

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy: Nil
- (ii) The steps taken by the Company for utilising alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: Nil

TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption:
 - Strengthening pre breeding in various crops using Molecular Market assisted Breeding.
 - Adoption of SNP (Single Nucleotide Polymorphism) by using latest biotechnology tools.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) Particulars of imported technology: Nil
- (iv) The expenditure incurred on Research and Development:
 - The Capital Expenditure incurred on R&D during the period was ₹ 1.20 lacs and recurring expenditure was ₹ 1460.53 lacs.

FOREIGN EXCHANGE EARNINGS AND OUTGO

₹ in Lacs	
Description	2021-22
Foreign Exchange Earnings	2486.23
Foreign Exchange Outgo	599.19

On behalf of the Board of Directors

Date : 26th April 2022
Place: New Delhi

Bharat Hari Singhania
Chairman

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
JK Agri Genetics Limited,
7, Council House Street,
Kolkata - 700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JK Agri Genetics Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2022** (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and

ANNEXURE - 2 TO DIRECTORS' REPORT

the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and 2021 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and 2021 (Not applicable to the Company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period); and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Management has identified and confirmed the following laws as being specifically applicable to the company and complied with:-
 - 1. Andhra Pradesh (Agricultural Produce and

Livestock) Markets Act, 1966

2. Seed Act, 1966, Seed Rules, 1968 & Seed (Control) Order, 1983
3. The Protection of Plant Varieties & Farmers' Rights Act, 2001

I have also examined compliance with the Secretarial Standard 1 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate Notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by the Company Executives and taken on record by the Board of Directors and Audit Committee at their meetings, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period, no specific events have taken place, except the following:-

New Articles of Association was adopted by the Company at its Annual General Meeting held on 7th September, 2021 (in substitution of the existing Articles of Association) alongwith a few alterations in Object Clause in the Memorandum of Association so as to make it consistent and align it with the provisions

of the Act and also enable the company to explore various suitable business opportunities and carry on such other business to expand its area of operations.

This report is to be read alongwith the following-

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. The prevailing circumstances in the country on account of Lockdown and COVID 19 have impacted, to some extent, my verification of documents and records of the Company.

Place: New Delhi
Date: 24 April, 2022
UDIN: F000234D000196100

Namo Narain Agarwal
Secretarial Auditor
FCS No. 234,
CP No. 3331

ANNEXURE - 3 TO DIRECTORS' REPORT

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2021-22 ended 31st March 2022:

The ratio of the remuneration of each director to the median remuneration of the employees of the Company - (a) Non-executive Directors did not draw any remuneration from the Company except sitting fee: Shri Bharat Hari Singhania, Chairman, 0.36; Dr. Raghupati Singhania, 0.36; Shri S.K. Khaitan, 0.36; Shri S.K. Jhunjhunwala, 0.53; Smt. Swati Singhania, 0.29; Shri Abhimanyu Jhaver, 0.17; Shri Ajay Srivastava, 0.30; Shri A.S. Mehta, 0.47[@]; and Shri Raj Kumar Jain[#]; (b) Executive Directors: Shri Vikrampati Singhania* and Dr. Gyanendra Shukla, 62.67.

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary - Non-executive Directors did not draw any remuneration from the Company except sitting fee: Shri Bharat Hari Singhania, Chairman, 35.71%; Dr. Raghupati Singhania, 26.67%; Shri S.K. Khaitan, -5.00%; Shri S.K. Jhunjhunwala, 12.00%; Smt. Swati Singhania, 25.00%; Shri Abhimanyu Jhaver, 0.00%; Shri Ajay Srivastava, 60.00%; Shri A.S. Mehta, -13.01%[@]; Shri Raj Kumar Jain[#]; Shri Vikrampati Singhania*, Managing Director; Dr. Gyanendra Shukla, President & Director, 2.16%; Shri Anoop Singh Gusain, Company Secretary, 12.22%; Shri G. Sravana Kumar, 0.68%.

The percentage increase in the median remuneration of employees – 7.5%.

The number of permanent employees on the rolls of Company – 396.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration – On an average, employee received an annual increment of 6.50%, while, there was an increase of 2.16% in the managerial remuneration during the current financial year.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

- @ Shri A.S. Mehta, Independent Director, has resigned from the Directorship of Company w.e.f. the closing of business hours of 30th December 2021.
- # Shri Raj Kumar Jain was appointed as an Independent Director of the Company w.e.f. 26th November 2021.
- * Shri Vikrampati Singhania has currently opted not to withdraw any remuneration from the Company as it does not have adequate profits.

Note: Where the remuneration of Directors/KMPs is only for part of the year, the ratio of their remuneration to median remuneration of the employees and percentage increase in remuneration is not comparable and hence, not stated.

On behalf of the Board of Directors

Date : 26th April 2022
Place : New Delhi

Bharat Hari Singhania
Chairman

ANNEXURE - 4 TO DIRECTORS' REPORT
ANNUAL REPORT ON THE CSR ACTIVITIES UNDERTAKEN BY THE COMPANY DURING THE FINANCIAL YEAR ENDED 31ST MARCH 2022
1. Brief outline on CSR Policy of the Company:

Since inception, your Company considers itself a responsible corporate citizen and has been involved in undertaking projects and interventions for overall development and welfare of the society. It has been working closely with the farming community in areas of imparting agricultural knowledge and promoting preventive healthcare and rural development.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Vikrampati Singhania	Managing Director (Chairman of the Committee)	2	2
2	Dr. Gyanendra Shukla	President & Director	2	2
3	Shri Sanjeev Kumar Jhunjhunwala	Independent Director	2	2

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company :

<https://jkagri.com/wp-content/uploads/2022/05/CSR-Policy-2022.pdf>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

: Nil

6. Average net profit of the company as per section 135(5)

: ₹ 567.00 lacs

7. (a) Two percent of average net profit of the company as per section 135(5)

: ₹ 11.34 lacs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

: Nil

(c) Amount required to be set off for the financial year, if any

: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c)

: ₹ 11.34 lacs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs. / lacs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
11.58	Nil	NA	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: No ongoing projects, hence Not Applicable.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs./Lacs)	Mode of implementation - Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
1.	General health check-up, Eye Camp and consultancy	Promoting health care including preventive health care	Yes	Telangana, Chhattisgarh, Bihar, Uttar Pradesh, Rajasthan	Rangareddy, Raipur, Muzaffarpur, Barabanki, Jodhpur	3.16	Yes	NA	NA
2.	Conducting Farmer training programmes in villages to bring awareness on the best agrarian and farming practices which leads to improvement in the yields in the crop giving rise to increase in their income levels.	Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	No	Odisha, West Bengal, Andhra Pradesh, Rajasthan, Uttar Pradesh, Maharashtra, Bihar, Himachal Pradesh, Karnataka, Madhya Pradesh, Jharkhand, Telangana, Haryana, Tamil Nadu, Assam, Gujarat, Punjab	Bargarh, Ganjam, Kharagaon, East Burdwan, Vizianagaram, Kurnool, Jaipur, Sawai Madhopur, Kanpur, Agra, Moradabad, Pune, Sangli, Nashik, Purnia, Samastipur, Buxor, Kangra, Manali, Shimoga, Belgavi, Bijapur, Dhamnod, Dhar, Morena, Sagar, Ranchi, Hazaribagh, Rangareddy, Vikarabad, Khammam, Sonipat, Dharmapuri, Dibrugarh, Tapi, Vyara, Malout,	6.07	Yes	NA	NA
3.	Scholarship to needy and deserving students, providing infrastructure to the schools etc.		No	Rajasthan, Andhra Pradesh, Jharkhand	Karauli, Jodhpur, East Godavari, Daltonganj	2.35	Yes	NA	NA
Total						11.58			

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : NA
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹11.58 lacs
- (g) Excess amount for set off, if any : Nil

Sl. No.	Particular	Amount (in ₹ lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	11.34
(ii)	Total amount spent for the Financial Year	11.58
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.24
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9.(a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): No ongoing projects undertaken, hence Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset – wise detail)

- (a) Date of creation or acquisition of capital asset (s) : Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset (s) : Not Applicable
- (c) Detail of the entity or public authority or beneficiary under whose name such capital asset is registered, their addresses etc. : Not Applicable
- (d) Details of the Capital Asset created or acquired (Including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(2) : Not Applicable

Date: 26th April 2022

(Vikrampati Singhania)
Chairman, CSR Committee

(Dr. Gyanendra Shukla)
President & Director

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are:

- Commitment to excellence and customer satisfaction
- Maximising long term shareholders' value
- Socially valued enterprise and
- Caring for people and environment

In a nutshell, the philosophy can be described as observing business practices with the ultimate aim of enhancing long-term shareholders' value and commitment to high standard of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre.

2. BOARD OF DIRECTORS:

As on 31st March 2022, the Board of Directors of the Company consists of ten Directors comprising of two Executive Directors (ED) and eight Non-executive Directors (NED) out of which five are Independent Directors (IND). It is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interest. Five Board Meetings were held during the Financial Year 2021-22 ended 31st March 2022 i.e., on 3rd May 2021, 28th July 2021, 1st November 2021, 26th November 2021 and 9th February 2022. Attendance and other details as on 31st March 2022 of the Directors are given below:

Name of the Director	DIN	Category	Number of Board Meetings Attended	Whether last AGM attended	No. of other Directorships and Committee Memberships/ Chairmanships held in other Companies		
					Director-ships \$	Committee Memberships ^	Committee Chairmanships ^
Shri Bharat Hari Singhania, Chairman	00041156	NED	5	Yes	4	1	-
Dr. Raghupati Singhania	00036129	NED	5	Yes	7	4	2
Shri S.K. Khaitan*	00156816	IND	3	Yes	1	1	-
Shri S.K. Jhunjhunwala*	00177747	IND	5	Yes	2	1	-
Smt. Swati Singhania	00095409	NED	5	Yes	-	-	-
Shri Abhimanyu Jhaver*	02330095	IND	3	No	-	-	-
Shri Ajay Srivastava*	00049912	IND	5	No	-	-	-
Shri A.S. Mehta®	00030694	IND	4	Yes	N.A.	N.A.	N.A.
Shri Raj Kumar Jain*~	01741527	IND	1	N.A.	-	-	-
Shri Vikrampati Singhania, Managing Director	00040659	Executive	5	Yes	4	-	-
Dr. Gyanendra Shukla President & Director	02922133	Executive	5	Yes	-	-	-

* The appointment of Independent Directors is in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

\$ Excluding private companies and companies under Section 8 of the Companies Act, 2013.

^ Only covers Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.

@ Shri A.S. Mehta, Independent Director, has resigned from the Directorship of Company w.e.f. the closing of business hours of 30th December 2021.

~ Shri Raj Kumar Jain has been appointed as an Independent Director of the Company w.e.f. 26th November 2021

Other Listed Companies where Directors of the Company are Directors and their category of Directorship (as on 31st March 2022)

Sl. No.	Name of Director	Name of the Listed Company	Category of Directorship
1.	Shri Bharat Hari Singhania	JK Lakshmi Cement Ltd.	Non-Executive
		JK Tyre & Industries Ltd.	Non-Executive
		JK Paper Ltd.	Non-Executive
		Bengal & Assam Company Ltd.	Non-Executive
2.	Dr. Raghupati Singhania	JK Tyre & Industries Ltd.	Executive
		JK Lakshmi Cement Ltd.	Non-Executive
		Bengal & Assam Company Ltd.	Non-Executive
		Radico Khaitan Ltd.	Independent
3.	Shri S.K. Khaitan	Bengal & Assam Company Ltd.	Independent
4.	Shri S.K. Jhunjunwala	Bengal & Assam Company Ltd.	Independent
5.	Shri Vikrampati Singhania	Lumax Industries Ltd.	Independent
		Transport Corporation of India Ltd.	Independent

Note: Other Directors do not hold directorship in any other listed company.

The Board confirms that in its opinion, all the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management of the Company.

The Company has a very balanced and diverse Board of Directors. The composition of the Board primarily takes care of the business needs and stakeholder's interest.

The Board has identified the following as core skills/ expertise/ competencies required in the context of the Company's business and sector for it to function effectively - (i) financial and accounting knowledge; (ii) strategic expertise; (iii) risk governance; (iv) legal & corporate governance expertise; (v) technology/ knowledge pertaining to agri industry; (vi) commercial experience; (vii) community service, sustainability and corporate social responsibility and (viii) quality and safety experience.

All the Board Members possess above skills collectively that enable them to make effective contribution to the Board and its Committees. The core skills of individual Directors are: Shri Bharat Hari Singhania and Dr. Raghupati Singhania - industrialist and entrepreneurs with long diversified industry experience including agri, cement and tyre; Shri Vikrampati Singhania - industrialist and entrepreneur having vast experience in managing industries including agri, tyre, industrial V-belts & oil seals and clinical research; Dr. Gyanendra Shukla - professional having rich technical knowledge and operational experience pertaining to agri industry, risk governance, quality and safety experience; Shri Sanjay Kumar Khaitan – industrialist, knowledge of legal & corporate matters and commercial experience; Shri Sanjeev Kumar Jhunjunwala - industrialist having strategic expertise in real estate business, commercial, quality and safety experience; Smt. Swati Singhania – community service, sustainability, corporate social responsibility, research and development; Shri Abhimanyu Jhaver – industrialist, business philosophy, knowledge pertaining to agri industry and commercial experience; Shri Ajay Srivastava – entrepreneur, investment banking, financial and strategic expertise; and Shri Raj Kumar Jain – experience of business management, strategic expertise and risk governance.

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organisation and to provide updates to senior management and the Board on a periodic basis. The Board periodically reviews Compliance Reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliances, if any. With a view to foster an improved compliance reporting and monitoring in the Company, the Company implemented a web based legal compliance tool called "Compliance Manager" developed by Ernst & Young (EY), which is working effectively. Further, legal risks are monitored and mitigated through regular review of changes in the regulatory framework. The Board is also satisfied that plans are in place for orderly succession for appointments to the Board and to senior management.

In terms of Regulation 17(5) of the Listing Regulations and contemporary practices of good Corporate Governance,

a Code of Conduct was laid down by the Board for all the Board Members and Senior Management of the Company. The said Code is available on the website of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by Dr. Gyanendra Shukla, President & Director.

Relationship between Directors *Inter se*: Shri Bharat Hari Singhania and Dr. Raghupati Singhania are brothers, Shri Vikrampati Singhania is son of Shri Bharat Hari Singhania and Smt. Swati Singhania is wife of Shri Vikrampati Singhania. None of the other Directors are related to each other within the meaning of the Companies Act, 2013.

The number of Equity Shares of ₹ 10/- each (i.e. Shares) held by the Non-executive Directors as on 31st March 2022 are: Shri Bharat Hari Singhania – 31,591 Shares and Dr. Raghupati Singhania – 64,444 Shares. Smt. Swati Singhania, Shri Abhimanyu Jhaver, Shri Ajay Srivastava, Shri S.K. Khaitan, Shri S.K. Jhunjhunwala and Shri Raj Kumar Jain do not hold any Shares in the Company. The Company does not have any outstanding convertible instruments.

Shri Vikrampati Singhania, Managing Director, holds 23,696 Shares in the Company as on 31st March 2022.

3. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

In accordance with the provision of Schedule IV to the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 9th February 2022. Shri Sanjay Khaitan was unanimously elected as Chairman of the meeting and three other Independent Directors of the Company were present at the said Meeting. Leave of absence was granted to Shri Abhimanyu Jhaver, Independent Director of the Company.

4. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In accordance with the provisions of Regulation 25(7) of the Listing Regulations, the Company has been conducting various familiarisation programmes. The details of such familiarisation programmes for Independent Directors have been disclosed on the website of the Company, the web link for which is <https://jkagri.com/wp-content/uploads/2022/02/Familiarisation-Prog-for-INDs-2022-1.pdf>. On an ongoing basis, periodic presentations are made at the Board Meeting on industry scenario, business

strategy, sustainability, performance updates of the Company, internal control and risk assessment and mitigation plan. The Directors are also provided with regular update on relevant statutory changes, judicial pronouncements and important amendments.

5. PERFORMANCE EVALUATION

As required, the Nomination and Remuneration Committee of Directors specified the manner for effective evaluation of performance of the Board, its Committees and individual Directors in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

The Board of Directors has made formal annual evaluation of its own performance and that of its Committees and individual Directors in accordance with the manner specified by the Nomination and Remuneration Committee of Directors.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board carried out evaluation of the performance of individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

In a separate meeting of the Independent Directors of the Company, performance of Non-independent Directors, performance of the Board as a whole and performance of Chairman were evaluated, taking into account the views of Executive and Non-executive Directors of the Company. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it and that the Independent Directors were fully satisfied in this regard.

6. RESIGNATION OF AN INDEPENDENT DIRECTOR

Shri A.S. Mehta, Independent Director, has resigned from the directorship of the Company w.e.f. the closing of business hours of 30th December 2021 to comply with the amendment made in the Listing Regulations

effective from 1st January 2022, pursuant to which KMP/employee of the Promoter Group Companies, who had been holding such position in any of the three (3) immediately preceding Financial Years became ineligible for appointment as an Independent Director of the Company.

There is no other material reason for his resignation other than stated above.

7. AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee. The Composition and the 'Terms of Reference' of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

The Committee consists of three Directors, out of which two are Independent Directors and one is Executive Director. They possess sound knowledge of accounts, audit, finance, taxation and internal control etc. Four meetings of the Audit Committee were held during the financial year ended 31st March 2022.

Dates of the meetings and the number of Members attended:

Date of Meetings	Number of Members Attended
3 rd May 2021	4
28 th July 2021	4
1 st November 2021	3
9 th February 2022	3

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri S.K. Khaitan	Chairman	3
Shri S.K. Jhunjunwala	Member	4
Shri A.S. Mehta*	Member	3
Dr. Gyanendra Shukla	Member	4

* Shri A.S. Mehta, Independent Director, has resigned from the Directorship of Company w.e.f. the closing of business hours of 30th December 2021.

The Audit Committee Meetings were attended by the Chief Financial Officer, Internal Auditor, Company Secretary and the Statutory Auditor. The Company Secretary acts as the Secretary of the Committee.

8. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has a Stakeholders' Relationship

Committee at the Board Level which consists of three Directors, out of which two are Independent Directors and one is Executive Director. The composition and the 'Terms of Reference' of the Committee are in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Dates of the meetings and the number of the Members attended:

Date of the Meetings	Number of Members Attended
3 rd May 2021	3
1 st November 2021	2

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri A.S. Mehta*	Chairman	2
Shri S.K. Khaitan [#]	Chairman / Member	1
Shri Vikrampati Singhania	Member	2
Shri Raj Kumar Jain ^{##}	Member	NA

*Shri A.S. Mehta, Independent Director, has resigned from the Directorship of Company w.e.f. the closing of business hours of 30th December 2021.

[#]Shri S.K. Khaitan, Independent Director and existing member of the committee has been designated as Chairman of the committee w.e.f 9th February 2022.

^{##}Shri Raj Kumar Jain has been appointed as a Member of the Committee w.e.f. 26th November 2021.

Shri Anoop Singh Gusain, Company Secretary, is the Compliance Officer who oversees the investor's grievances including related to transfer of shares, non-receipt of balance sheet and dividends etc. During the financial year ended 31st March 2022, the Company has received two investor complaints and the same have been resolved to the satisfaction of the investors concerned. Also, there are no complaints pending in respect of previous period.

The Board has delegated the power of transfer/transmission of Shares and related matters to 'Share Transfer Committee'. The share transfer/transmission formalities are attended as required.

All valid requests for transfer/transmission of shares in physical form were processed in time and there were no pending transfers/ transmission of shares. During the financial year ended 31st March 2022, 8 meetings of 'Share Transfer Committee' were held.

9. NOMINATION AND REMUNERATION COMMITTEE:

The Company has a Nomination and Remuneration Committee comprising of three Directors, all being Independent Directors. The Composition and the 'Terms of Reference' of the Committee are in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Dates of the meetings and the number of the Members attended:

Date of the Meetings	Number of Members Attended
3 rd May 2021	3
26 th November 2021	2

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri S.K. Jhunhunwala	Chairman	2
Shri S.K. Khaitan	Member	1
Shri A.S. Mehta*	Member	2
Shri Raj Kumar Jain [#]	Member	NA

* Shri A.S. Mehta, Independent Director, has resigned from the Directorship of Company w.e.f. the closing hours of 30th December 2021.

[#] Shri Raj Kumar Jain has been appointed as a member of the Committee w.e.f. 26th November 2021.

10. NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has put in place the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company including criteria for determining qualifications, positive attributes and independence of a Director as well as a policy on Board Diversity. The Policy is available at the website of the Company and the web link is <https://jkagri.com/wp-content/uploads/2021/12/Nomination-Remuneration-Policy-amended.pdf>. The salient features of the policy are as follows:

- (i) The role of the Nomination and Remuneration Committee of Directors (the Committee) shall, inter alia, include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent

Directors and the Board; recommendation to the Board of Directors of all remuneration, in whatever form, payable to senior management and for every appointment of an independent director, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.

- (ii) The Committee shall take into consideration the following criteria for recommending to the Board for appointment as a Director of the Company: (a) Qualifications & experience. (b) Positive attributes like - respect for Company's core values, professional integrity, strategic capability with business vision, etc. (c) In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the applicable laws & regulations. (d) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- (iii) The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Regulations and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, as the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.
- (iv) The Board will review the performance of the Board of Directors, its Committees and individual Directors as per the manner of performance evaluation specified by the Committee from time to time.
- (v) The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind while recommending any new name of Director for appointment to the Board.
- (vi) The eligibility criteria for appointment of Key Managerial Personnel (KMPs) and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of KMPs shall be filled by senior personnel having

relevant qualifications and experience. The Compensation structure for KMPs and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks. The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

11. REMUNERATION PAID TO DIRECTORS:

(i) Executive Directors:

Sl. No.	Particulars of Remuneration	Sh. Vikrampati Singhania, Managing Director*	Dr. Gyanendra Shukla, President & Director	Total Amount (₹ In Lacs)
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	316.24	316.24
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	-	-
2	Others (mainly contribution to Provident Fund)	Nil	12.78	12.78
Total		Nil	329.02	329.02

* Shri Singhania has opted not to draw any remuneration from the Company as it does not have adequate profits for Financial Year 2021-22.

In case of Managing Director, the tenure of office is 5 years from the date of appointment, notice period is 6 months and severance fee is equal to the remuneration for the unexpired residue of his term or for 3 years whichever is shorter and in case of President & Director, the tenure of office is 3 years from the date of appointment and notice period is 3 months. Further, the Company does not have Sweat Equity/ Scheme for stock option and neither paid any commission.

(ii) Non-executive Directors: During the Financial Year 2021-22, the Company paid sitting fees aggregating to ₹15.38 Lacs to all the Non-executive

Directors (NEDs) for attending the meetings of the Board and Committees of Directors of the Company. No other payments were made to Non-executive Directors and such Directors do not have any other material pecuniary relationship or transaction vis-à-vis the Company during the year except as stated above.

12. GENERAL BODY MEETINGS:

Location and time for the last three Annual General Meetings (AGM) of the Company:

Financial Year	Location	Date	Time
2018-19	Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata – 700 020	27.08.2019	11.30 A.M.
2019-20	Video Conferencing	27.08.2020	03.00 P.M.
2020-21	Video Conferencing	07.09.2021	03.00 P.M.

Details of Special Resolution (SR) passed: Four SR were passed at the AGM held in the year 2019, no SR was passed at the AGM held in the year 2020 and Four SR were passed at the AGM held in the year 2021.

The Company has passed an Ordinary Resolution through Postal Ballot for the appointment of Shri Raj Kumar Jain as an Independent Director of the Company during the Financial Year ended 31st March 2022. Shri P.K Sarawagi (Certificate of Practice No. 4882) of M/s P Sarawagi & Associates, Practicing Company Secretary, was appointed as Scrutiniser for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

Postal Ballot was conducted in due compliance of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

There is no immediate proposal for passing any resolution through postal ballot.

13. DISCLOSURE:

(i) Related Party Transactions: Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large: **None**

Suitable disclosure as required by Ind AS – 24 – Related Party Transactions have been made in the Annual Report. All the Related Party Transactions are dealt with in accordance with the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

The Company has also formulated a policy on the materiality of Related Party Transactions and also on dealing with Related Party Transactions. This Policy is available on the website of the Company and the web link for the same is <https://jkagri.com/wp-content/uploads/2022/04/RPT-Policy-Agri.pdf>.

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: There were no cases of non-compliance of any matter related to capital markets during the last three years.

(iii) Vigil Mechanism/Whistle Blower Policy: The Board of Directors of the Company at its meeting held on 7th August 2014 had established a Policy on Vigil Mechanism for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behavior, violation of the Company's Code of Conduct or Ethics Policy and any other event which would adversely affect the interests of the business of the Company. Whistle Blowers may send their concerns/complaints to the Chairman of Audit Committee in a sealed envelope marked confidential, for appropriate action.

The details of establishment of such mechanism have been also disclosed on the website of the Company. It is affirmed that no personnel have been denied access to the Audit Committee.

(iv) Prevention of Sexual Harassment of Women at Workplace: Your Company is sensitive to women employees at workplace. As required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a formal policy to ensure safety of women and prevention of sexual harassment and has set up Internal Complaints Committee (ICC) at its workplaces to redress the complaints of women employees.

During the year, no complaint was filed with ICC and no complaint is pending as at the end of the Financial Year 31st March 2022.

(v) Risk Management: The Company is not mandatorily required to constitute Risk Management Committee. However, the Company has an elaborate

risk management system to inform Board Members about risk assessment and minimization procedures. A Risk Management Committee headed by President & Director evaluates the efficacy of the framework relating to risk identification and its mitigation. Board Members are accordingly informed.

(vi) Disclosure of commodity price risks and commodity hedging activities:

Input Cost: If commodity prices rise then the procurement prices of our seeds can also rise as the producing farmers expectations of the revenue / unit land also rises and vice versa.

Output/Sales: If commodity prices rise then the demand for seed of that commodity may go up leading to demand / availability mismatch. However, in case of seeds there is no institutional hedging mechanism available except better forecasting.

(vii) Details of utilization of funds raised through preferential allotment as specified under Regulation 32 (7A): Out of total receipt of ₹ 50 Crore from preferential allotment of Equity Shares to promoter and promoter group; the Company till 31st March 2022 has utilised ₹ 35.00 Crore towards its working capital. Balance ₹ 15.00 Crore will be utilised during Financial Year 2022-23.

(viii) Certificate: The Company has received a certificate dated 24th April 2022 from Shri Namo Narain Agarwal, Company Secretary in Practice (FCS 234, CP No. 3331) that none of the directors on the board of JK Agri Genetics Ltd. has been debarred or disqualified from being appointed or continuing as directors of the Companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

(ix) The Company does not have any subsidiary, therefore the policy for determining 'material' subsidiary is not required.

(x) Credit Ratings: List of all Credit Ratings obtained by the Company along with revisions thereto during the financial year ended 31st March 2022, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad:

For Long Term Bank Facilities rating agency is CARE Ratings Limited and ratings revised to CARE BBB+; Stable (Triple B Plus; Outlook: Stable) from CARE A-; Stable (Single A Minus; Outlook: Stable). For Short Term Facilities rating agency is CARE Ratings Limited and ratings revised to CARE A3+ (A Three plus) from CARE A2 (A Two).

(xi) There were no instances where the Board had not accepted any recommendation of any Committees of the Board during the Financial Year ended 31st March 2022.

(xii) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Details relating to fees paid to the Statutory Auditors are given in Note No. 39 to the Financial Statements.

14. MEANS OF COMMUNICATION:

Quarterly, half-yearly and annual results are published in leading English Newspapers and also in a Bengali language Newspaper (published in Kolkata). The said results are promptly furnished to the Stock Exchange for display on its website and are also displayed on the Company's website at www.jkagri.com.

No presentation was made to institutional investors or to the analysts.

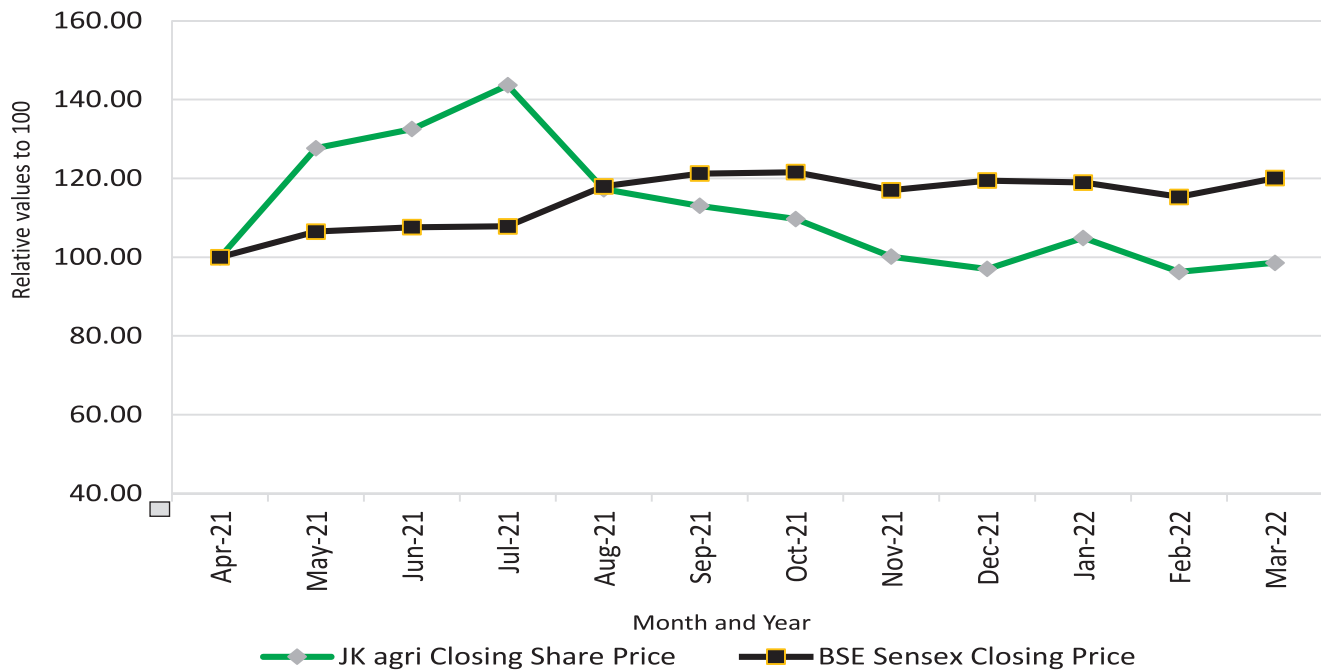
Management Discussion and Analysis forms part of the Annual Report.

15. GENERAL SHAREHOLDERS' INFORMATION:

(i)	Registered Office	7, Council House Street, Kolkata-700 001.
(ii)	Annual General Meeting (AGM)	
	(a) Date, Time & Venue	Kindly refer to Notice of the AGM
	(b) A brief resume and other particulars of Directors seeking appointment or re-appointment at the aforesaid AGM are given in the Notes to the Notice convening the said Meeting.	
(iii)	Financial Year: April 1 to March 31	
(iv)	Financial Calendar (tentative) Financial Reporting: <ul style="list-style-type: none"> • 1st Quarter ending June 30, 2022 • 2nd Quarter ending September 30, 2022 • 3rd Quarter ending December 31, 2022 • Annual and 4th Quarter ending March 31, 2023 Annual General Meeting for the financial year 2022-23	Within 45 days of the end of the quarter Within 60 days of the end of the 4 th quarter Between July and September 2023
(v)	Dividend Payment Date	Within three weeks of conclusion of AGM
(vi)	Date of Book Closure	As in the AGM Notice
(vii)	Name and address of Stock Exchange where equity shares of the Company are listed	The Equity Shares of the Company are listed on BSE Ltd. – Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 The annual listing fee for the financial year 2022-23 has been paid to the said Stock Exchange. The securities of the Company are not suspended from trading.
(viii)	Security Code for Company's Equity Shares on Stock Exchange and ISIN	BSE – 536493 ISIN – INE690O01011

(ix) Stock Market Price Data:

Month (2021-22)	BSE	
	High (₹)	Low (₹)
April 2021	669.95	505.00
May 2021	830.00	602.00
June 2021	932.55	776.00
July 2021	1,031.80	801.00
August 2021	908.00	702.10
September 2021	769.95	676.00
October 2021	715.00	609.90
November 2021	689.95	609.00
December 2021	630.00	542.05
January 2022	739.00	590.15
February 2022	680.00	490.05
March 2022	657.85	550.00

JK Agri Genetics Ltd. Share Performance v/s BSE Sensex

(x) Distribution of Shareholding (as on 31st March 2022):

No. of Equity Shares Held	No. of Shares		Shareholders	
	Number	% of Total	Number	% of Total
1-500	268538	5.79	8128	96.49
501-1000	95728	2.06	128	1.52
1001-5000	311261	6.72	128	1.52
5001-10000	124601	2.69	18	0.21
10001 & above	3836835	82.74	22	0.26
Total	4636963	100	8424	100

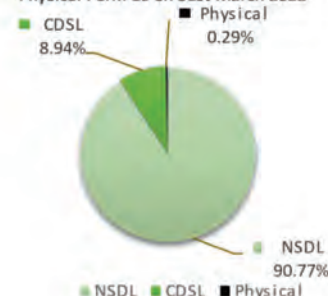
(xi) Share Transfer System:

Pursuant to the provisions of the Listing Regulations, as amended vide SEBI Notifications dated 30th November 2018 and 24th January 2022, read with SEBI Circular dated 25th January 2022 transfer of shares in physical form is not permitted. Accordingly, transfer of shares shall be processed only in the dematerialised form with a depository. Further, transmission or transposition of shares held in physical or dematerialised form shall also be effected only in dematerialised form. On receipt of any request for duplicate issue/ renewal/ exchange/ endorsement/ subdivision/ splitting/ consolidation/ transmission/ transposition of share certificate by the Company our RTA will issue a “Letter of Confirmation”, in the prescribed format.

(xii) Dematerialisation of Shares and liquidity:

The Equity Shares of the Company are actively traded on BSE. Trading in the Equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form with any one of the Depositories – namely, NSDL and CDSL. In respect of shares held in demat form; all the requests for nomination, change of address, ECS, Bank mandate and rematerialisation, etc. are to be made only to the Depository Participant with whom the shareholders have opened their Demat Account.

Shares Held in Demat Form with NSDL & CDSL and in Physical Form as on 31st March 2022



As on 31st March 2022, 99.71 % of the Equity Shares are held in dematerialised form

(xiii) Outstanding GDRs/ADRs/ Warrants/ Options or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs or any Convertible instruments.

(xiv) Commodity price risk or foreign Exchange risk and hedging activities:

During the financial year ended 31st March 2022, the Company has appropriately managed the forex risk by means including natural hedging opportunities available in the business.

(xv) Plant Locations:

The Company has Production Centre's to produce high-yielding hybrid seeds at various locations in Andhra Pradesh, Telangana and other States. Besides, the Company has state-of-the-art Biotechnology, R&D Centre and Seed Processing Plant at Hyderabad in the State of Telangana and another Seed Processing Plant at Kota in the State of Rajasthan.

(xvi) Address for Correspondence for Share Transfer and Related Matters:

1. Company Secretary
JK Agri Genetics Ltd.
Secretarial Department
Gulab Bhawan, 6A,
Bahadur Shah Zafar Marg,
New Delhi -110 002.
Phone No.: 91-11-68201891
Email: jkaglshareholder@jkmil.com
Website : www.jkagil.com

2.Registrar & Share Transfer Agent
Alankit Assignments Ltd.
Alankit House
4E/2, Jhandewalan Extension,
New Delhi-110 055 (India)
Phone No.:91-1142541234, 91-11-23541234
Fax No : 91-11-23552001
Contact Person: Shri J.K. Singla
Email: rta@alankit.com
Website: www.alankit.com

(xvii) This Corporate Governance Report of the Company for the financial year ended 31st March 2022 is in compliance with the requirements of Corporate Governance under the Listing Regulations, as applicable.

(xviii) Adoption of discretionary requirements specified in Part E of Schedule II of the Listing Regulations- (a) The Board: The Chairman of the Company is Non-Executive (b) Shareholder Rights: Half-yearly and other quarterly financial results are published in newspapers and uploaded on Company's website (www.jkagri.com). At present, the half yearly financial performance and the summary of the significant events in last six months are not sent to each household of shareholders; (c) Modified opinion(s) in audit report: The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements; (d) Reporting of Internal Auditor: The Internal Auditor of the Company submits his Internal Audit report to the Audit Committee on quarterly basis.

(xix) The Company has complied with all the applicable requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(xx) Information in terms of Schedule V (F) of the Listing Regulations:

During the Financial Year 2021-22, unclaimed dividend for the Financial Year 2013-14 of ₹68,930/-, Fractional Shares amount of ₹1,96,450 and 15,871 Shares (including 7,978 Shares held in Unclaimed Suspense Account) in respect of which dividend entitlements remained unclaimed for seven consecutive years, were transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Shareholders may claim their unclaimed dividend for Financial Year 2013-14, Fractional Shares Amount and the shares from the IEPF

Authority by applying in the prescribed Form No. IEPF-5. This Form can be downloaded from the website of the IEPF Authority at <http://www.iepf.gov.in/IEPF/corporates.html>.

The due dates for transfer of unclaimed dividend and the shares to the IEPF for the subsequent financial years are given in the Notice of Annual General Meeting. Attention in particular is drawn that the unclaimed dividend for the financial year 2014-15 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the IEPF on 20th September 2022, for which purpose communication shall be sent to the concerned Shareholders advising them to write to Company to claim their dividend. Notices in this regard shall be published in the newspapers. Details of such unclaimed dividend and shares shall also be made available on the Company's website at www.jkagri.com.

As on 1st April 2021, the Company had 7,992 Unclaimed Equity Shares. Company received 2 requests for 14 Equity Shares for despatch, during the year. These have since been despatched and 7,978 Shares held by 1,281 Shareholders, which remained unclaimed for seven consecutive years were transferred to the demat account of IEPF Authority on 12th October 2021.

The voting rights on the shares transferred to the IEPF Authority shall remain frozen till the rightful owner claims the shares.

16. DECLARATION:

This is to confirm that for the financial year ended 31st March 2022, all the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Members of the Board and Senior Management adopted by the Board.

(Gyanendra Shukla)
President & Director

Independent Auditor's Certificate on Corporate Governance

To the Members of JK Agri Genetics Limited

We have been requested by JK Agri Genetics Limited ("the Company"), having its registered office: 7, Council House Street, Kolkata -700001, West Bengal, to certify the compliance of conditions of Corporate Governance by the Company, for the year ended 31st March 2022, as per Regulations 17 to 27, clauses (b) to (s) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

This Certificate is issued in accordance with the terms of our engagement letter dated October 04, 2021.

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered

Accountants of India ('ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

The certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration No. 003304N/N500056

Darshan Chhajer

Partner

Place: New Delhi

Date: April 26, 2022

Membership No. 088308

UDIN: 22088308AHVVXX5502

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JK AGRI GENETICS LIMITED

Report on the Audit of Annual Financial Statements

Opinion

We have audited the accompanying financial statements of JK Agri Genetics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income) for the year ended on that date, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, changes in equity

and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
<p>Trade receivables</p> <p>The estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated and tested the controls for managing trade receivables and subsequent recovery. • Validated the assumptions underlying the Expected Credit Loss policy (ECL). • Assessed the recoverability of long outstanding and made provisions where considered doubtful for recovery. • Evaluated the status of disputes and possibility of recovery, where ever consider doubtful. • In case of arbitration cases specific letters were sent to the lawyers and based on their reply, assessed management's judgment for recoverability. • Independent confirmations were called and alternate audit procedures applied in case of non replies. • Assessed the appropriateness and completeness of the related disclosure. <p>Also refer emphasis of matter paragraph below.</p>

<p>Inventory</p> <p>Various procedures are involved in validating inventory quantities across locations. The provisions are made as per policy which requires significant judgement.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Identified and assessed slow moving material for valuation and the process of revalidation to identify obsolesce. • Item wise Inventory reconciliation considering opening & closing stock, purchases, sales, revalidation losses and provisions. • Reviewed the policy of physical verification of inventory by the management and its operational implementation. • Independent verification on sample basis by our team at the year end. • Independent and signed confirmations from Carrying & Forwarding agents, other third parties for confirmation of inventory in their possession. • Assessed the appropriateness and completeness of the related disclosure.
<p>Recognition of deferred tax assets</p> <p>The analysis of the recoverability of deferred tax assets including MAT credit entitlement has been identified as a key audit matter because the assessment process involves judgement regarding the future profitability and the likelihood of the realization of these assets in particular whether there will be taxable profits in future periods that support the recognition of these assets. This requires assumptions regarding future profitability which is inherently uncertain. Accordingly the same is considered as a key audit matter.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Obtained, discussed and analysed the future projections after vetting the assumptions and bench marking against past trends. • Obtained evidence of the approval of the budgeted results included in the current year's projections and the reasonableness of the future cash flow projections and the consistency of those projections with those used in other areas of estimation such as those used for assessing the recoverability of assets. • Assessed the appropriateness and completeness of the related disclosure.

Information other than the financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon:

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard

Emphasis of Matter

We draw attention to the following matter in the Note no. 49.2c(ii) to the financial statements:

Regarding overdue trade receivables Rs. 1823.61 lakhs & security deposit Rs. 121.68 lakhs from Rajasthan State Seeds Corporation, where petition filed by the Company for arbitration was adjudged against the Company on grounds of limitation. However, the Company has filed an application u/s 34 of The Arbitration and Conciliation Act with The Learned Commercial Court, Jaipur since the arbitration order was biased without considering various facts and submissions. The management has taken legal opinion based on which, they are confident about the realisation /recovery, hence no provision is made. However, we are unable to comment on the recoverability of the said dues.

Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Indian Accounting Standards and other accounting principles generally accepted in India. The Board of Directors of the Company are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors of the Company is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a

going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements read with Notes there to comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements reporting of the Company and the operating effectiveness of such controls, we give our separate report in "Annexure 2".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 34 on Contingent Liabilities to the financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (iv)
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on the audit procedures that has been considered reasonable and appropriate in

the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement

- (v) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

As stated in Note 46 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

For **BGJC& Associates LLP**
Chartered Accountants

Firm's Registration No.003304N/N500056

Darshan Chhajer

Place: New Delhi

Partner

Date: April 26, 2022

Membership No. 088308

UDIN: 22088308AHVVIP2232

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of JK Agri Genetics Ltd on the financial statements for the year ended 31st March 2022]

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its

assets. In accordance with this program, certain property, plant and equipment were verified during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) The title deeds of all the immovable properties including free hold land held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. The original documents are with the bankers/Financial institutions which have been verified from pledged and other documents.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information & explanations given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.
- (b) The Company has working capital limit in excess of Rs 5 crore sanctioned by banks, based on the security of current assets during the year. In our opinion the quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs). The Company has

granted loans to its employees as per Company's established policy during the year.

- (a) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other entity during the year. Accordingly, reporting under clause 3(iii) (a) of the Order is not applicable to the Company.
- (b) The terms and conditions of the grant of all loans are not, prima facie, prejudicial to the interest of the Company.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) There is no overdue amount in respect of loans granted to such employees.
- (e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.
- (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits or deemed deposits from the public within the provisions of sections 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Hence reporting under this clause of the order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed there under, for the business activities carried out by the company. Hence reporting under this clause of the order is not applicable.
- (vii) (a) In our opinion the Company has generally being regular in depositing with appropriate authorities, undisputed statutory dues

including provident fund, employee's state insurance, income tax, Goods and services tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues as applicable to it.

According to the information and explanations given and as verified by us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, value added tax, goods and services tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given and verified by us, there are no dues in respect of Goods & Service Tax, Income Tax, Sales Tax, service tax, value added tax, customs duty or excise duty which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) The Company has not defaulted in repayment of loans or borrowings to financial institutions, banks, governments. The company has not issued any debentures.
- (b) The Company has not been declared a willful defaulter by any bank or financial institution or Government or any Government authority.
- (c) On an overall examination of the financial statements of the Company and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) On an overall examination of the financial statements of the Company and explanations given to us, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates. The Company has no subsidiary or joint venture.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its associate companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Hence reporting under this clause of the order is not applicable.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Hence reporting under this clause of the order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (b) No report under section 143(12) of the Act has been filed in form ADT-4 with the Central Government as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, during the year and up to the date of this report.
- (c) According to the information and explanations given to us, including the representation made to us by the management of the Company and audit procedures followed, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company. Hence reporting under this clause of the order is not applicable.
- (xiii) In our opinion and according to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been

disclosed in the Financial Statements etc., as required by the applicable accounting standards.

- (xiv)(a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system, as required under section 138 of the Companies Act 2013, which commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year, the Company has not entered into any non-cash transactions with Directors or persons connected with its directors. Accordingly, the provisions of Section 192 of the Companies Act 2013, are not applicable.
- (xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- (xvi)(b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has only one CIC as part of the Group.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There are no unspent amounts towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause (xx)(a) and (b) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For BGJC and Associates LLP

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

Darshan Chhajer

Place: New Delhi

Partner

Date: April, 26, 2022

Membership No. 088308

UDIN: 22088308AHVVIP2232

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of JK Agri Genetics Limited on the financial statements for the year ended March 31, 2022]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **JK Agri Genetics Limited** ("the Company") as of **March 31, 2022** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls

over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For BGJC and Associates LLP

Chartered Accountants

Firm’s Registration No.: 003304N/N500056

Darshan Chhajer

Partner

Place: New Delhi

Date: April 26, 2022

Membership No. 088308

UDIN: 22088308AHVIP2232

BALANCE SHEET (As at 31st MARCH 2022)

(₹ In Lacs)

Sl. No.	Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
A	ASSETS			
1	NON-CURRENT ASSETS			
(a)	Property, Plant and Equipment	2	2,246.81	2,465.05
(b)	Intangible Assets	3	817.39	862.34
(c)	Financial Assets			
(i)	Loans	4	-	0.04
(ii)	Other Financial Assets	5	46.49	42.95
(d)	Deferred Tax Asset (Net)	6	1,561.13	1,614.42
(e)	Other Non-Current Assets	7	4.77	75.53
			4,676.59	5,060.33
2	CURRENT ASSETS			
(a)	Inventories	8	13,604.37	12,468.88
(b)	Financial Assets			
(i)	Investments	9	1,902.81	2,281.52
(ii)	Trade Receivables	10	10,355.46	7,685.83
(iii)	Cash and Cash Equivalents	11	1,086.43	1,524.66
(iv)	Bank Balances other than (iii) above	12	2,028.06	1,193.54
(v)	Loans	13	26.49	23.92
(vi)	Other Financial Assets	14	314.26	272.14
(c)	Current Tax Assets (Net)	15	237.79	148.40
(d)	Other Current Assets	16	253.20	180.47
			29,808.87	25,779.36
	TOTAL		34,485.46	30,839.69
B	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity Share Capital	17	463.70	463.70
(b)	Other Equity		13,740.33	13,072.78
			14,204.03	13,536.48
	LIABILITIES			
1	NON-CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Borrowings	18	1,388.91	687.25
(ia)	Lease Liabilities		-	120.85
(b)	Provisions	19	218.81	196.81
(c)	Other Non-Current Liabilities	20	15.32	7.36
			1,623.04	1,012.27
2	CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Borrowings	21	1,670.55	1,671.07
(ia)	Lease Liabilities		120.85	169.32
(ii)	Trade Payables			
	Micro and small enterprises	22	300.74	240.67
	Others	22	10,621.24	8,739.05
	(iii) Other Financial Liabilities	23	237.70	189.10
(b)	Other Current Liabilities	24	5,511.52	5,151.44
(c)	Provisions	25	195.79	130.29
			18,658.39	16,290.94
	TOTAL		34,485.46	30,839.69
	Significant accounting policies	1		
	The accompanying notes are an integral part of financial statements			

As per our report of even date.

For BGJC & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 003304N / N500056

Darshan Chhajer
Partner
Membership No. 088308
New Delhi, 26 April, 2022

G.SRAVANA KUMAR
Chief Financial Officer

ANOOP SINGH GUSAIN
Company Secretary

BHARAT HARI SINGHANIA
Chairman

VIKRAMPATI SINGHANIA
Managing Director

DR. GYANENDRA SHUKLA
President & Director

Directors:
DR. RAGHUPATI SINGHANIA
SANJAY KUMAR KHAITAN
SANJEEV KUMAR JHUNJHUNWALA
SWATI SINGHANIA
ABHIMANYU JHAVER
AJAY SRIVASTAVA
RAJ KUMAR JAIN

STATEMENT OF PROFIT AND LOSS (FOR THE YEAR ENDED 31ST MARCH 2022)

(₹ In Lacs)

Sl. No.	Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
I	Revenue from operations	26	24,584.61	22,377.89
II	Other income	27	405.68	308.29
III	Total Income (I + II)		24,990.29	22,686.18
IV	Expenses:			
	Cost of materials consumed	28	14,315.60	15,046.96
	(Increase) / decrease in inventories of finished goods	29	(967.52)	(2,701.86)
	work-in-progress and Stock-in-Trade			
	Employee benefits expense	30	3,730.19	3,355.28
	Finance costs	31	556.09	644.53
	Depreciation and amortization expense	32	343.80	352.78
	Other expenses	33	5,986.56	4,601.19
	Total expenses (IV)		23,964.72	21,298.88
V	Profit before Exceptional Items and Tax (III-IV)		1,025.57	1,387.30
VI	Exceptional items (Ref note no.55)		-	(385.61)
VII	Profit Before tax (V+VI)		1,025.57	1,001.69
VIII	Tax expense:			
	(1) Current tax		184.29	276.65
	(2) MAT Credit Entitlement		(29.22)	(276.65)
	(3) Deferred tax Liability / (Asset)		97.33	284.66
IX	Profit for the Year (VII-VIII)		773.17	717.03
X	Other Comprehensive Income			
	Items that will not be reclassified to profit or Loss			
	- Re-measurment (losses)/gain on Defined Benefit Plans		(50.89)	(22.22)
	- Income tax effect		14.82	6.47
	Total Other Comprehensive income (X)		(36.07)	(15.75)
XI	Total Comprehensive income for the year (IX + X)		737.10	701.28
XII	Earnings per equity share: (₹)			
	Basic & Diluted (₹)	45	16.67	16.70
	Significant accounting policies	1		
	The accompanying notes are an integral part of financial statements			

As per our report of even date.

For BGJC & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 003304N / N500056

Darshan Chhajer
Partner
Membership No. 088308
New Delhi, 26 April, 2022

G.SRAVANA KUMAR
Chief Financial Officer

ANOOP SINGH GUSAIN
Company Secretary

BHARAT HARI SINGHANIA
Chairman

VIKRAMPATI SINGHANIA
Managing Director

DR. GYANENDRA SHUKLA
President & Director

Directors:
DR. RAGHUPATI SINGHANIA
SANJAY KUMAR KHAITAN
SANJEEV KUMAR JHUNJHUNWALA
SWATI SINGHANIA
ABHIMANYU JHAVER
AJAY SRIVASTAVA
RAJ KUMAR JAIN

Statement of Changes in Equity for the year ended 31st March 2022

I Share Capital

(₹ In Lacs)

Particulars	As at 31.03.2022	As at 31.03.2021
ISSUED, SUBSCRIBED AND PAID UP		
46,36,963 Equity Shares (Previous Year 46,36,963 Equity Shares) of ₹ 10/- each fully paid up		
Balance at the beginning of year	463.70	415.39
Changes in equity share capital during year	-	48.31
Balance at the end of reporting year	463.70	463.70

II Other Equity

(₹ In Lacs)

Particulars	Retained Earning	Reserve & Surplus			Other Comprehensive Income that will not be reclassified to P&L	Total
		Share Warrants	Securities Premium Account	General Reserve	Re-measurement of Net Defined Benefit Plans	
Balance As at 1st April, 2020	3,475.08	584.50	2,607.00	4,000.00	(0.27)	10,666.31
Received During the year		1,753.50				1,753.50
Transferred During the year		(2,289.69)	2,289.69			-
Transferred During the year to Equity		(48.31)				(48.31)
Profit for the year	717.03		-		-	717.03
Other Comprehensive income (Net of Taxes)	-		-		(15.75)	(15.75)
Dividends	-			-	-	-
Balance As at 31st March, 2021	4,192.11	-	4,896.69	4,000.00	(16.02)	13,072.78
Received During the year						-
Transferred During the year			-			-
Transferred During the year to Equity						-
Profit for the year	773.17			-	-	773.17
Other Comprehensive income (Net of Taxes)	-			-	(36.07)	(36.07)
Dividends	(69.55)			-	-	(69.55)
Balance As at 31st March, 2022	4,895.73	-	4,896.69	4,000.00	(52.09)	13,740.33

As per our report of even date.

For BGJC & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 003304N / N500056

Darshan Chhajer
Partner
Membership No. 088308
New Delhi, 26 April, 2022

G.SRAVANA KUMAR
Chief Financial Officer

ANOOP SINGH GUSAIN
Company Secretary

BHARAT HARI SINGHANIA
Chairman

VIKRAMPATI SINGHANIA
Managing Director

DR. GYANENDRA SHUKLA
President & Director

Directors:
DR. RAGHUPATI SINGHANIA
SANJAY KUMAR KHAITAN
SANJEEV KUMAR JHUNJHUNWALA
SWATI SINGHANIA
ABHIMANYU JHAVER
AJAY SRIVASTAVA
RAJ KUMAR JAIN

Note No.1

1.1 The Company overview:

“JK Agri Genetics Limited (JKAGL) is a public limited company incorporated and domiciled in India and its shares are publicly traded on the Bombay Stock Exchange (‘BSE’), in India. The Registered office of the company is situated at 7, Council House Street, Kolkata-700 001, West Bengal (India). JKAGL is engaged in research and development, production, processing and marketing of Cotton, Maize, Paddy, Pearl Millet, Sorghum, Mustard, Wheat, Sorghum Sudan grass, Tomato, Okra, Chillies and other vegetable seeds. The company’s manufacturing facilities are located at Survey no. 509/2, Village: Gundlapochampally, District: Medchal - 501401 Telangana and at Ranpur, Kota, Rajasthan.

These financial statements were approved and adopted by board of directors of the Company in their meeting held on 26th April, 2022.

1.2 Basis of preparation of financial statements:

(i) Statement of compliance:

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2017 and relevant provisions of the Companies Act, 2013.

(ii) Basis of preparation:

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The financial statements correspond to the classification provisions contained in Ind AS-1 (Presentation of Financial Statements).

(iii) Basis of measurement:

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS.

(iv) Current & Non-Current Classifications.

All Assets and Liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realisation in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.3 Significant accounting policies:

The accounting policies set out below have been applied consistently throughout the periods presented in these financial statements.

(i) Property, plant and equipment:

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Expenditure directly attributable in bringing the asset to the location during construction / erection period is included under ‘Capital Work-in-Progress’ and is allocated to the respective property, plant and equipment on completion of construction / erection.

The cost and related accumulated depreciation are eliminated from the financial statements, upon sale and disposition of the assets and the resultant gains or losses are recognised in the statement of profit and loss.

Assets subjected to operating leases are included in Property, Plant and Equipment.

Depreciation is calculated on straight line method and as per the useful life as prescribed in Schedule II of The Companies Act 2013. Buildings on lease hold Land are charged over the lease period or as per the useful life as prescribed in Schedule II of the Companies Act, 2013, whichever period is lower. Leasehold Land considered as operating lease is being amortized over the lease period.

The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

The cost and related accumulated depreciation are eliminated from the financial statements, upon sale and disposition of the assets and the resultant gains or losses are recognised in the statement of profit and loss.

(ii) Intangible assets:

Intangible assets are recognised, if the future economic benefits attributable to the assets are expected to flow to the Company and cost of the asset can be measured reliably. The same are amortised over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortisation and impairment losses, if any.

Specialised software is amortised over a period of five years from the year of installation.

(iii) Research and Development Costs

Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss and Capital Expenditure is added to Property, plant and equipment.

(iv) Lease:

Implementation of Ind AS – 116.

Ind AS 116 supersedes Ind AS 17 Leases including evaluating the substance of transactions involving the legal form of a lease.

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019.

Right of Use Assets

The Company recognises a right-of-use asset, on a lease-by-lease basis, to measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognised. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities

The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

Short-term Leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Significant judgment in determining the lease term of contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

(v) Inventories:

Inventories are valued at lower of cost and net realisable value. The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(vi) Borrowing cost:

Borrowing Cost is charged to Statement of Profit and Loss statement except meant for acquisition of qualifying assets, which is capitalised, using the effective interest method till the date of commercial use.

(vii) Employee benefit:**a. Defined Contribution Plan**

Employee benefits in the form of Provident Fund (PF) and Employee state Insurance (ESI) considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contribution to the respective funds are due.

b. Defined Benefit Plan

Retirement benefits in the form of Gratuity (funded) and Leave Encashment are considered as defined benefit obligations and are provided for on the basis of an Actuarial Valuation, using the projected unit credit method, as at the date of the Balance Sheet. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognised in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

c. Short-term Employee Benefits.

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

d. Long-term Employee Benefit.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

Annual leaves can either be availed or encashed subject to restriction on the maximum accumulation of leaves.

(viii) Taxes on Income**a. Current tax:**

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax:

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are applicable at the reporting date.

Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized under Other Comprehensive Income (OCI).

Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities.

(ix) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a. Financial assets

Financial assets include cash and cash equivalents, trade and other receivables.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Statement of Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial classification. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind AS 109.

The company assesses impairment based on the expected credit losses (ECL) model to all its financial assets measured at amortised cost.

b. Financial Assets at Fair value through Profit or Loss (FVTPL)

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

c. Financial liabilities

Financial liabilities include loans and borrowings, trade and other payables and other eligible liabilities.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories:

Financial liabilities at amortised cost: After initial recognition, such financial liabilities are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial liability. The EIR amortisation is included in finance expense in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss: Financial liabilities which are designated as such on initial recognition, or which are held for trading. Fair value gains / losses attributable to changes in own credit risk is recognised in OCI. These gains / losses are not subsequently transferred to Statement of Profit and Loss. All other changes in fair value of such liabilities are recognised in the Statement of Profit and Loss.

The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expires.

(x) Revenue:

The Company's revenue is derived from the single performance obligation. Revenue is recognized based on the nature of activity when, the promised goods or services are transferred to the customer and consideration can be reasonably measured or there exists reasonable certainty of its recovery. Revenues from sale of goods are recognized on dispatch which coincides with transfer of significant risks & rewards to customer and is net of sales returns and discounts.

(xi) Grants:

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with. Revenue Grants are recognised in the Statement of Profit and Loss. Capital Grants relating to specific assets are recognised in the balance sheet as deferred income and credited in statement of profit and loss on a systematic basis over the useful life of the related asset.

(xii) Impairment:

The carrying amount of Property, plant and equipments and Intangible assets are reviewed at each Balance Sheet date to assess impairment if any, based on internal / external factors. An asset is treated as impaired, when the carrying cost of asset exceeds its recoverable value, being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount.

(xiii) Earnings per share (EPS):

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity holders of the company by the weighted average number of ordinary shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiv) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and at bank, Cheques on hand and Remittances in transit for the purpose of meeting short-term cash commitments.

(xv) Foreign currency transactions and translation

Financial statements have been presented in Indian Rupees(₹), which is the Company's functional and presentation currency.

Monetary assets & liabilities related to foreign currency transactions are translated at exchange rate prevailing at the end of the year. Exchange difference on revenue account is charged to Statement of Profit & Loss.

1.4 Significant accounting judgements, estimates and assumptions:

The Preparation of these financial statements requires managements judgements, estimates and assumptions that affect the application of accounting policies, the accounting disclosures made and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are made in the period, in which, the estimates are revised and in any future periods, effected pursuant to such revisions.

Note-2
Property, Plant and Equipment

(₹ In Lacs)

Assets	Gross Block				Accumulated Depreciation			Net Carrying Amount		
	As At 01.04.2021	Additions / Adjustments	Disposals Adjustments	As At 31.03.2022	As At 01.04.2021	Charged for the Year	Disposal	As At 31.03.2022	As At 31.03.2022	As At 31.03.2021
Trangible Assets:										
Land - Freehold	1,018.76	-	-	1,018.76	-	-	-	-	1,018.76	1,018.76
	(1,018.76)	-	-	(1,018.76)	-	-	-	-	(1,018.76)	(1,018.76)
Land - Leasehold	492.00	-	-	492.00	40.05	8.01	-	48.06	443.94	451.95
	(492.00)	-	-	(492.00)	(32.04)	(8.01)	-	(40.05)	(451.95)	(459.96)
Building #	177.14	-	-	177.14	65.41	4.55	-	69.96	107.18	111.73
	(177.14)	-	-	(177.14)	(56.66)	(8.75)	-	(65.41)	(111.73)	(120.48)
Right To Use of Assets	564.65	-	-	564.65	311.75	156.22	-	467.97	96.68	252.90
	(564.65)	-	-	(564.65)	(155.53)	(156.22)	-	(311.75)	(252.90)	(409.12)
Plant and Equipments @	1,017.53	1.25	-	1,018.78	587.42	82.70	-	670.12	348.66	430.11
	(1,053.88)	(14.78)	(51.13)	(1,017.53)	(537.74)	(93.87)	(44.19)	(587.42)	(430.11)	(516.14)
Furniture & Fixtures	24.37	0.52	-	24.89	11.37	2.21	-	13.58	11.31	13.00
	(23.60)	(0.77)	-	(24.37)	(9.11)	(2.26)	-	(11.37)	(13.00)	(14.49)
Office Equipments	188.02	27.56	6.16	209.42	135.58	23.69	4.58	154.69	54.73	52.44
	(175.38)	(12.77)	(0.13)	(188.02)	(112.72)	(22.91)	(0.05)	(135.58)	(52.44)	(62.66)
Vehicle	165.34	54.00	5.30	214.04	31.18	21.47	4.16	48.49	165.55	134.16
	(105.82)	(91.55)	(32.03)	(165.34)	(43.08)	(15.40)	(27.30)	(31.18)	(134.16)	(62.74)
Previous Year	3,647.81	83.33	11.46	3,719.68	1,182.76	298.85	8.74	1,472.87	2,246.81	2,465.05
	(3,611.23)	(119.87)	(83.29)	(3,647.81)	(946.88)	(307.42)	(71.54)	(1,182.76)	(2,465.05)	(2,664.35)

Note:

Figures in brackets represent amounts pertaining to previous year.

On Lease hold premises

Net carrying Amount of ₹ 65.90 lacs as at 31.03.2022 (Previous year ₹ 68.81 lacs).

@ Net carrying Amount of ₹ 296.25 lacs as at 31.03.2022 (Previous year ₹ 369.88 lacs).

Note-3
Other Intangible Assets

(₹ In Lacs)

Assets	Gross Block				Accumulated Depreciation			Net Carrying Amount		
	As At 01.04.2021	Additions / Adjustments	Disposals Adjustments	As At 31.03.2022	As At 01.04.2021	Charged for the Year	Disposal	As At 31.03.2022	As At 31.03.2022	As At 31.03.2021
Intan-gibles:										
Brand @	810.00	-	-	810.00	-	-	-	-	810.00	810.00
	(810.00)	-	-	(810.00)	-	-	-	-	(810.00)	(810.00)
Software#	236.89	-	-	236.89	184.55	44.95	-	229.50	7.39	52.34
	(235.74)	(1.15)	-	(236.89)	(139.19)	(45.36)	-	(184.55)	(52.34)	(96.55)
	1,046.89	-	-	1,046.89	184.55	44.95	-	229.50	817.39	862.34
	(1,045.74)	(1.15)	-	(1,046.89)	(139.19)	(45.36)	-	(184.55)	(862.34)	(906.55)
Previous Year										

Note:

Figures in brackets represent amounts pertaining to previous year.

@ The indefinite life intangible assets (J.K. SEEDS - Brand), no indication of impairment noticed.

Being amortized over a period of 5 Years, being useful life as determined.

(₹ In Lacs)

Note No. 4	As at 31.03.2022	As at 31.03.2021
Non Current Financial Assets - Loans		
(Unsecured, considered good)		
Other Loans and Advances to Employees	-	0.04
	-	0.04

Note No. 5		
Non Current Financial assets - Others		
Deposit with Government & Others	46.29	42.75
Bank Balance in Deposit Account (Ref Note no.12)	0.20	0.20
	46.49	42.95

Note No. 6		
Deferred Tax (Liabilities)/ Assets (Net)		
1. Deferred Tax Liabilities		
Related to Property, Plant and Equipments and Intangibles	237.07	257.02
2. Deferred Tax Assets		
Expenses / Provisions Allowable	418.32	374.63
Unabsorbed Depreciation & Brought forward Business Losses	-	146.15
Deferred Tax (Liability) / Asset (Net)	181.25	263.76
MAT Credit Entitlement	1,379.88	1,350.66
Deferred Tax (Liability) / Asset (Net)	1,561.13	1,614.42

Note No.7		
Other Non Current Assets		
Prepaid Expenses	4.77	75.53
	4.77	75.53

(₹ In Lacs)

Note No.8	As at 31.03.2022	As at 31.03.2021
Inventories		
Stores, Processing & Packing Material	1,179.24	1,011.27
Semi Finished Goods	5,118.90	6,020.28
Finished Goods*	7,306.23	5,437.33
	13,604.37	12,468.88

* Includes Stock in Transit ₹ 180.64 lacs (Previous year ₹ 110.07 lacs)

Note No.9	As at 31.03.2022		As at 31.03.2021	
Current Investments	Numbers	Amount	Numbers	Amount
At Fair Value through Profit & Loss				
Investment in Mutual funds				
Aditya Birla Sun Life Overnight Fund - Growth-Regular Plan	69,973.359	801.11	69,874.281	775.32
Kotak - Overnight Fund Growth (Regular Plan)	-	-	58,642.609	642.82
ICICI - Overnight Fund Growth	964,511.644	1,101.70	779,803.410	863.38
Total	1,034,485.003	1,902.81	908,320.300	2,281.52
Aggregate book value of quoted investments		1,902.81		2,281.52
Aggregate market value of quoted investments		1,902.81		2,281.52
Aggregate book value of unquoted investments		-		-

(₹ In Lacs)

Note No.10	As at 31.03.2022	As at 31.03.2021
Trade Receivables (Unsecured)		
Considered Good #	9,720.03	7,213.21
Which have significant increase in Credit Risk	1,928.76	1,736.74
Credit Impaired	-	-
Total	11,648.79	8,949.95
Less: Allowance for Expected Credit Loss	1,293.33	1,264.12
	10,355.46	7,685.83

Includes Government outstanding of ₹ 1823.61 lacs
(Refer Note no. 49.2c (ii))

The ageing of the trade receivables are given below.

(₹ In Lacs)

Particulars	Not Due	Upto 6 months	6 to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
As at 31st March 2022							
Undisputed	-	-	-	-	-	-	-
Considered Good	5,638.73	1,560.40	697.28	-	-	-	7,896.41
Significant Increase in Credit Risk	-	-	-	144.07	101.69	1,369.16	1,614.92
Credit Impaired	-	-	-	-	-	-	-
Disputed							
Considered Good	-	-	-	-	-	1,823.61	1,823.61
Significant Increase in Credit Risk	-	-	-	313.84	-	-	313.84
Credit Impaired	-	-	-	-	-	-	-
Total	5,638.73	1,560.40	697.28	457.91	101.69	3,192.77	11,648.78
Less: Provision/ Allowances for Expected Credit Loss			(20.92)	(100.07)	(40.68)	(1,131.66)	(1,293.33)
Net total	5,638.73	1,560.40	676.36	357.84	61.01	2,061.11	10,355.45
As at 31st March 2021							
Undisputed							
Secured	-	-	-	-	-	-	-
Unsecured	3,272.60	1,262.46	854.54	-	-	-	5,389.60
Significant Increase in Credit Risk	-	-	-	155.32	235.98	1,345.44	1,736.74
Credit Impaired	-	-	-	-	-	-	-
Disputed							
Considered Good						1,823.61	1,823.61
Significant Increase in Credit Risk	-	-	-	-	-	-	-
Credit Impaired	-	-	-	-	-	-	-
Total	3,272.60	1,262.46	854.54	155.32	235.98	3,169.05	8,949.95
Less: Provision/ Allowances for Expected Credit Loss	-	-	(25.64)	(23.30)	(94.39)	(1,120.79)	(1,264.12)
Net total	3,272.60	1,262.46	828.90	132.02	141.59	2,048.26	7,685.83

(₹ In Lacs)

Note No. 11	As at 31.03.2022	As at 31.03.2021
Cash & Cash Equivalents		
Cash on hand	0.40	0.16
Cheques on hand	-	0.91
Balances with Scheduled Banks :		
On Current Accounts	421.92	23.59
On Deposit Accounts maturing before 3 Months	664.11	1,500.00
	1,086.43	1,524.66

Note No.12
Bank Balance other than Cash and Cash Equivalents

On Deposit Accounts maturing after 3 months but before 12 months*	2,021.18	1,184.39
On Deposit Accounts maturing after 12 months*	0.20	0.20
Unclaimed dividend accounts	6.88	7.18
Fractional shares Balance Account	-	1.97
	2,028.26	1,193.74
Less: Amout disclosed under Other Non Current Financial Assets (Note No.5)	0.20	0.20
	2,028.06	1,193.54

* Includes ₹ 57.82 lacs (Previous year ₹ 53.06 lacs) Pledged as margin money

Note No.13
Financial Assets - Loans

Unsecured		
Others	26.49	23.92
Which have Significant increase in Credit Risk	-	-
Credit Impaired	-	-
Total	26.49	23.92
Less: Allowance for Doubtful Advances	-	-
	26.49	23.92

(₹ In Lacs)

Note No.14	As at 31.03.2022	As at 31.03.2021
Other Financial Assets		
Interest Accrued	40.91	33.73
Deposit with Government Authorities #	231.53	201.04
Others	41.82	37.37
	314.26	272.14
# Includes Government Deposit of ₹ 121.68 lacs (Refer Note no. 49.2c (ii))		

Note No.15		
Current Tax Assets (Net)		
Advance payment of Income Tax	237.79	148.40
Net of provisions (Incl. Interest) ₹ 2652.89 lacs		
(Previous year ₹ 2468.60 lacs)	237.79	148.40

Note No.16		
Other Current Assets		
Advances Recoverable	112.75	27.69
Prepaid Expenses	140.45	152.78
	253.20	180.47

Note No.17		
SHARE CAPITAL		
a) Authorised:		
Equity Shares - 1,40,00,000 of ₹10 each	1,400.00	1,400.00
Previous year 1,40,00,000 of ₹ 10 each		
	1,400.00	1,400.00
b) Issued, Subscribed and Paid up:		
Equity Shares - 46,36,963 shares (Previous Year 46,36,963 shares)	463.70	463.70
of ₹ 10/- each fully paid up		
	463.70	463.70

c) Reconciliation of number of shares outstanding - Equity Shares		
Shares outstanding as at the beginning of the year	4,636,963	4,153,906
Add: Shares issued during the year	-	483,057
Less: Bought back during the year	-	-
Shares outstanding as at the end of the year	4,636,963	4,636,963

d) Details of Shareholders & who held more than 5% of Equity Shares		
	No. of Shares Held	No. of Shares Held
Bengal & Assam Co. Ltd	3,126,080	3,126,080

e) Shares held by promoters

S No.	Promoter Name	As at 31.03.2022		As at 31.03.2021		% Change during the year
		No. of Shares	% of Total shares	No. of Shares	% of Total shares	
1	Bengal & Assam Company. Ltd.	3,126,080	67.42%	3,126,080	67.42%	Nil
	Total	3,126,080	67.42%	3,126,080	67.42%	Nil

f) Rights and preferences attached to the equity shares

- The Company has only one class of equity share having par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.
- In the event of winding up the equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportionate to the number of equity shares held by the shareholders.
- The Dividend proposed by the Board of Directors is subject to the approval of share holders in the ensuing Annual General Meeting except in the case of interim dividend.

(₹ In Lacs)

Note No.18

Financial Borrowings	As at 31.03.2022		As at 31.03.2021	
	Non Current	Current*	Non Current	Current*
Non Current Borrowings				
SECURED LOANS				
Term Loans:				
Banks	1,375.00	450.00	675.00	375.00
Others	13.91	-	12.25	27.82
	1,388.91	450.00	687.25	402.82
UNSECURED LOANS				
Council of Scientific & Industrial Research (CSIR)	-	-	-	68.68
	-	-	-	68.68
	1,388.91	450.00	687.25	471.50

*Amount disclosed under Note No.22

Notes:

1. Term loan from Bank ₹ 675.00 lacs taken from bank is secured by First pari passu charge on the immovable fixed assets of the Company and second pari passu charge on the current assets. Repayable in 6 Quarterly installments of ₹112.50 lacs.
2. Term Loan from Bank ₹ 1150.00 lacs taken from Bank under Emergency Credit Line Guarantee Scheme (ECGLS) secured by second pari passu charges on current assets and immovable assets (Collateral 100% Credit guarantee by National Credit Gurantee Trustee Company Ltd (NCGTC)). Repayable in 36 equal monthly installments after moratorium of 2 years, starting from April 2024.
3. Term loan others ₹ 13.91 lacs taken from Biotechnology Industry Research Assistance Council (BIRAC) is secured by First Charge on movable properties of the Company including its movable Plant and Machinery, spares, tools and accessories and other movables, both present and future (Except Book debts) and is repayable in 1 half yearly installments by 2022-23.

(₹ In Lacs)

Note No.19	As at 31.03.2022	As at 31.03.2021
LONG-TERM PROVISIONS		
Provision for employee benefits		
Leave encashment	218.81	196.81
	218.81	196.81

Note No. 20

Other Non Current Liabilities

Others	15.32	7.36
	15.32	7.36

Note No.21

Financial Liabilities - Borrowings

SECURED LOANS		
Working Capital Borrowing from Banks #	962.77	966.49
Buyer's Credit #	257.78	233.08
Current Maturities of Long Term Borrowings	450.00	471.50
	1,670.55	1,671.07

Working Capital borrowings are secured by hypothecation of entire current assets viz stocks and book debts etc., both present and future, of the Company and by a second charge on entire fixed assets of the Company including land at Dundigal village, Telangana and Ranpur, Kota, (Rajasthan) and excluding certain specified Fixed assets.

The periodical returns/ statement filed by the Company with respect to working capital taken from banks on the basis of security of current assets, are in agreement with books of accounts.

(₹ In Lacs)

Note No. 22	As at 31.03.2022	As at 31.03.2021
Trade Payables		
a) Micro Enterprises & Small Enterprises	300.74	240.67
b) Others	10,621.24	8,739.05
	10,921.98	8,979.72

As at March 31, 2022

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	300.74	-	-	-	-	300.74
Others	10,493.41	43.78	80.73	3.32	-	10,621.24
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	10,794.15	43.78	80.73	3.32	-	10,921.98

As at March 31, 2021

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	240.67	-	-	-	-	240.67
Others	8,632.39	83.53	13.53	2.46	7.14	8,739.05
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	8,873.05	83.53	13.53	2.46	7.14	8,979.72

(₹ in Lacs)

Note No. 23	As at 31.03.2022	As at 31.03.2021
Other Financial Liabilities		
Interest Accrued but not due on loan	194.43	154.60
Security Deposits	36.39	25.35
Unclaimed Dividend*	6.88	7.18
Unpaid Fractional Shares Balance*	-	1.97
	237.70	189.10

*Investor Education & Protection Fund is being credited, as and when due.

(₹ in Lacs)

Note No. 24	As at 31.03.2022	As at 31.03.2021
Other Current Liabilities		
Advance from Customers	4,534.75	4,319.32
Other Liabilities		
Government and Other dues	146.53	124.58
Government Grants	-	18.15
Others	830.24	689.39
	5,511.52	5,151.44
Note No.25		
Provisions		
Provision for Retirement Benefits		
Gratuity	91.50	51.67
Leave Encashment	68.79	43.12
Others	35.50	35.50
	195.79	130.29
Note No.26		
Revenue from Operations		
1. Sales : Seeds	23,736.77	21,670.68
Others	606.93	433.98
2. Other Operating Revenues	240.91	273.23
	24,584.61	22,377.89
Note No.27		
Other Income		
Interest on Deposit with Banks & others	231.14	73.33
Profit on sale / Fair Value of Current Investments.	18.06	84.33
Profit on Sale of Property, Plant and Equipments (Net)	1.51	20.63
Others	154.97	130.00
	405.68	308.29

(₹ in Lacs)

Note No.28	As at 31.03.2022	As at 31.03.2021
Cost of Material Consumed		
Purchase of Seeds	11,771.48	12,842.14
Purchase of Other Agri Products	563.88	335.88
Consumption of Packing Materials & Others	1,065.13	945.82
Processing Charges	494.45	578.03
Power & Fuel	48.34	49.42
Repair & Maintenance- Machinery	43.37	39.85
Labour expenses	328.95	255.82
	14,315.60	15,046.96

Note: No.29
Changes in Inventories of Finished Goods work-in-progress and Stock-in-Trade

Opening Stock		
- Semi Finished Goods	6,020.28	3,801.93
- Finished Goods	5,437.33	5,339.43
	11,457.61	9,141.36
Closing Stock		
- Semi Finished Goods	5,118.90	6,020.28
- Finished Goods	7,306.23	5,437.33
	12,425.13	11,457.61
(Increase)/Decrease in Stocks (Before Exceptional)	(967.52)	(2,316.25)
Exceptional Items (Ref Note no.57)	-	(385.61)
(Increase)/Decrease in Stocks	(967.52)	(2,701.86)

Note No.30
Employee Benefit Expenses

Salaries, Wages, Allowance, etc.	3,149.30	2,850.44
Contribution to Provident and other Funds	179.51	156.81
Employees' Welfare and other Benefits	401.38	348.03
	3,730.19	3,355.28

(₹ in Lacs)

Note No.31	2021-22	2020-21
Finance Cost		
Interest Expenses	515.60	573.16
Lease liabilities	21.62	37.02
Other Borrowing costs	18.87	34.34
	556.09	644.53

Note No.32		
Depreciation and Amortization Expense		
Depreciation on Property, Plant and Equipments	142.63	151.20
Depreciation on Right to use asset	156.22	156.22
Amortization of Intangible Assets	44.95	45.36
	343.80	352.78

Note No.33		
		(₹ in Lacs)
Other Expenses	2021-22	2020-21
Rent	183.35	169.05
Rates & Taxes	0.42	0.52
Insurance	77.73	69.44
Freight Outwards	1,314.26	1,132.02
Advertisement	268.54	125.81
Sales Promotion	908.84	624.34
Field Activities, Farmer & Distributors meetings	237.64	85.86
Directors' Fees	15.38	13.35
Farming Expenses	573.31	521.91
Travelling	706.91	499.15
Commission	700.63	499.26
Foreign Exchange Fluctuation	4.03	30.07
Provisions/Allowances for Doubtful Debts	184.18	120.08
Bad Debts Written off / Recovered	154.97	54.69
Less: Withdrawal from Provision/allowance for doubtful debts	154.97 -	54.69 -
Miscellaneous Expenses	811.34	710.33
	5,986.56	4,601.19

Note No. 34
Contingent liabilities, not provided for in respect of :

- (i) Claims by certain parties against the company not accepted and not provided for ₹ 710.39 lacs (Previous Year ₹312.31 lacs).
- (ii) Income Tax (matters in appeals) of ₹ 342.60 lacs (Previous year ₹ Nil).

Note No. 35

Company acted as a facilitator for Schedule Banks ₹ 5064.07 lacs (Previous year ₹ 3681.32 lacs) for loans provided to the farmers, grouped under trade payables / trade advances.

Note No. 36

Estimated amount of contracts net of advances amounting to ₹ 34.37 lacs (Previous year ₹ 0.07 lacs) remaining to be executed on capital account.

Note No. 37

The Company has challenged the notice of the Income Tax assessing officer for reopening of the income tax assessment order for the year ended 31.03.2009 (Assessment year 2009-10), in High Court of Calcutta. Hon'ble High court of Calcutta vide its order dated 26.03.2015 has granted interim stay.

Note No. 38
Expenditure on Research and Development (R&D) activities during the year:

	(₹ in Lacs)	
Particulars	2021-22	2020-21
Revenue expenditure (included in respective revenue accounts)	1,460.53	1,314.22
Capital expenditure (except land and building)	1.20	12.71
Total Recurring Expenses	1,461.74	1,326.93

Note No. 39
Amount paid to Auditors:

	(₹ in Lacs)	
Particulars	2021-22	2020-21
Statutory Auditors		
Audit Fee	7.50	5.00
Taxation	1.30	1.00
Certification & Other Services	2.94	7.18
Reimbursement of expenses	-	0.24
Total	11.74	13.42

Note No. 40

- a) Income tax calculation has been made considering certain expenses/adjustments available as assessed by the management.
- b) The Company has filed a Writ Petition before the Hon'ble High Court of Calcutta seeking directions for acceptance of revised Income Tax returns by the Income Tax Department, ("the Department") for the Financial years 2005-06 to 2010-11, which had been treated as nonest by the department vide its Notice dated 17th February, 2014. The above revised returns were filed by the Company with the Department pursuant to the Scheme of Arrangement and Demerger (the Scheme) approved by Hon'ble High court of Calcutta on 17th October, 2012, giving impact of the Scheme from 1st April, 2005, during the financial year 2012-13.

Note No. 41

Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under:

- i) Principal and Interest amount due and remaining unpaid as at 31st March 2022 ₹ Nil (previous year ₹Nil).
- ii) Interest paid in terms of section 16 of the MSME Act during the year - Nil (previous year - Nil).
- iii) The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified – Nil (previous year - Nil).
- iv) Payment made beyond the appointed day during the year - Nil (previous year - Nil).
- v) Interest Accrued and unpaid as at 31st March 2022 - Nil (previous year - Nil).

Note No. 42

Foreign Currency exposure not hedged as at Balance sheet Date:

Net receivable ₹ 846.15 Lacs - US\$ 701050 & AED 1520564 (Previous year ₹663.60 lacs – US \$ 344275 & AED 2068083), Net payable ₹ Nil (Previous year ₹30.13 lacs US\$ 41225) and Buyers Credit ₹ 257.78 lacs – US\$ 339500 (Previous ₹ 233.08 lacs – US\$ 159000 & Euro 136096)

Note No. 43

Retirement benefit obligations:

A Expenses Recognised for Defined Contribution Plan

(₹ In Lacs)

Particulars	2021-22	2020-21
Company's contribution to PF	179.51	156.81
Company's Contribution to ESI	1.49	5.08

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognised in the standalone Balance Sheet as at March 31, 2022 and March 31, 2021, being the respective measurement dates:

I. Change in Present Value of Defined Benefit Obligation during the year

(₹ In Lacs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2021-22	2020-21	2021-22	2020-21
Present Value of obligation as on 1st April'21	246.03	202.75	204.99	156.97
Current Service Cost	38.76	35.37	74.84	57.60
Interest Cost	14.15	10.96	10.17	8.00
Benefits Paid	(39.26)	(14.18)	(36.91)	(28.22)
Remeasurement - actuarial loss/(gain) arising from	-	-	-	-
-Change in demographic assumptions	(6.19)	2.63	(0.23)	1.31
-Change in financial assumptions	(0.39)	(5.95)	(7.31)	0.72
-Experience Variance	50.35	14.45	5.89	8.61
-Liability in Transfer	-	-	-	-
Present Value of obligation as on 31st March'22	303.45	246.03	251.44	204.99

II. Change in Fair Value Plan Assets

(₹ In Lacs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2021-22	2020-21	2021-22	2020-21
Fair Value of Plan Assets at the beginning of year	186.61	201.01	-	-
Acquisition / Transfer in / Transfer out	-	-	-	-
Expected Return on Plan Assets	12.29	10.86	-	-
Employer Contribution	59.42	-	-	-
Benefit Paid	(39.26)	(14.18)	-	-
Actuarial gain / (Loss)	(7.11)	(11.08)	-	-
Fair Value of Plan Assets at the end of year	211.95	186.61	-	-
Present Value of Obligation	303.45	246.03	-	-
Net funded status of plan	(91.50)	(59.42)	-	-
Actual Returns on Plan Assets	12.29	10.86	-	-

III. Expenses recognised in Statement of Profit and Loss

(₹ In Lacs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2021-22	2020-21	2021-22	2020-21
Current Service Cost	38.76	35.37	74.84	57.60
Net Interest cost/ (income) on the net defined benefit liability/ (assets)	1.87	0.10	10.17	8.00
Past service cost	-	-	-	-
Re – measurement (or Actuarial) (gain)/ loss arising from:				
-Change in demographic assumptions	(6.19)	2.63	(0.23)	1.31
-Change in financial assumptions	(0.39)	(5.95)	(7.31)	0.72
-Experience variance (i.e actual experience vs assumptions)	50.35	14.45	5.89	8.61
-Experience (Gain)/ Loss on plan liabilities	7.11	11.09		
Less: Recognised in Other Comprehensive Income (OCI)	(50.89)	(22.22)	-	-
Expenses recognised in P&L For the year ended 31st March'22	40.62	35.47	83.36	76.24

IV. Recognised in Other Comprehensive Income

		(₹ In Lacs)
Particulars		Gratuity
Remeasurement - Actuarial loss / (gain)		22.22
For the year ended 31 st March, 2021		
Remeasurement - Actuarial loss / (gain)		50.89
For the year ended 31 st March, 2022		

V. The Principal actuarial assumptions used for estimating the Company's defined obligations are set out below.

Financial Assumptions

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2021-22	2020-21	2021-22	2020-21
Attrition / Withdrawal rate (per Annum)	21.00%	17.00%	21.00%	17.00%
Discount rate (per annum)	6.30%	6.25%	6.30%	6.25%
Salary growth rate (per annum)	6.50%	6.48%	6.50%	6.48%
Mortality Rate (% of IALM 2012-14 (PY 2012-14))	100%		100%	
Withdrawal rates, based on age: (per annum)	21.00%	17.00%	21.00%	17.00%

VI. Sensitivity analysis

					(₹ In Lacs)
Particulars	Change in assumption	Effect on obligation	Change in assumption	Effect on obligation	
	31.03.2022		31.03.2021		
Gratuity :-					
Discount Rate	1.00%	(10.81)	1.00%	(2.50)	
	-1.00%	11.65	-1.00%	(25.43)	
Salary Growth Rate	1.00%	12.77	1.00%	12.21	
	-1.00%	(12.06)	-1.00%	(11.40)	
Leave Encashment :-					
Discount Rate	1.00%	(8.26)	1.00%	10.59	
	-1.00%	10.12	-1.00%	(9.64)	
Salary Growth Rate	1.00%	3.52	1.00%	10.17	
	-1.00%	(15.80)	-1.00%	(9.64)	

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Estimate of expected benefit payments
(₹ In Lacs)

Expected cash flow over the next (valued on undiscounted basis):	Gratuity	Leave encashment
1 Year	63.61	58.88
2 to 5 years	181.93	156.26
More than 5 Years	102.83	106.48

VII. Statement of Employee benefit provision
(₹ In Lacs)

Particulars	2021-22	2020-21
Gratuity	91.50	59.42
Leave encashment	251.44	204.99

VIII. Current and non-current provision for Gratuity and Leave Encashment

The following table sets out the funded status of the plan and the amounts recognised in the Company's balance sheet.

(₹ In Lacs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As at 31.03.2022	As at 31.03.2021	As at 31.03.2022	As at 31.03.2021
Current	91.50	59.42	58.87	35.03
Non current	-	-	192.57	169.96
Total	91.50	59.42	251.44	204.99

IX. Employee benefit expense.
(₹ In Lacs)

Particulars	2021-22	2020-21
Salary and Wages	3,024.30	2,730.50
Costs-defined benefit	125.00	119.94
Costs-defined contribution plan	179.51	156.81
Employees Welfare Expenses	401.38	348.03
Total	3,730.19	3,355.28

Note No. 44
Segment Information:

The Company is engaged primarily into Agri & Allied products. The Company has only one business segment as identified by management namely "Agri & Allied products". Segments have been identified taking into account nature of product and differential risk and returns of the segment.

Note No. 45
Earning Per Equity Share:

	2021-22	2020-21
Weighted average shares outstanding	4,636,963	4,292,868
Profit after tax (in Lacs)	773.17	717.03
Basic & Diluted Earnings per equity share (₹):	16.67	16.70
(Face value of ₹ 10 each)		

Note No. 46
Dividends

The following dividends were declared and paid by the company during the year:

(₹ In Lacs)

Particulars	2021-22	2020-21
For the year ended March 31, 2021: ₹ 1.5 per equity share, (31st March, 2020: Nil .)	69.55	-
Total	69.55	-

The following dividends were proposed by the board of directors in their meeting subject to approval of shareholders at the Annual General Meeting and are not recognised as a liability.

(₹ In Lacs)

Particulars	2021-22	2020-21
For the year ended 31st March, 2022: 15% i.e. ₹1.5 per equity share, (31st March, 2021: ₹ 1.5 per equity share)	69.55	69.55
Total	69.55	69.55

Note No. 47
Lease

The Company has adopted Ind AS 116 “Leases” effective 1st April 2019 as notified by the Ministry of Corporate Affairs (MCA) and applied the Standard to using the simplified approach. This has resulted in recognising right-of-use assets and corresponding lease liabilities.

(₹ In Lacs)

1 Following are the changes in the carrying value of right of use assets for the year ended March 31, 2022:

Particulars	As at 31.03.2022
Balance as at April 1, 2021	252.90
Addition	-
Deletion	-
Depreciation	156.22
Balance as at March 31, 2022	96.68

The aggregate depreciation expense on Right to use assets is included under depreciation and amortization expense in the statement of Profit and Loss.

2 The following is the break-up of current and non-current lease liabilities:

Particulars	As at 31.03.2022
Current lease liabilities	120.85
Non current lease liabilities	-

3 The following is the movement in lease liabilities:

Particulars	As at 31.03.2022
Balance as at April 1, 2021	290.16
Additions	-
Finance cost accrued during the period	37.02
Payment of lease liabilities (Total cash outflow)	190.94
Balance as at March 31, 2022	120.85

4 The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2022 on an undiscounted basis:

Particulars	As at 31.03.2022
Not later than one year	120.85
Later than one year and not later than five years	-
Later than five years	-

5 The amount recognised in the profit and loss during the year:

Particulars	As at 31.03.2022	As at 31.03.2021
Depreciation on Right to use asset	156.22	156.22
Interest on Lease liabilities	21.62	37.02

Note No. 48

Details of expenditure on Corporate Social Responsibility Activities as per Section 135 of Companies Act, 2013 read with Schedule III are as below

(₹ In Lacs)

Particulars	Year Ended 2021-22	Year Ended 2020-21
Gross amount required to be spent by the Company during the year	11.34	3.74
Promotion of Education	2.35	2.01
Health Care	3.16	4.36
Others	6.07	9.52
Total	11.58	15.89

As on 31st March 2022, amount of ₹ Nil (Previous year ₹ Nil) is pending for utilisation by the Company.

Note No. 49

Financial Risk Management Objectives and Policies.

The Company's Financial Risk Management is an integral part of how to plan and execute its Business Strategies. The Company's Financial Risk Management Policy is set by the Board. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk etc.), credit risk and liquidity risk.

49.1 Market Risk: Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk:

Interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

a) Foreign Currency Risk :

Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company makes certain imports and exports in foreign currency & therefore is exposed to Foreign Exchange Risk. The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company has not undertaken any hedging activities for foreign exchange.

Particulars	As at 31.03.2022	As at 31.03.2021
Change in USD	2%	2%
Effect on profit / (loss)before tax	11.77	8.01
Change in USD	-2%	-2%
Effect on profit / (loss)before tax	-11.77	-8.01

b) Interest Rate Risk :-

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by maintaining a proper blend of Fixed & Floating Rate Borrowings. The following Table shows the blend of Company's Fixed & Floating Rate Borrowings in Indian Rupee:

(₹ In Lacs)		
Particulars	As at 31.03.2022	As at 31.03.2021
Loans in Rupees		
- Fixed Rate	271.70	341.84
- Floating Rate	2,787.76	2,016.49
Total	3,059.47	2,358.33

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

(₹ In Lacs)		
Particulars	As at 31.03.2022	As at 31.03.2021
Change in Basis Points	25	25
Effect on profit before tax	(6.97)	(5.04)
Change in Basis Points	-25	-25
Effect on profit before tax	6.97	5.04

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

(c) Commodity Price Risk and Sensitivity:

Commodity price fluctuations can have an impact on the demand of seeds for particular crop. Therefore, we track the commodity price movements very closely and take advance production decisions accordingly.

In addition to the above, Company also maintains a strategic buffer inventory to ensure that such disruptions do not impact the business significantly.

49.2 Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

49.2a Trade Receivables: Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis. However a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

49.2b. Advance to suppliers are net of provision/loss allowances made for Doubtful advances of ₹ 34.12 lacs (Previous year ₹ 34.12 lacs).

49.2c. ECL impairment loss allowance (or reversal) recognized during the period as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'. The balance sheet presentation for financial instruments is described below:

- i) Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- ii) Financial Assets includes ₹ 1823.61 lacs towards Trade Receivables and Security Deposit of ₹ 121.68 lacs shown under the heading "Deposit with Government Authorities and others" from Rajasthan State Seed Corporation (RSSC). The company has filed claim before the arbitral tribunal against RSSC which was not allowed on technical grounds of limitation without examining the matter on merits. The company has filed an application under sec 34 of the Arbitration and Conciliation Act 1996 challenging the said order of the arbitral tribunal before the commercial court Jaipur and the matter is currently subjudiced. Based on the legal opinion, the company has good case for realisation of the recovery of above amount.
- iii) The Company has initiated legal proceedings on Uttar Pradesh Seed Development Corporation (UPSDC) for recovery of the overdue outstanding of ₹ 952.00 lacs out of which ₹ 48.82 lacs was received during previous years and ₹ 154.97 lacs during Current year . The current outstanding is ₹ 748.21 lacs (Previous year ₹ 903.18 lacs) for which necessary provision were made under expected credit loss allowance in the books of accounts. The amount received during the current has been with drawn from the ECL provision.

The Company has filed an application under the Arbitration and Conciliation Act 1996 for appointment of Arbitrator for recovery of the aforesaid overdue amount from UPSDC. Hon'ble High court did not allow the application and held that the dispute is not covered by the arbitration. Company had filed writ petition before the Allahabad High court against the said decision and matter is currently subjudiced. On the facts of the case, the company has good chance of recovery.

- iv) The Company appointed Aleenah Agricultural Services Co. Ltd., Sudan as exclusive distributor for our seeds represented by BLACKSTONE FZE, UAE. The overdue outstanding of ₹ 313.84 Lacs is overdue. The Company has initiated legal proceedings for recovery of overdue amount from the party and is confident of realising the same. However Company has still made a ECL provision of ₹ 78.46 lacs during the year.

49.2d. Some of the balances of debtors, loans & advances and current liabilities are in the process of confirmation/ reconciliation.

49.3 Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The Company relies on a mix of borrowings and operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities:

The following Table provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ In Lacs)

Sl. No	Particulars	Carrying amount	Due within 1 year	Due between 1-5 years	Due after 5 years	Total
1	As on 31st March 2022					
	Borrowings	3,059.47	1,684.47	1,375.00	-	3,059.47
	Trade payables	10,921.98	10,837.93	84.05	-	10,921.98
	Other liabilities	237.70	237.70	-	-	237.70
	Total	14,219.15	12,760.09	1,459.06	-	14,219.15
2	As on 31st March 2021					
	Borrowings	2,358.33	1,671.08	687.25	-	2,358.33
	Trade payables	8,979.72	8,956.59	23.13	-	8,979.72
	Other liabilities	189.10	68.25	120.85	-	189.10
	Total	11,527.14	10,695.91	831.23	-	11,527.14

Note No. 50

Capital Risk Management:

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital. For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ In Lacs)

Particulars	As at 31.03.2022	As at 31.03.2021
Borrowings	3,059.47	2,358.33
Less: Cash and cash Equivalents (Incl. Bank Balances)	3,114.49	2,718.20
Less: Investments in mutual Funds	1,902.81	2,281.52
Net debt	(1,957.83)	(2,641.39)
Equity Share Capital	463.70	463.70
Other Equity	13,740.33	13,072.78
Total Capital	14,204.03	13,536.48
Capital and net debt	12,246.20	10,895.09
Gearing ratio	-16%	-24%

The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

Note No. 51

Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Companies

(₹ In Lacs)

Particulars	As at 31 st March 2022		As at 31 st March 2021	
	Carrying Amount	Fair Value	Carrying amount	Fair Value
(i) Financial Assets				
At Amortized cost				
-Trade Receivable	10,355.46	10,355.46	7,685.83	7,685.83
-Loans	26.49	26.49	23.96	23.96
-Other Financial Assets	360.75	360.75	315.09	315.09
-Cash & Cash Equivalents	1,086.43	1,086.43	1,524.66	1,524.66
- Other Bank Balances	2,028.06	2,028.06	1,193.54	1,193.54
At Fair value through Profit and Loss				
- Investments	1,902.81	1,902.81	2,281.52	2,281.52
Total	15,760.00	15,760.00	13,024.59	13,024.59
Financial Liabilities				
At Amortized Costs				
Borrowings	3,059.47	3,059.47	2,358.33	2,358.33
Trade payables	10,921.98	10,921.98	8,979.72	8,979.72
Others	237.70	237.70	189.10	189.10
Total	14,219.15	14,219.15	11,527.15	11,527.15

Fair Valuation Techniques:

The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables, trade payables and other financial liability at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

Fair value of Investments in quoted mutual funds are based on quoted market price at the reporting date.

The Company does not have any asset or liabilities that can be grouped into Level 1 to Level 3 for Fair value measurement.

Note No. 52
Related Party Disclosure
List of Related Parties :
(a) Key Management Personnel (KMP)
Non Executive Directors

Shri Bharat Hari Singhanian	:	Chairman
Dr. Raghupati Singhanian	:	Non Independent
Shri Sanjay Kumar Khaitan	:	Independent
Shri Sanjeev Kumar Jhunjhunwala	:	Independent
Smt. Swati Singhanian	:	Non Independent
Shri Abhimanyu Jhaver	:	Independent
Shri Amar Singh Mehta	:	Independent (Resigned w.e.f. 30.12.2021)
Shri Ajay Srivastava	:	Independent
Shri Raj Kumar Jain	:	Independent (Appointed w.e.f. 26.11.2021)

Executive Directors

Shri Vikrampati Singhanian	:	Managing Director
Dr. Gyanendra Shukla	:	President & Director

Executives

Shri G. Sravana Kumar	:	Chief Financial Officer
Shri Anoop Singh Gusain	:	Company Secretary

(b) Post-Employment Benefit Plan Entities:

JK Agri Genetics Limited - Employees Gratuity Fund.

(c) Holding Company

Bengal & Assam Company Limited (BACL)

(d) Fellow Subsidiaries

J.K. Fenner (India) Limited (JKFIL)
JK Tyre and Industries Limited (JKTIL)

(e) Associates of Holding Company

JK Paper Limited (JKPL)
JK Lakshmi Cements Limited (JKLC)
JK Insurance Brokers Limited (JKI)

(f) Other Related Parties

Pushpawati Singhanian Hospital & Research Institute (PSRI)

i. The following transactions were carried out with related parties in the ordinary course of business and on arm's length basis:

(₹ In Lacs)							
Particulars	Year	JKFIL	JKTIL	JKPL	JKLC	PSRI	Trust
Gratuity Liability Paid	2021-22	-	-	-	-	-	51.67
	2020-21	-	-	-	-	-	-
Sharing of Exps-Paid	2021-22	-	0.74	-	4.09	0.05	-
	2020-21	-	0.56	-	3.18	-	-
Sharing of Exps-Received	2021-22	-	-	-	-	-	-
	2020-21	0.12	-	-	-	-	-
Rent Paid	2021-22	20.78	0.71	-	15.64	-	-
	2020-21	20.78	0.71	-	12.09	-	-
Service Availed	2021-22	-	9.57	-	-	-	-
	2020-21	17.70	7.61	-	-	-	-
Sale/Services	2021-22	-	-	7.86	0.44	-	-
	2020-21	-	-	7.22	1.00	-	-
Receivable / (Payable)	2021-22	-	-	0.41	-	-	-
	2020-21	-	-	-2.73	0.49	-	-

ii) Outstanding balances

(₹ In Lacs)

	As at 31.03.2022	As at 31.03.2021
Amount receivable / (payable)		
From associates - JKPL	0.41	-2.73
From associates - JKLC	-	0.49

iii) Remuneration Paid to KMPs

(₹ In Lacs)

Particulars	2021-22	2020-21
Short Term Employee benefits **	392.29	382.82
Sitting Fees to Non Executive Directors	15.38	13.35

** As the liability for Gratuity and Leave Encashment are provided on actuarial basis for the Company as a whole, The Amount pertaining to KMPs are not included above.

Note No. 53

Income Tax Expense.

i. Amount recognized in statement of profit and loss :-

(₹ In Lacs)

Particulars	2021-22	2020-21
A) Current Income Tax		
Current Year	184.29	276.65
MAT Credit Entitlement	(29.22)	(276.65)
Total	155.07	-
B) Deferred tax	97.33	284.66
Income tax reports in Statement of Profit and Loss (A+B)	252.40	284.66

ii. Income Tax recognized in other Comprehensive Income :-
(₹ In Lacs)

Particulars	2021-22	2020-21
Deferred Tax (Gain)/Loss on defined benefit	14.82	6.47

iii. Reconciliation of effective tax rate
(₹ in Lacs)

Particulars	2021-22	2020-21
Accounting Profit/(Loss) before income tax	1,025.57	1,001.69
At applicable Statutory Income tax rate	29.12%	29.12%
Computed Income Tax Expense/(Income)	298.65	291.69
Increase / (Reduction) in taxes on account of :		
Other Additions /(Deductions) as per IT Act	39.82	67.65
Income Tax Expenses before adjustment of brought forward losses	338.47	359.34
Deferred Tax	97.33	284.66
Brought forwarded Losses	(183.40)	(359.34)
Income Tax Expenses / (Income) reported in Profit & Loss	252.40	284.66
Effective Tax Rate	24.61%	28.42%

iv. Reconciliation of deferred tax Asset / (Liability) Net:
(₹ in Lacs)

Particulars	2021-22	2020-21
Opening Balance	1,614.42	1,615.96
Deferred Tax Expense recognised in Statement of Profit and Loss	(68.11)	(8.01)
Other comprehensive income	14.82	6.47
Closing Balance	1,561.13	1,614.42

v. Deferred Tax:
Deferred Tax Relates to the followings:
(₹ in Lacs)

Particulars	2021-22	2020-21
Book base and tax base of Property Plant and Equipments	(237.07)	(257.02)
(Disallowance) / Allowance (net) under Income Tax & Others	418.32	374.63
Unabsorbed Depreciation & Business Losses	-	146.15
MAT Credit entitlement	1,379.88	1,350.66
Total Deferred Tax Asset	1,561.12	1,614.43

Note No. 54

Changes in liabilities arising from financing activities:

Particulars	2020-21	Cash Flows	Non Cash Items Fair Value Charges	2021-22
Long Term Borrowings	1158.76	680.15	6.65	1,838.91
Short Term Borrowings	1199.57	20.97	-	1220.55
Interest Paid	-	(488.01)	(28.27)	(516.28)
Total	2358.32	213.12	(21.62)	2543.18

Note No. 55

Exceptional items are inventory provision for discontinued varieties.

Note No. 56
Impairment Testing of Intangible Assets

The Brands are considered to have an Indefinite useful life on the basis of the expected longevity and tested for impairment annually, in case there is any indication for impairment of carrying value. Based on internal analysis and relevant factors, the Management is of the opinion that, the brand is expected to continue to generate cash flows for an undetermined period.

Note No. 57

Covid-19 continues to be present in the country. The Business continuity team continuous to monitor and review the developments on regular basis and appropriate actions are taken. The company has considered the possible effects that may result from the pandemic relating to Covid 19 on the carrying amounts of Property, Plant and Equipment, Inventories, Receivables and other current assets.

The Company has performed a sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to the future economic conditions.

Note No. 58
Revenue recognised under contracts

(₹ in Lacs)

a)	The disaggregation of revenue earned under contracts as per Ind AS-115 is as follows :		
		2021-22	2020-21
	Category-wise		
	Revenue recognised at the point of time		
	Sale of Seeds & Allied products	24,343.70	22,104.66
b)	Revenue-related receivables at the year end:	As at 31.03.2022	As at 31.03.2021
	Trade receivables (Refer Note no.13)	10,355.46	7,685.83
c)	Reconciling the amount of revenue recognised during the year in the statement of profit and loss at the contracted price :		
		2021-22	2020-21
	Revenue as per contracted price (Net of discounts)	24,343.70	22,104.66
d)	Impairment in Trade receivables are disclosed as 'Allowance for Bad and Doubtful debts' amounting ₹ 1293.32 (Previous year ₹ 1264.12)		

Note No. 59

Disclosure w.r.t Analytical Ratios / Key changes in Financial Indicators

Sl. No.	Ratio	Numerator	Denominator	Units	As at 31.03.2022	As at 31.3.2021	% variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	1.60	1.58	1%	Due to increased Credit period.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	Times	0.22	0.17	24%	
3	Debt Service Coverage Ratio / Interest Coverage Ratio	PAT+Depreciation / Amortisation +Interest+Loss on sale of PPE+/- IndAS adjustments	Interest + Principal repayments of Current Maturity of Long term borrowings+ Lease payments (due over next one year)	Times	1.48	1.33	11%	
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	% age	5.6%	5.8%	-4%	
5	Inventory Turnover	Net Sales	Average Inventory	Times	1.89	1.99	-5%	
6	Trade receivables Turnover	Net Sales	Average trade receivables	Times	2.70	3.12	-14%	
7	Trade payables Turnover	Net purchases	Average Trade payables	Times	1.35	1.99	-32%	
8	Net Capital Turnover	Net Sales	Working Capital	Times	2.18	2.33	-6%	
9	Net Profit ratio / Net Profit Margin	Net Profit after tax	Net Sales	% age	3.18%	3.24%	-2.09%	
10	Return on Capital Employed	EBIT	Capital employed (Tangible Networth +Total Debt+ De-ferred tax liability)	% age	9.6%	11.0%	-12%	
11	Return on Investment	Total Return	Cost of Investment	% age	3.15%	2.94%	7.14%	
12	Operating Profit Margin	PBIDT	Sales	% age	7.91%	9.04%	-12.54%	

Note No. 60

Previous year's figures have been re-grouped/re-classified/recast wherever necessary.

As per our report of even date.

For BGJC & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 003304N / N500056

Darshan Chhajer
Partner
Membership No. 088308
New Delhi, 26 April, 2022

G.SRAVANA KUMAR
Chief Financial Officer

ANOOP SINGH GUSAIN
Company Secretary

BHARAT HARI SINGHANIA
Chairman

VIKRAMPATI SINGHANIA
Managing Director

DR. GYANENDRA SHUKLA
President & Director

Directors:
DR. RAGHUPATI SINGHANIA
SANJAY KUMAR KHAITAN
SANJEEV KUMAR JHUNJHUNWALA
SWATI SINGHANIA
ABHIMANYU JHAVER
AJAY SRIVASTAVA
RAJ KUMAR JAIN

CASH FLOW STATEMENT (FOR THE PERIOD ENDED 31ST MARCH 2022)

(₹ in Lacs)

A.	CASH FLOW FROM OPERATING ACTIVITIES	2021-22	2020-21
	Net profit before tax	1,025.57	1,001.69
	Adjustment for :		
	Depreciation / Amortisation	343.80	352.78
	Income from Investment	(18.06)	(84.33)
	Interest Expenses	556.09	644.53
	(Profit)/Loss on sale of Property, Plant & Equipments	(1.51)	(20.63)
	Unrealised Foreign Exchange Fluctuation (Net)	6.13	13.94
	Interest Income	(231.14)	(73.33)
	Provision for Doubtful Debts/Advances	184.18	120.08
	Liabilities no longer required written back	(7.47)	(124.84)
	Exceptional Items	-	385.61
	Operating Profit before working capital changes	1,857.59	2,215.50
	(Increase)/ Decrease in Trade and Other Receivables	(2,896.39)	(1,362.80)
	(Increase)/ Decrease in Inventories	(1,135.50)	(2,493.18)
	Increase/ (Decrease) in Trade and Other Payables	2,358.94	4,162.84
	Cash generated from Operations	184.64	2,522.36
	Direct taxes Net	(273.68)	1.61
	Net Cash from Operating Activities before exceptional items	(89.04)	2,523.97
	Exceptional Items	-	(385.61)
	Net Cash from Operating Activities after exceptional items	(89.04)	2,138.36
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant & Equipments	(83.33)	(121.02)
	Sale of Property, Plant and Equipments	4.23	32.38
	Sale/(Purchase) of Investment (Net)	396.77	(2,197.19)
	Interest Received	223.96	44.88
	Net Cash from / (used in) Investing activities	541.63	(2,240.95)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Equity Share Capital	-	1,753.50
	Proceeds from Long Term borrowings	1,150.00	-
	Repayment of Long Term borrowings	(476.50)	(401.50)
	Proceeds/(Repayments) from Short Term borrowings (Net)	20.97	(963.03)
	Repayment of Lease	(190.94)	(190.94)
	Interest Paid	(488.01)	(596.61)
	Dividend Paid	(69.55)	-
	Net cash from / (Used in) financing activities	(54.03)	(398.58)
	Net Increase /(Decrease) in Cash and Cash equivalents - Cash and Bank Balances	398.56	(501.17)
	Cash and Cash equivalents as at the beginning of the year - Cash and Bank Balances	2,709.05	3,210.22
	Cash and Cash equivalents as at the end of the year - Cash and Bank Balances	3,107.61	2,709.05
	Notes:		
	Cash and Bank Balances Include:		
	- Cash, Cheques in hand and Remittances in transit	1,086.43	1,524.66
	- Balances with Scheduled Banks including deposits#	2,021.18	1,184.39
	Cash and Bank Balances	3,107.61	2,709.05

Excludes earmarked balance in Unclaimed Dividend Account ₹ 6.88 lacs & Fractional shares Balance ₹ Nil (Previous year Unclaimed Dividend ₹ 7.18 lacs & Fractional shares ₹ 1.97 lacs) (Refer Note no.12)

As per our report of even date.

For BGJC & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 003304N / N500056

Darshan Chhajer
Partner
Membership No. 088308
New Delhi, 26 April, 2022

G.SRAVANA KUMAR
Chief Financial Officer

ANOOP SINGH GUSAIN
Company Secretary

BHARAT HARI SINGHANIA
Chairman

VIKRAMPATI SINGHANIA
Managing Director

DR. GYANENDRA SHUKLA
President & Director

Directors:
DR. RAGHUPATI SINGHANIA
SANJAY KUMAR KHAITAN
SANJEEV KUMAR JHUNJHUNWALA
SWATI SINGHANIA
ABHIMANYU JHAVER
AJAY SRIVASTAVA
RAJ KUMAR JAIN



Harvesting
Happiness
Through
Innovation



JK AGRI GENETICS LTD.

Gulab Bhawan, 3rd Floor (Rear Block) 6A, Bahadur Shah Zafar Marg, New Delhi - 110002

Ph.: 011 68201891, Email: jkagshareholder@jkmail.com, www.jkagri.com

