

Page: 10882623
Date: 30.05.2017
Dr. A N Singh, (Chairman & Managing Director)
DIN: 01755827



KAVERI SEED COMPANY LIMITED

రిజిస్టర్డ్ ఆఫీస్: 513-బి, 5వ అంతస్తు, చినర్వా కాంప్లెక్స్, ఎన్.డి.రోడ్, సికింద్రాబాద్-500003, తెలంగాణ.

Tel: +91 40-27842396 / 27842405 Fax: +91 40-27811237

kaveri seeds* Email: cs@kaveriseeds.in CIN: L01120AP1986PLC006723 URL: www.kaveriseeds.in

పోస్టల్ బ్యాలెట్ ఫలితాల ప్రకటన

సెటి (లిస్టింగ్ ఆర్టికల్స్) మరియు డిస్కోజర్ రిక్లెయిమెంట్స్) రిగ్యులేషన్స్ 2015 యొక్క రిగ్యులేషన్ 44 మరియు కంపెనీస్ (మేనేజ్మెంట్ అండ్ అడ్మినిస్ట్రేషన్) రూల్స్, 2014 యొక్క రూల్ 20 మరియు 22తో చదువగల కంపెనీల చట్టం, 2013 ("చట్టం") యొక్క సెక్షన్ 108 మరియు 110 లోని నియమాలనుసరించి, మార్చి 27, 2017 తేదీనాటి పోస్టల్ బ్యాలెట్ ప్రకటనలో ఇచ్చిన తీర్మానంపై పోస్టల్ బ్యాలెట్ (ఇ-ఓటింగ్ తో సహా) విధానంలో కంపెనీ యొక్క సభ్యుల ఆమోదం కోరడమైనది.

పోస్టల్ బ్యాలెట్ ఓటింగ్ (ఇ-ఓటింగ్ తో సహా) నిర్వహించుటకు మరియు పోస్టల్ బ్యాలెట్ ఫారాలు/ఇ-ఓటింగ్ స్వీకరణకు చివరి తేదీగా ఉన్న 27 మే, 2017 న సా.5.00 గం.ల వరకు స్వీకరించబడిన ఎలక్ట్రానిక్ ఓట్లు మరియు అన్ని పోస్టల్ బ్యాలెట్ ఫారాలను పరిశీలించుటకు మెసర్స్ ఎల్.డి.రెడ్డి & కం., ప్రూజీనైజర్ షోర్ట్ డ్యూరా నియమించబడ్డారు మరియు 2 జూన్, 2017 న అతను రిపోర్టు వ్యాఖ్యచేశారు. తేదీ. 2 జూన్, 2017 నాటి కంబైన్డ్ ప్రూజీనైజర్ యొక్క రిపోర్టు ఆధారంగా, పోస్టల్ బ్యాలెట్ ఫలితాలు దిగువ విధంగా:

క్ర. సం.	తీర్మానం	తీర్మాన రకం	పోస్టల్ ఓట్ల సంఖ్య	అనుకూల ఓట్ల సంఖ్య	వ్యతిరేక ఓట్ల సంఖ్య	అనుకూల ఓట్ల %	వ్యతిరేక ఓట్ల %
1.	కంపెనీ యొక్క ఈక్విటీ వాల్యూను తిరిగి కొనుగోలుకు ఆమోదం	ప్రత్యేక	51859314	51663781	195533	99.62	0.38

ప్రూజీనైజర్ యొక్క కంబైన్డ్ రిపోర్టు ఆధారంగా కంపెనీల చట్టం, 2013 యొక్క వర్తింప నియమాలకు అనుగుణంగా పోస్టల్ బ్యాలెట్ నోటీసులో పేర్కొన్న తీర్మానం 2 జూన్, 2017 న సభ్యుల ద్వారా వెంటనే ఆమోదం పొందినది.

కంబైన్డ్ ప్రూజీనైజర్ వారి రిపోర్టుతోపాటు పోస్టల్ బ్యాలెట్ ఫలితాలు కంపెనీ యొక్క వెబ్ సైట్ www.kaveriseeds.in పై మరియు సిడిఎస్ఎల్ యొక్క వెబ్ సైట్ <http://www.cdsindia.com> పై పోస్టు చేయబడినవి మరియు కంపెనీ యొక్క ఈక్విటీ వాల్యూ ఖాతా చేయబడిన బిఎస్ఐ లిమిటెడ్ (బిఎస్ఐ) మరియు నేషనల్ స్టాక్ ఎక్స్చేంజి ఆఫ్ ఇండియా లిమిటెడ్ (ఎన్ఎస్ఐఐ) వారికి కూడా సమాచారం ఇవ్వబడినది.

For KAVERI SEED COMPANY LIMITED
సం/-
సి. పంకీధర్
హాస్తికాలపు డైరెక్టరు
DIN: 01458939

ప్రచేశం: సికింద్రాబాద్
తేదీ: 02.06.2017

లోని శ్రామిక ప్రజలను రెండు కూటములుగా చీల్చడం ద్వారా పైకి వచ్చే వారు పైకి ఎటువంటి చర్యలు చేపట్టాలి అని అడగండి. దేశంలోని ప్రజలందరికీ నరపడు ఆచారం అందుబాటులో ఉందా? ఉపాధి లభిస్తోందా? ఆహారాన్ని పండించే రైతుకు గిట్టుబాటు వర లేదు. దేశంలో రైతుల ఆత్మహత్యలు రోజు రోజుకీ పెరుగుతున్నాయి. తెలుగు రాష్ట్రాల్లో మిక్కిలి రైతుల గౌన అందచికి తెలిసిందే. తమిళనాడు మహారాష్ట్ర రైతుల ఉద్యమం మాస్తూనే ఉన్నాయి. దేశంలో ఆహారాన్ని ఉత్పత్తి చేసే వారికి రక్షణ కల్పించలేని కేంద్ర పాలకులకు తినే ఆహారం గురించి అడిగే హక్కు ఎక్కడిది? మరే ఎవరి కు నుండే మనిషికి దీన్ని వక్రీకరిస్తూ ఒక మాంసాహారాన్ని గడం పాపం అనే మందుకు తీసుకెళ్ళు ఆహారం తినేవారిపై తమ భుజాలపై పనిచేసే వారిపై, దాడిగానే చూడాలి. గ్రామీణ సమాధానం అంటే అహారపు విషయం. కొందరు కొందరు తినరు. ఎప్పుడూ తింటారు, రు. ఇది వారి బట్టి ఉంటుంది. మంలోకి పాలకులు కట్టు? పాలించే దేశంలోని అందరి

ఎటువంటి చర్యలు చేపట్టాలి అని అడగండి. దేశంలోని ప్రజలందరికీ నరపడు ఆచారం అందుబాటులో ఉందా? ఉపాధి లభిస్తోందా? ఆహారాన్ని పండించే రైతుకు గిట్టుబాటు వర లేదు. దేశంలో రైతుల ఆత్మహత్యలు రోజు రోజుకీ పెరుగుతున్నాయి. తెలుగు రాష్ట్రాల్లో మిక్కిలి రైతుల గౌన అందచికి తెలిసిందే. తమిళనాడు మహారాష్ట్ర రైతుల ఉద్యమం మాస్తూనే ఉన్నాయి. దేశంలో ఆహారాన్ని ఉత్పత్తి చేసే వారికి రక్షణ కల్పించలేని కేంద్ర పాలకులకు తినే ఆహారం గురించి అడిగే హక్కు ఎక్కడిది? మరే ఎవరి కు నుండే మనిషికి దీన్ని వక్రీకరిస్తూ ఒక మాంసాహారాన్ని గడం పాపం అనే మందుకు తీసుకెళ్ళు ఆహారం తినేవారిపై తమ భుజాలపై పనిచేసే వారిపై, దాడిగానే చూడాలి. గ్రామీణ సమాధానం అంటే అహారపు విషయం. కొందరు కొందరు తినరు. ఎప్పుడూ తింటారు, రు. ఇది వారి బట్టి ఉంటుంది. మంలోకి పాలకులు కట్టు? పాలించే దేశంలోని అందరి

బీప్ మీద సోషల్ డ్రం అమలుచేస్తున్న సర్కారు దానికి శ్రాస్తీయ కారణాలు ఉంటే ఆర్డం చేసుకోవచ్చు. కానీ, కొన్ని నమ్మకాల ఆధారంగా నిషేధం ఏమిటి అనే సమాధానం చెప్పాలి. నమ్మకాలు వేరు. పాలన వేరు, ఒక నమ్మకం కలిగిన వారు వేరే నమ్మకం కలిగిన వారిపై భౌతిక దాడికి దిగకుండా ఆవధిమే పాలకుల పని. కానీ కొన్ని నమ్మకాలు మోయడమో వాటి అజెండాగా పాలన నడపడటం సరైనది కాదు. లౌకిక విలువలు కలిగి ప్రపంచానికే ఆదర్శంగా నిలబడిన భారతదేశంలో నమ్మకాల ఆధారంగా పాలన సాగిస్తామంటే భారత ప్రజలు నమ్ముతినారు. సెల్: 8498084025

Corporation Limited
(Marketing)
Path, New Delhi-110001

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the country. Interested
in conducting Govt.
documents from NHDC
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12/06/2017 at 11.00 AM

स लिमिटेड
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Western Region
Ph. : 0712 - 3048600,
r.co.in

NIT (2017-18/04)
n bidders meeting respective
nder Specification/ Notification

Geo-Technical Investigation
Maharashtra.

AL : 03.06.2017
complete details of the tender/
Fraud Prevention Policy will also
ation). All corrigenda, addenda,
will be hosted on these websites
selves updated. इन अधिसूचना का
र उपलब्ध है। AGM (PURCHASE)

INDIA LIMITED
NOLOGY
17 (C.G.)

NORTH WESTERN RAILWAY
E-Tender Inviting Tender

मंडल रेल प्रबंधक, इंजीनियरिंग, उत्तर पश्चिम
रेलवे, जोधपुर द्वारा भारत के राष्ट्रपति के लिये
एवं उनकी ओर से ई-निविदा के माध्यम से
प्रचलित नियमों के अन्तर्गत निर्धारित प्रपत्रों में
निविदा निम्न कार्यों के लिए क्रमानुसार
आमंत्रित की जाती है। ई-निविदा सूचना सं.
2017-18 : 18 कार्य का नाम व स्थान
Construction of 5 no. LHS in lieu of
unmanned level crossing on MAKRANA-
PARVATSAR section. अनुमानित लागत
रूपये : ₹. 5,66,30,263.84 बचाने की राशि
: ₹. 4,33,160.00 ई- निविदा सूचना सं.
2017-18 : 19 कार्य का नाम व स्थान
Miscellaneous Track works in the
jurisdiction of Assistant Divisional
Engineer, Line-Jodhpur. अनुमानित लागत
रूपये : ₹. 94,35,490.68 बचाने की राशि
: ₹. 1,88,710.00 निविदा प्रस्तुत करने की
तिथि : 04.07.2017 वेबसाइट का विवरण
जहां पर ई-निविदा देखी व मरी जा सकती है :
www.ireps.gov.in 467-CR/17

Contact help line no. 138 for General Complaints.

MEGHALAYA WATER RESOURCES
DEVELOPMENT AGENCY, MeWDA
MEGHALAYA, SHILLONG

No. MeWDA/SSAP/89/2016-17/21 Date : 25-05-2017
Invitation for Expression of Interest (EOI)

The Meghalaya Water Resources Development
Agency (MeWDA) is inviting an Expression of Interest
(EOI) from experienced Technical Consultants /
Institutions for "Preparation of the State Specific
Action Plan on Water Sector in the State of
Meghalaya under the National Water Mission
(NWM)".

Interested Consultants / Institutions can find all
relevant details at www.megwaterresources.gov.in.

Sd/-
Chief Executive Officer
Meghalaya Water Resources
Development Agency
Meghalaya, Shillong
M.L.P.R. No : 358
Dated : 31-05-2017



KAVERI SEED COMPANY LIMITED

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D. Road, Secunderabad - 500003.
Telangana. Tel: +91 40-27842398 / 27842405 Fax: +91 40-27811237
Email: cs@kaveriseeds.in CIN: L01120AP1986PLC006728 URL: www.kaveriseeds.in

ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 approval of the members of the Company was sought by means of Postal Ballot (including e-voting) on the resolution set out in Notice of the Postal Ballot dated March 27, 2017.

M/s. L.D. Reddy & Co., Scrutinizer appointed by the Board for conducting the Postal Ballot Voting (including e-voting) carried out the scrutiny of all the Postal Ballot Forms and electronic votes received upto May 27, 2017 till 5.00 P.M. being the last date for receipt of Postal Ballot Forms/e-voting and submitted his report on June 2, 2017.

Based on the combined Scrutinizer's Report dated 2nd June 2017, the results of the Postal Ballot are as under:

S. No.	Resolution	Type of Resolution	No. of Votes Polled	No. of Votes in Favour	No. of Votes Against	% of votes in favour	% of votes in against
1.	Approved the Buy-back of Equity Shares of the Company	Special	51859314	51663781	195533	99.62	0.38

Based on the combined report of the Scrutinizer the resolution as set out in the Postal Ballot Notice stands duly approved/ passed by the members w.e.f. 2nd June 2017 in accordance with the applicable provisions of Companies Act, 2013.

The Postal Ballot results along with the Combined Scrutinizer's Report have been posted on the website of the Company www.kaveriseeds.in and on the website of CDSL: <https://www.cdslindia.com> and also communicated to The BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed.

For KAVERI SEED COMPANY LIMITED
Sd/-
C. VAMSHEEDHAR
Whole Time Director
DIN: 01458939

Place : Secunderabad
Date : 02.06.2017

झारखण्ड सरकार
कार्यपालक अभियंता का कार्यालय
पेरियल एवं स्वच्छता प्रमंडल तेनुघाट

EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF KAVERI SEED COMPANY LIMITED THROUGH POSTAL BALLOT/E-VOTING RESULT OF WHICH WAS ANNOUNCED ON FRIDAY THE 2ND DAY OF JUNE, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 513-B, 5TH FLOOR, MINERVA COMPLEX, S.D. ROAD, SECUNDERABAD-500 003, TELANGANA.

Approved the Buy-back of Equity Shares of the Company

“RESOLVED THAT pursuant to the provisions of Section 68,69,70 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the “Buy- back Regulations”), Article 75 of the Articles of Association of the Company and compliance of other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of ₹ 2/- (Rupees Two) each up to 29,62,963 equity shares (Twenty Nine Lakhs Sixty Two Thousand Nine Hundred Sixty Three) (representing 4.29% of the total issued and paid-up Equity Share Capital of the Company) at a price of ₹675 /- (Rupees Six Hundred and Seventy Five Only) (“Buyback Price”) per Equity Share payable in cash for a total consideration not exceeding ₹200 crores (Rupees Two Hundred Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., (“Buyback Size”), representing 21.84% of the aggregate of the standalone paid-up share capital and free reserves (including Securities Premium Account) as per the audited accounts of the Company for the financial year ended March 31, 2016, being within the 25% limit of paid-up share capital and Free Reserves (including securities Premium Account) as per the provisions of the Act, out of the Free Reserves and/ or the Securities Premium Account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the members of the company as on the record date to be determined by the Board (hereinafter referred to as the “the Record Date”), on a proportionate basis through “Tender Offer” route as prescribed under the Buyback Regulations (“the Buyback”).

RESOLVED FURTHER THAT the Buy-back, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” in accordance with Circulars notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

RESOLVED FURTHER THAT the Company may Buyback Shares from the existing members of the Company as on the record date on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals if and to the extent necessary or required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder.

RESOLVED FURTHER THAT Mr. G.Vijay Kumar, CFO be and is hereby appointed as the Compliance Officer for the purpose of proposed Buyback.

For KAVERI SEED COMPANY LTD.



Whole Time Director

//2//

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the record date, entitlement ratio, the time frame for completion of the Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors/ consultants/ intermediaries/ agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement, the draft letter of offer / letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of the Company or the Board to buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise the terms of the Buy-back, including the price per share, the amount to be utilised towards the Buy-back, the number of Equity Shares to be bought back, the source, and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of Merchant Banker, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Letter of Offer, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the Buy-back without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution."

///CERTIFIED TRUE COPY///

FOR KAVERI SEED COMPANY LIMITED



C. Vamsheedhar

C. VAMSHEEDHAR
WHOLE TIME DIRECTOR
DIN: 01458939

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1. *Approval for Buyback of Equity Shares*

Members are informed that the Board of Directors of the Company (the "Board") has, at its meeting held on March 27, 2017, approved the proposal for buyback of its equity shares, the details of which are as contained in the resolution stated at Item No. 1 of the Notice.

As per the applicable provisions of the Companies Act, 2013 (as amended) (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the "Share Capital Rules") and the SEBI (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buyback Regulations"), this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed Special Resolution for the Buyback by the Company of its equity shares as under:

a) Necessity for the Buy Back

- i. The Buyback will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buyback, broadly in proportion to their shareholding, thereby enhancing the overall return to the members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment.
- v. Optimizes the capital structure.

b) Method to be adopted for Buy-back

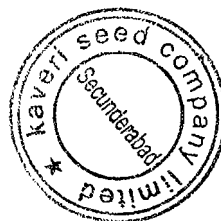
The buy-back shall be on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations. The Buy-back will be implemented in accordance with the Act and the Rules made thereunder to the extent applicable, and on such terms and conditions as may be deemed fit by the Company. As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback. In due course, a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback will be dispatched to each shareholder as on the Record Date.

The Equity Shares to be bought back as a part of the Buy-back is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) the general category for all other shareholders.

As defined in the Buy-back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date is not more than 2,00,000 (Rupees Two Lacs).

In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back.



Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

Shareholders' participation in Buy-back will be voluntary. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

Detailed instructions for participation in the Buy-back (tender of equity shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding Equity Shares of the Company as on the Record Date.

c) *Maximum amount required under the Buy-back, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buy-back would be funded*

The maximum amount required under the Buy-back will not exceed 200 crores (which is 21.84% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Buy-back would be funded out of free reserves of the Company. The Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debt owned by the Company will not be more than twice the paid-up and free reserves after the Buyback.

d) *Buyback price and the basis of arriving at the Buyback price*

The Equity Shares are proposed to be bought back at a price of 675/- (Rupees Six Hundred and Seventy Five Only) per Equity Share (the "Buyback Price").

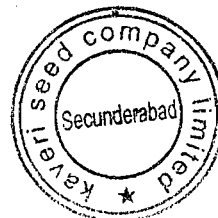
The Buyback Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in the audited accounts of the Company for the financial year ended March 31, 2016, the prevailing market price of the equity shares of the Company before the announcement of Board Meeting for consideration of Buyback, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

The Buyback Offer Price of 675/- (Rupees Six Hundred and Seventy Five Only) per equity share represents a premium of 23.54% and 24.39% over the closing price of the Equity Shares on the BSE Limited ("BSE") and on the National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), respectively, as on March 27, 2017, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

e) *Number of shares that the Company proposes to buyback and the time limit for completing the Buyback*

The Company proposes to buyback not exceeding 29,62,963 (Twenty Nine Lakhs, Sixty Two Thousand, Nine Hundred and Sixty Three Only) equity shares of the face value of 2 each of the Company.

The Buyback is proposed to be completed within one year from the date of passing of the Special Resolution approving the proposed Buyback.



f) *Compliance with Section 68(2) (c) of the Act*

The aggregate paid-up share capital and free reserves as on March 31, 2016 is 91,562.59 lakhs. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. is 22,890.59 lakhs. The maximum amount proposed to be utilized for the Buyback, is not exceeding 20,000.00 lakhs (Rupees Two Hundred crores only) excluding transaction costs viz., brokerage, securities transaction tax, service tax, stamp duty, etc., representing and is therefore within the limit of 25% of the Company paid-up share capital and free reserves as per the audited accounts of the Company for the financial year March 31, 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal for the Buyback).

g) *The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:*

(i) Shareholding of the promoters and Promoter Group of the Company:

Sr. No	Name of Shareholder	No. of Equity Shares held	Percentage of Issued Equity Share Capital
1	Mithun Chand Chennamaneni	9,28,895	1.35%
2	Vamsheedhar Chennamaneni	10,99,320	1.59%
3	Pawan Gundavaram	25,09,000	3.63%
4	Vanaja Devi Gundaaram	1,57,75,050	22.84%
5	Gundavaram Venkata Bhaskar Rao	60,31,990	8.74%
6	Venkata Bhaskar Rao Gundavaram (HUF)	1,12,40,645	16.28%
	Total	3,75,84,900	54.43%

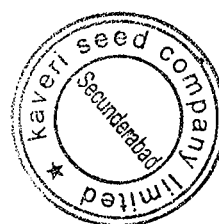
(ii) Shareholding of the Directors and Key Managerial Personnel of the Company:

Apart from the following, none of the other Directors or Key Managerial Personnel of the Company hold any equity share in the Company:

Sr. No	Name of the Shareholder	Designation	No. of	Percentage
1	Mithun Chand Chennamaneni	Whole time Director	9,28,895	1.35%
2	Gundavaram Venkata Bhaskar Rao	Managing Director	60,31,990	8.74%
3	Vanaja Devi Gundavaram	Whole time Director	1,57,75,050	22.84%
4	Vamsheedhar Chennamaneni	Whole time Director	10,99,320	1.59%
5	Pawan Gundavaram	Director	25,09,000	3.63%
	Total		2,63,44,255	38.15%

h) **Aggregate number of equity shares purchased or sold by persons including persons mentioned in (g) above from a period of six months preceding March 27, 2017, being the date of Board Meeting at which the buyback was approved:**

No equity shares of the Company were either purchased or sold by any of the persons mentioned in clause (g) above during the period of six months preceding March 27, 2017, being the date of the board meeting at which the Buyback was approved.



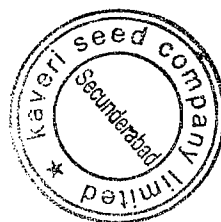
i) **Intention of the Promoters and Promoter Group of the Company to tender equity shares for Buyback indicating the number of shares, details of acquisition with dates and price**

In terms of the Buyback Regulations, under the Tender Offer, the Promoters and Promoter Group being in control of the Company, have an option to participate in the Buyback. The Promoters have expressed their intention to participate in the Buyback and it may tender up to an aggregate maximum of 15,00,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:

S.No	Name of the shareholder	Maximum number of shares Intended to Tender
1	Vamsheedhar Chennamaneni	44,987
2	Pawan Gundavaram	1,02,670
3	Vanaja Devi Gundavaram	6,45,530
4	Gundavaram Venkata Bhaskar Rao	2,46,835
5	Venkata Bhaskar Rao Gundavaram (HUF)	4,59,978

Details of the date and price of acquisition of the Equity Shares held by Promoters and Promoter Group, who are participating in the Buyback, are given below:

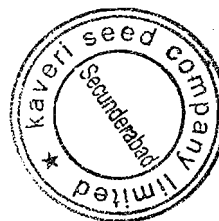
Vamsheedhar Chennamaneni					
Date	No. of Shares	Nature of Transaction	Nominal Value (In)	Issue Price / Transfer Price (In)	Cumulative No. Shares
20.09.2006	77,600	Acquisition of Agritek	7,76,000	NA	77,600
20.09.2009	22,400	Gift from Gundavaram Venkata Bhaskar Rao	2,24,000	NA	1,00,000
03.05.2010	2,060	Off Market Purchase	20,600	300.00	1,02,060
02.04.2011	44,135	Market Purchase	4,41,350	386.60	1,46,195
26.07.2011	6,000	Off Market Purchase	60,000	330.00	1,52,195
26.03.2011	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	2,02,195
13.10.2011	57,138	Market Purchase	5,71,380	440.72	2,59,333
13.07.2012	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	3,09,333
07.03.2013	5,000	Market Purchase	50,000	1,355.00	3,14,333
22.07.2013	(39,682)	Market sale	39,682	1,590.00	2,74,651
Split of Each equity share of 10 each into Five equity shares of 2 Each					13,73,255
10.06.2014	(50,000)	Market sale	1,00,000	658.93	13,23,255
23.06.2015	(2,23,935)	Market sale	4,47,870	806.7	10,99,320



Pawan Gundavaram					
Date	No. of Shares	Nature of Transaction	Nominal Value (In)	Issue Price / Transfer Price (In)	Cumulative No. Shares
26.02.1991	2,000	Allotment	20,000	10	2,000
29.03.1996	12,500	Allotment	1,25,000	10	14,500
27.06.2005	99,000	Allotment	9,90,000	10	1,13,500
26.07.2006	(14,500)	Sale	1,45,000	50	99,000
04.08.2006	99,000	Bonus issue	9,90,000	NA	1,98,000
20.09.2006	1,98,000	Rights	19,80,000	10	3,96,000
20.09.2006	1,05,800	Acquisition of Agritek	10,58,000	NA	5,01,800
Split of Each equity share of 10 each into Five equity shares of 2 Each					25,09,000

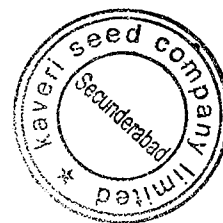
Vanaja Devi Gundavaram					
Date	No. of Shares	Nature of transaction	Nominal Value (In)	Issue Price / Transfer Price (In)	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10	100
26.02.1991	8,900	Allotment	89,000	10	9,000
29.03.1996	30,000	Allotment	3,00,000	10	39,000
27.06.2005	5,95,000	Allotment	59,50,000	10	6,34,000
26.07.2006	(97,000)	Sale	9,70,000	50	5,37,000
04.08.2006	5,37,000	Bonus issue	53,70,000	NA	10,74,000
20.09.2006	10,74,000	Rights	1,07,40,000	10	21,48,000
20.09.2006	74,600	Acquisition of Agritek	7,46,000	NA	22,22,600
Split of Each equity share of 10 each into Five equity shares of 2 Each					1,11,13,000
09.07.2014	(31,62,552)	Market sale	63,25,104	836.15	79,50,448
03.11.2014	73,20,000	Gift	1,46,40,000	NA	1,52,70,448
24.08.2015	4,19,865	Market purchase	8,39,730	426.63	1,56,90,313
26.08.2015	84,737	Market purchase	1,69,474	472.31	1,57,75,050

Gundavaram Venkata Bhaskar Rao					
Date	No. of Shares	Nature of Transaction	Nominal Value (In)	Issue Price / Transfer Price (In)	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10	100
26.02.1991	12,400	Allotment	1,24,000	10	12,500
29.03.1996	44,000	Allotment	4,40,000	10	56,500
27.06.2005	3,90,000	Allotment	39,00,000	10	4,46,500



23.06.2006	6,50,000	Allotment	65,00,000	10	10,96,500
26.07.2006	1,43,500	Purchase	14,35,000	50	12,40,000
29.07.2006	(3,00,000)	Sale	30,00,000	50	9,40,000
01.08.2006	(71,000)	Sale	7,10,000	50	8,69,000
01.08.2006	(5,79,000)	Sale	57,90,000	10	2,90,000
04.08.2006	2,90,000	Bonus	29,00,000	NA	5,80,000
20.09.2006	5,80,000	Rights	58,00,000	10	11,60,000
20.09.2006	1,70,400	Acquisition of Agritek	17,04,000	NA	13,30,400
20.09.2006	(82,400)	Gift to C.Vamsheedhar and C.Mithunchand	8,24,000	NA	12,48,000
12.08.2009	45,852	Market Purchase	85,704	229.17	12,93,852
22.08.2009	43,401	Market Purchase	86,802	214.89	13,37,253
09.09.2009	21,145	Market Purchase	42,290	220.8	13,58,398
22.09.2009	48,000	Market Purchase	96,000	222.62	14,06,398
26.03.2011	(50,000)	Gift	1,00,000	NA	13,56,398
26.03.2011	(50,000)	Gift	1,00,000	NA	13,06,398
13.07.2012	(50,000)	Gift	1,00,000	NA	12,56,398
13.07.2012	(50,000)	Gift	1,00,000	NA	12,06,398
Split of Each equity share of 10 each into Five equity shares of 2 Each					60,31,990

Venkata Bhaskar Rao Gundavaram (HUF)					
Date	No. of Shares	Nature of Transaction	Nominal Value (In)	Issue Price / Transfer Price (In)	Cumulative No. Shares
26.07.2006	5,79,000	Purchase	57,90,000	10	5,79,000
04.08.2006	5,79,000	Bonus Issue	57,90,000	NA	11,58,000
20.09.2006	11,58,000	Rights Issue	1,15,80,000	10	23,16,000
28.01.2013	(67,871)	Market sale	6,78,710	1,402	22,48,129
Split of Each equity share of 10 each into Five equity shares of 2 Each					1,12,40,645



- j) **Confirmation that the Board of Directors have made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after buy-back will continue to be able to meet its liabilities and will not be rendered insolvent**

The Board confirms that it has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) immediately following the date of Board Meeting held on March 27, 2017 and the date on which the results of postal ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b) as regards the Company's prospects for the year immediately following the date of the Board Meeting convened for approving the Buy-back i.e., March 27, 2017 and the date on which the results of Postal Ballot will be declared, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-back and within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be; and
- c) informing its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.

- k) **Report addressed to the Board of Directors by the Company's Auditors**

The text of the Report dated March 27, 2017 received from P.R.Reddy & Co, Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

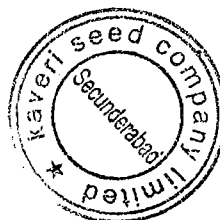
Quote

To
The Board of Directors
Kaveri Seed Company Limited
513-B, 5th Floor, Minerva Complex,
S.D Road, Secunderabad
Telangana – 500 003

Dear Sir,

Sub: Report in terms of Clause (xi) of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended

1. In connection with the proposal of Kaveri Seed Company Limited (the 'Company'), and as approved by its Board of Directors at its meeting held on 27th March, 2017, to buy back its shares and in pursuance to the provisions of Section 68, Section 69 and Section 70 of the Companies Act, 2013 (the 'Act') and The Companies (Share Capital and Debentures) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the 'Regulations'), we have examined the Company's Audited Accounts for the year ended March 31, 2016 on standalone basis and according to the information and explanations given to us and on the basis of verification of relevant records as we consider appropriate, we report that :
 - i) We have inquired into the state of affairs of the Company in relation to its audited financial statements as at March 31, 2016.
 - ii) The amount of permissible capital payment for the Buy Back of equity shares, as computed in the table below, has been properly determined in our view in accordance with Section 68 (2) of the Act and Regulation 4 (1) of the Buy Back Regulations. The amount of equity share capital and free reserves (including Securities Premium) have been extracted from the audited financial statements of the Company for the year ended March 31, 2016 as under:



Particulars	Amount (in Lakhs)
(A) Paid-up equity share capital	1,381.10
6,90,55,095 equity shares of ₹ 2 each fully paid-up	
(B) Free Reserves	
Securities Premium Account	6,612.83
General Reserve	8,001.06
Surplus in the Statement of Profit and Loss	75,567.60
Total Paid up Capital and Free Reserves (A) + (B)	91,562.59
Permissible capital payment (25% of the paid up capital and free reserves)	22,890.65
Buyback Size proposed by Board of Directors	20,000.00

2. The Board of Directors at its meeting held on 27th March, 2017 have formed the opinion as specified in Clause (x) of Part A of Schedule II to the Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and the date on which the results of the Postal Ballot will be declared..
3. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
4. Compliance with the provisions of the Act and the Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures.
5. For the purpose of this report, we have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.
6. This report has been prepared and issued to the Company with reference to the proposed Buyback of Equity Shares including disclosing in the Postal Ballot Notice, Public Announcement, Draft Letter of Offer, Letter of Offer and submission to various Regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under the Buy Back Regulations and should not be used, referred or distributed for any purpose without our prior written consent.
7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **P.R.REDDY & CO**
Chartered Accountants
ICAI Firm registration number: 003268S
Sd/-

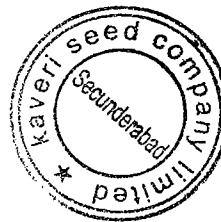
P RAGHUNADHA REDDY
Partner
Membership No.: 23758

Place: Secunderabad
Date: March 27, 2017

Unquote

I) As per the provisions of the Buy-back Regulations and the Act

- I The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buy-back;
- II The Company shall not raise further capital for a period of one year from the closure of the Buy-back, except in discharge of its subsisting obligations;



- III. The special resolution approving the Buy-back will be valid for a maximum period of 1 year from the date of passing the said special resolution (or such extended period as may be permitted under the Act or the Buy-back Regulations or by the appropriate authorities). The Schedule of Activities for the Buy-back shall be decided by the Board of Directors within the above time limits;
- IV. The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- V. The Company shall not withdraw Buy-back after the public announcement of the offer to Buy-back is made;
- VI. The Company shall not Buy-back locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable; and
- VII. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the company is a debt free company and the debt equity ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the Buy-back.

A copy of the Notice is also available on the website of the Company, at www.kaveriseeds.in, website of registrar, Big Share at www.bigshareonline.com, website of the National Stock Exchange of India Limited, at www.nseindia.com and BSE Limited, at www.bseindia.com.

All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days up to the date of last date of voting i.e. May 27, 2017.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Director, therefore recommend passing of the Special Resolution as set out in the accompany Notice.

None of the Directors or any Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

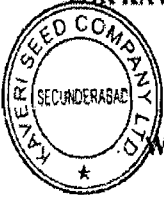
Registered Office:
513-B, 5th Floor
Minerva Complex,
SD Road
Secundrabad-500003, Telangana, India
CIN: L01120AP1986PLC006728
Email id: cs@kaveriseeds.in
Website: www.kaveriseeds.in

By order of the Board
For **Kaveri Seed Company Limited**

Sd/-
VRS Murti
Company Secretary
CS Membership No. **CS3566**

Place: Secunderabad
Date: March 27, 2017

///CERTIFIED TRUE COPY///
FOR KAVERI SEED COMPANY LIMITED



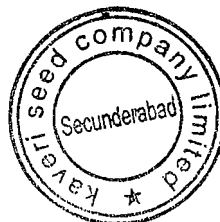
Vamsheedhar
C. VAMSHEEDHAR
WHOLE TIME DIRECTOR
DIN: 01458939

MINUTES OF THE DECLARATION OF RESULTS OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) BY THE MEMBERS OF KAVERI SEED COMPANY LIMITED ON FRIDAY, JUNE 02, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 513-B, 5TH FLOOR, MINERVA COMPLEX, S.D.ROAD, SECUNDERABAD-500003, TELANGANA COMMENCED AT 10.00 A.M AND CONCLUDED AT 11.15 A.M

In Attendance:

- | | |
|-----------------------|--|
| 1. Mr. C.Vamsheedhar | -Whole Time Director |
| 2. Mr. K. Purushotham | - Director |
| 3. Mr. G. Vijay Kumar | - Chief Financial Officer |
| 4. Mr. V.R.S. Murthi | - Company Secretary |
| 5. Mr. L.D. Reddy | - Scrutinizer (Practicing Company Secretary) |

1. Mr. C. Vamsheedhar, Whole Time Director, attended the Registered Office of the company at 10.00 A.M. to declare the Postal Ballot Results of the Company conducted as per the Company's Postal Ballot Notice dated March 27, 2017 issued to the Members of the company on 28th April 2017.
2. Mr. C. Vamsheedhar placed on record the following actions, inter alia, of the Board:
 - a. The appointment of Mr. L.D. Reddy, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting through Postal Ballot (including the e-voting) process;
 - b. Appointment of the Central Depository Services (India) Limited, (CDSL) to providing for e-voting facility to the Members of the Company;
 - c. Fixation of the voting i.e. from on 09.00 a.m., Friday, April 28, 2017 to 05.00 p.m., Saturday, May 27, 2017;
 - d. Fixation of the cut-off date, for the purpose of determining the number of members was on 21st April, 2017 and the total numbers of the members as on the cut-off were 29087.
 - e. The company had carried out the postal ballot exercise including e-voting as per the provisions of Section 110 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

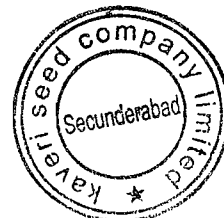


3. Mr. L.D. Reddy, carried out the work of a Scrutinizer from the close of working hours on April 28, 2017 to May 27, 2017 and prepared a consolidated Scrutinizers' Report (Postal Ballot and e-voting), on the basis of the data/ reports received by him.
4. The Scrutinizer handed over the Scrutinizer's Report dated June 2, 2017 to Mr. C. Vamsheedhar, Whole time Director of the Company enabling him for declaring the consolidated results with regard to the Special Resolutions set out in the Notice.
5. Thereafter, Mr. C. Vamsheedhar, Whole time Director of the Company proceeded with declaration of Postal Ballot Results based on the Scrutinizer's Report.

ITEM NO.1: SPECIAL RESOLUTION

Approval for the Buy-back of Equity Shares of the Company

"RESOLVED THAT pursuant to the provisions of Section 68,69,70 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the "Buy-back Regulations"), Article 75 of the Articles of Association of the Company and compliance of other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of ₹ 2/- (Rupees Two) each up to 29,62,963 equity shares (Twenty Nine Lakhs Sixty Two Thousand Nine Hundred Sixty Three) (representing 4.29% of the total issued and paid-up Equity Share Capital of the Company) at a price of ₹ 675 /- (Rupees Six Hundred and Seventy Five Only) ("Buyback Price") per Equity Share payable in cash for a total consideration not exceeding ₹ 200 crores (Rupees Two Hundred Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., ("Buyback Size"), representing 21.84% of the aggregate of the standalone paid-up share capital and free reserves (including Securities Premium Account) as per the audited accounts of the Company for the financial year ended March 31, 2016, being within the 25% limit of paid-up share capital and Free Reserves (including securities Premium Account) as per the provisions of the Act, out of the Free Reserves and/ or the Securities Premium Account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the members of the company as on the record date to be determined by the Board (hereinafter referred to as the "the Record Date"), on a proportionate basis through "Tender Offer" route as prescribed under the Buyback Regulations("the Buyback").



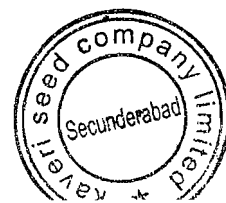
RESOLVED FURTHER THAT the Buy-back, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” in accordance with Circulars notified by SEBI vide circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

RESOLVED FURTHER THAT the Company may Buy-back Shares from the existing members of the Company as on the record date on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals if and to the extent necessary or required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder.

RESOLVED FURTHER THAT Mr. G. Vijay Kumar, CFO be and is hereby appointed as the Compliance Officer for the purpose of proposed Buyback.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the record date, entitlement ratio, the time frame for completion of the Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors/ consultants/ intermediaries/ agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement, the draft letter of offer / letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws; and to enter into escrow arrangements and

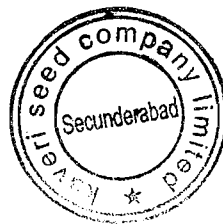


appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of the Company or the Board to buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize the terms of the Buy-back, including the price per share, the amount to be utilized towards the Buy-back, the number of Equity Shares to be bought back, the source, and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of Merchant Banker, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Letter of Offer, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the Buy-back without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution.”

The Board accordingly commends the Resolution under Item No. 1 for approval by the members of the Company as Special Resolution through Postal Ballot.



The details of the voting Special Resolution No. are as under:

(i) Voted in favour of the resolution:

Particulars of Postal Ballot voting	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Physical	152	35926	0.07
E-voting	190	51627855	99.55
Total	342	51663781	99.62

(ii) Voted against the resolution:

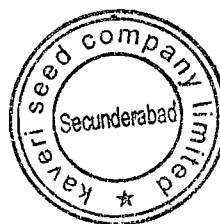
Particulars of Postal Ballot voting	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Physical	3	1096	0.002
E-voting	9	194437	0.38
Total	12	195533	0.38

(iii) Invalid Votes:

Particulars of Postal Ballot voting	Number of Members voted	Number of votes casted by them
Voted by Physical Ballot	4	1288
E-voting	-	-
Total	4	1288

Mr. C. Vamsheedhar, based on the above results provided by the Scrutinizer declared that the Special Resolution carried out with requisite majority by the members of the Company.

6. Mr. C. Vamsheedhar confirmed that the Special Resolution of the Notice, was considered and passed by the members of the company with requisite majority through Postal Ballot (including e-voting) on Friday, June 2, 2017.
7. Thereafter, Mr. C. Vamsheedhar directed the company Secretary for the following actions:
 - (a) To intimate the outcome of the Postal Ballot voting Results to the BSE Limited and NSE Limited;



- (b) To upload the same on the website of the company and
- (c) To arrange for publishing the consolidated voting results of the Postal Ballot in the newspapers.

Place: Secunderabad,
Date : 02.06.2017



A handwritten signature in black ink, appearing to read "V. Anand" or similar, written over the stamp.

CHAIRMAN OF THE MEETING