



KAVERI SEED COMPANY LIMITED

NOTICE
OF
29TH ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of Kaveri Seed Company Limited will be held on **Tuesday the 27th day of September, 2016 at 11.15 AM** at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at 31 March 2016, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31 March 2016 along with the reports of the Directors and Auditors thereon.
2. To confirm an Interim Dividend of ₹ 2.50/- per equity share was already paid for the financial year ended 31 March 2016.
3. To appoint a Director in place of Dr. G. Pawan, (DIN: 00768751) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.
4. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made there under, the appointment of M/s. P. R. Reddy & Co., Chartered Accountants (Registration No. 0003268S) as Statutory Auditors of the Company, approved in the 27th Annual General Meeting, until the 30th Annual General Meeting, be and is hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To re-appoint Mr. G. V. Bhaskar Rao (DIN: 00892232) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed

there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Article 151 of Articles of Association of the Company and subject to such other consents/approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to reappoint Mr. G.V. Bhaskar Rao (DIN: 00892232) as Managing Director designated as Chairman of the Company for a period of five years commencing from 15 November 2016 till 14 November 2021, whose term of office shall not be liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. G.V. Bhaskar Rao, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. G.V. Bhaskar Rao, as Chairman cum Managing Director, the company has no profits or the profits are inadequate, the company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the company and Mr. G.V. Bhaskar Rao and specified in the explanatory statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

6. To re-appoint Mrs. G. Vanaja Devi (DIN: 00328947) as a Whole time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Article 151 of Articles of Association of the Company and subject to such other consents/approvals as may be required from the applicable authorities, approval of the members

be and is hereby accorded to reappoint Mrs. G. Vanaja Devi (DIN: 00328947) as a Whole-time Director of the Company for a period of five years commencing from 15 November 2016 till 14 November 2021, whose term of office shall not be liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mrs. G. Vanaja Devi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mrs. G. Vanaja Devi, Whole-time Director, the company has no profits or the profits are inadequate, the company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the company and Mrs. G. Vanaja Devi and specified in the explanatory statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

7. To re-appoint Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Article 151 of Articles of Association of the Company and subject to such other consents/approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to reappoint Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director of the Company for a period of five years commencing from 15 November 2016 till 14 November 2021, whose term of office liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits

of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. C. Vamsheedhar, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. C. Vamsheedhar as Whole-time Director, the company has no profits or the profits are inadequate, the company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the company and Mr. C. Vamsheedhar and specified in the explanatory statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

8. To re-appoint Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Article 151 of Articles of Association of the Company and subject to such other consents/approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to reappoint Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director of the Company for a period of five years commencing from 15 November 2016 till 14 November 2021, whose term of office liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. C. Mithun Chand, subject to the same not exceeding the limits specified under Schedule V of

the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. C. Mithun Chand as Whole-time Director, the company has no profits or the profits are inadequate, the company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the company and Mr. C. Mithun Chand and specified in the explanatory statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

9. To Consider the acceptance of charges from any member of the Company, who requested the company to send notices, documents or any other papers by a particular mode of delivery and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to provisions of Section 20 and other applicable provisions if any of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company may serve documents on its members, by sending the document(s) that he/she is entitled to receive as a member under the Act by post or by registered post or by speed post or by courier or by such electronic or other mode as may be prescribed depending on event and circumstance of each case from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the company or its duly constituted committee be and is hereby authorized to decide, in respect of any advance request for sending documents in a particular mode of delivery by any member provided at least one week in advance of the dispatch of the document by the company along with requisite fee duly received by the company and that no such request shall be entertained by the company post dispatch of such documents by the company to the member, the charges payable for such delivery, as prescribed below for each mode of dispatch:

Sl. No.	Mode of dispatch	Minimum rate per document at the minimum slab of the weight of the document in each category in ₹	
		Within India	International
1.	Ordinary Post	50	1.2 times of the actual charges in each case.
2.	Registered Post	100	
3.	Speed Post	100	
4.	Courier	100	
5.	Electronic mail (E-mail)	25	25

“RESOLVED FURTHER THAT the Board of Directors of the company or its duly constituted committee be and is hereby authorized to amend or alter such charges from time to time either keeping in view the change of charges as applicable to that mode or in any situation so warrants and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board of Directors
For KAVERI SEED COMPANY LTD.

Secunderabad,
10 May 2016

Sd/-
G. V. BHASKAR RAO
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/ authority as applicable. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking re-appointment as Directors under Item Nos. 5, 6, 7 and 8 of the Notice, is also annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24 September 2016 to 27 September 2016 (both days inclusive).
4. During the financial year 2015-16, the Board has declared and paid an Interim Dividend of ₹ 2.50 per equity share. Your Directors have not recommended any final dividend for the financial year 2015-16.
5. Shareholders who have not claimed their dividend for the years 2008-09 are requested to claim before 25.10.2016 otherwise the same has been transfer to the Investor Education and Protection Fund Pursuant to Section 124 and 125 of the Companies Act, 2013. Members who have not encashed their dividend so far for the year 2008-09 or any subsequent financial years are requested to lodge their claims with the Registrars of the company.
6. The annual report for the financial year 2015-16 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/

depository participants. The annual report is also available on our website, i.e. www.kaveriseeds.in The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2015-16, free of cost, upon sending a request to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D. Road, Secunderabad – 500 003.

7. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communication via email.
8. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
9. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held by them in certificate form.
10. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc., to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D. Road, Secunderabad – 500 003.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which directors are interested,

maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

12. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is provided the facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., 20 September 2016, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of Annual General Meeting. The E-voting period commences on Friday the 23rd day of September 2016 at 9.00 A.M. and ends on Monday the 26th day of September 2016 at 5.00 P.M. The detailed instructions for E-voting are given as a separate attachment to this notice.
13. The route map showing directions to reach the venue of the 29th AGM is available on the reverse of the attendance slip.

By Order of the Board of Directors
For KAVERI SEED COMPANY LTD.

Sd/-
G. V. BHASKAR RAO
Managing Director

Secunderabad,
10 May 2016

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Members of the Company in the 24th Annual General Meeting held on 27 September 2011 had approved the appointment of Mr. G.V. Bhaskar Rao as Managing Director of the Company for the period of five years commencing from 15 November 2011. His tenure as Managing Director of the Company was due to end on 14 November 2016. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on 10 May 2016 re-appointed him as Managing Director and designated as Chairman for a term of five years with effect from 15 November 2016 up to 14 November 2021, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. G. V. Bhaskar Rao, Managing Director during his term of office are as under:

1) Appointment as Managing Director:

- a. This appointment is effective from 15 November 2016 and the period of appointment will be for a period of five years, i.e. till 14 November 2021, unless otherwise decided by the Board of Directors.

2) Remuneration:

- a. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Managing Director during his term of office the following remuneration:

Salary Component	In ₹ Per Annum
Basic	1,06,31,520
Rent Free Accommodation or HRA	42,52,608
Allowances	28,35,072
Total Salary Component Per Annum	1,77,19,200

- b. The appointee shall be entitled to increase up to 25% per annum during his tenure on the total salary component, the same as may be recommended by the Nomination and Remuneration Committee and approved by the Board. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
 - c. Commission : In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the net profits of the Company for each financial year with effect from the financial year 2016-17 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be decided by the Board of Directors of the Company."
 - d. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.
- #### **3) Perquisites and Allowances:**
- a. Leave travel concession : for self and family once in a year as per the rules of the company.
 - b. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
 - c. Personal accident insurance: Premium not exceeding ₹ 25,000/- per annum.

- d. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- e. The Company will pay fees of a maximum of two clubs. This will not include life membership fees.
- f. Encashment of leave as per the rules of the Company
- g. Provision of Company's car with driver
- h. Provision of free telephone at residence

A brief profile of Mr. G. V. Bhaskar Rao and name of the companies in which he holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. G. V. Bhaskar Rao, to whom the resolution relates and his relative Mrs. G. Vanaja Devi and Dr. G. Pawan, Directors are interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 5 for approval of the Members.

Item No. 6

Members of the Company in the 24th Annual General Meeting held on 27 September 2011 had approved the appointment of Mrs. G. Vanaja Devi as Whole Time Director of the Company for the period of five years commencing from 15 November 2011. Her tenure as Whole Time Director of the Company was due to end on 14 November 2016. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by her in the present operations of the Company, the Board in its meeting held on 10 May 2016 re-appointed her as Whole Time Director for a term of five years with effect from 15 November 2016 up to 14 November 2021, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

The broad particulars, terms and conditions of remuneration proposed to be paid to Mrs. G. Vanaja Devi, Whole Time Director during her term of office are as under:

1) Appointment as Whole Time Director:

- a. This appointment is effective from 15 November 2016 and the period of appointment will be for a period of

five years, i.e. till 14 November 2021, unless otherwise decided by the Board of Directors.

2) Remuneration:

- a. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Whole Time Director during her term of office the following remuneration:

Salary Component	In ₹ Per Annum
Basic	65,74,320
Rent Free Accommodation or HRA	26,29,728
Allowances	17,53,152
Total Salary Component Per Annum	1,09,57,200

- b. The appointee shall be entitled to increase up to 25% per annum during her tenure on the total salary component, the same as may be recommended by the Nomination and Remuneration Committee and approved by the Board. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
 - c. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the net profits of the Company for each financial year with effect from the financial year 2016-17 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be decided by the Board of Directors of the Company."
 - d. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.
- #### 3) Perquisites and Allowances:
- a. Leave travel concession : for self and family once in a year as per the rules of the company.
 - b. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
 - c. Personal accident insurance: Premium not exceeding ₹ 25,000/- per annum.
 - d. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as

per the guidelines for managerial remuneration in force from time to time.

- e. The Company will pay fees of a maximum of two clubs. This will not include life membership fees.
- f. Encashment of leave as per the rules of the Company
- g. Provision of Company's car with driver
- h. Provision of free telephone at residence

A brief profile of Mrs. G. Vanaja Devi and name of the companies in which she holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mrs. G. Vanaja Devi, to whom the resolution relates and her relative Mr. G.V.Bhaskar Rao and Dr. G. Pawan, Directors are interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 6 for approval of the Members.

Item No. 7

Members of the Company in the 24th Annual General Meeting held on 27 September 2011 had approved the appointment of Mr. C. Vamsheedhar as Whole Time Director of the Company for the period of five years commencing from 15 November 2011. His tenure as Whole Time Director of the Company was due to end on 14 November 2016. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on 10 May 2016 re-appointed him as Whole Time Director for a term of five years with effect from 15 November 2016 up to 14 November 2021, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. Vamsheedhar, Whole Time Director during his term of office are as under:

1) Appointment as Whole Time Director:

- a. This appointment is effective from 15 November 2016 and the period of appointment will be for a period of five years, i.e. till 14 November 2021, unless otherwise decided by the Board of Directors.

2) Remuneration:

- a. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Whole Time Director during his term of office the following remuneration:

Salary Component	In ₹ Per Annum
Basic	31,62,960
Rent Free Accommodation or HRA Allowances	12,65,184
	8,43,456
Total Salary Component Per Annum	52,71,600

- b. The appointee shall be entitled to increase up to 25% per annum during his tenure on the total salary component, the same as may be recommended by the Nomination and Remuneration Committee and approved by the Board. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
 - c. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the net profits of the Company for each financial year with effect from the financial year 2016-17 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be decided by the Board of Directors of the Company."
 - d. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.
- #### 3) Perquisites and Allowances:
- a. Leave travel concession: for self and family once in a year as per the rules of the company.
 - b. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
 - c. Personal accident insurance: Premium not exceeding ₹ 25,000/- per annum.
 - d. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.

- e. The Company will pay fees of a maximum of two clubs. This will not include life membership fees.
- f. Encashment of leave as per the rules of the Company
- g. Provision of Company's car with driver
- h. Provision of free telephone at residence

A brief profile of Mr. C. Vamsheedhar and name of the companies in which he holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. C. Vamsheedhar, to whom the resolution relates and his relative Mr. C. Mithun Chand, Whole Time Director are interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No.7 for approval of the Members.

Item No. 8

Members of the Company in the 24th Annual General Meeting held on 27 September 2011 had approved the appointment of Mr. C. Mithun Chand as Whole Time Director of the Company for the period of five years commencing from 15 November 2011. His tenure as Whole Time Director of the Company was due to end on 14 November 2016. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on 10 May 2016 re-appointed him as Whole Time Director for a term of five years with effect from 15 November 2016 up to 14 November 2021, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. C. Mithun Chand, Whole Time Director during his term of office are as under:

1) Appointment as Whole Time Director:

- a. This appointment is effective from 15 November 2016 and the period of appointment will be for a period of five years, i.e. till 14 November 2021, unless otherwise decided by the Board of Directors.

2) Remuneration:

- a. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Whole Time Director during his term of office the following remuneration:

Salary Component	In ₹ Per Annum
Basic	26,16,480
Rent Free Accommodation or HRA	10,46,592
Allowances	6,97,728
Total Salary Component Per Annum	43,60,800

- b. The appointee shall be entitled to increase up to 25% per annum during his tenure on the total salary component, the same as may be recommended by the Nomination and Remuneration Committee and approved by the Board. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
 - c. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the net profits of the Company for each financial year with effect from the financial year 2016-17 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be decided by the Board of Directors of the Company."
 - d. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.
- 3) Perquisites and Allowances:**
- a. Leave travel concession: for self and family once in a year as per the rules of the company.
 - b. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
 - c. Personal accident insurance: Premium not exceeding ₹ 25,000/- per annum.
 - d. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.

- e. The Company will pay fees of a maximum of two clubs. This will not include life membership fees.
- f. Encashment of leave as per the rules of the Company
- g. Provision of Company's car with driver
- h. Provision of free telephone at residence

A brief profile of Mr. C. Mithun Chand and name of the companies in which he holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. C. Mithun Chand, to whom the resolution relates and his relative Mr. C. Vamsheedhar, Whole Time Director are interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No.8 for approval of the Members.

Item No. 9

Section 20 of the Companies Act, 2013 which deals with service of documents, inter-alia, enables the Company to dispatch any document to a member as per his preferred mode on receipt of specific request subject to deposit of

such fee as determined by the members in the Annual General Meeting. Accordingly, consent of the members is sought for passing a Resolution authorizing the Board of Directors to decide the fee payable as set out at Item No.9 of the Notice on dispatch of document as per the choice of mode selected by any member of the Company. The Board recommends the resolution for approval of the members in the best interest of the Company. The rate indicated in the resolution is minimum rate per document at the minimum slab of the weight in the respective category of each mode of dispatch as mentioned thereat.

None of the Directors, Managers, Key Managerial Persons or their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 9 for approval of the Members.

By Order of the Board of Directors
For **KAVERI SEED COMPANY LTD.**

Secunderabad,
10 May 2016

Sd/-
G. V. BHASKAR RAO
Managing Director

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 29TH ANNUAL GENERAL MEETING UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	G. PAWAN	G. V. BHASKAR RAO	G. VANAJA DEVI	C. VAMSHEEDHAR	C. MITHUN CHAND
DIN No.	00768751	00892232	00328947	01458939	00764906
Date of Birth	27.08.1979	06.06.1950	24.06.1953	13.05.1971	11.08.1976
Type of appointment	Director	Chairman cum Managing Director	Whole time Director	Whole time Director	Whole time Director
Date of Appointment/ Reappointment	18.09.2006	15.11.2011	15.11.2011	15.11.2011	15.11.2011
Areas of Specialization & brief Resume	Doctor of Medicine from Illinois State University, Chicago, US.	He is founder and promoter of the company. Oversees production R&D, overall management and business development of the company	She looks after CSR responsibility activities, in addition to assisting the MD in general functioning of the company	He is a key player and growth driver in the 'Team Kaveri and oversees the General Management and overall Marketing of the company.	He looks after the Finance, Accounts and Administration of the company, in addition to that oversees the overall Marketing of subsidiary companies of Kaveri Seed Company.
No. of Shares Held in the Company	2509000	6031990	15775050	1099320	928895
List of Directorship held in outside Public Limited Companies	Nil	Nil	Nil	Nil	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Nil	Chairman & Member – CSR Committee	Member – CSR Committee Member	Member – Shareholders Relationship Committee	Member – Audit Committee, Member – Shareholders Relationship Committee Member – Risk Management Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil	Nil	Nil	Nil	Nil
Relation with Key Managerial Personnel and Directors	Relative with KMP	Relative with KMP	Relative with KMP	Relative with KMP	Relative with KMP



Kaveri Seed Company Limited

CIN: L01120AP1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana State. Email: cs@kaveriseeds.in Website : www.kaveriseeds.in

29th Annual General Meeting – Tuesday, 27 September 2016

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: Folio No. /Client Id: DP ID: _____

Folio No./Client ID No. _____ DP ID No. _____

I/We, being member(s) of Kaveri Seed Company Limited, holding shares of the Company, hereby appoint:

A. Name: _____ E-mail id _____

Address: _____

Signature _____

or failing him

B. Name: _____ E-mail id _____

Address: _____

Signature _____

or failing him

C. Name: _____ E-mail id _____

Address: _____

Signature _____

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 29th Annual General Meeting of the Company to be held on **Tuesday, 27 September 2016 at 11.15 AM** at the FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. Approval Audited Standalone & Consolidated Balance Sheet as at 31 March 2016, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31 March 2016 along with the reports of the Directors and Auditors thereon.
2. Confirm the Interim Dividend of ₹ 2.50/- per equity share, it was already paid for the year ended 31 March 2016.
3. To appoint a Director in place of Dr. G. Pawan, (DIN : 00768751) who retires by rotation and being eligible offers himself for reappointment.
4. To ratify the appointment of the Auditors M/s. P.R. & Co. Chartered Accountants and fix their remuneration.

SPECIAL BUSINESS:

5. Re-appointment of Mr. G.V. Bhaskar Rao (DIN: 00892232) as Managing Director of the Company.
6. Re-appointment of Mrs. G. Vanaja Devi (DIN: 00328947) as Whole Time Director of the Company.
7. Re-appointment of Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director of the Company.
8. Re-appointment of Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director of the Company.
9. To consider the acceptance of charges from any member of the Company, who requested the company to send notices, documents or any other papers by a particular mode of delivery

Signature of the Shareholder _____

Signature of the Proxyholder(s) _____

Signed this _____ day _____ of 2016

Revenue
Stamp

Notes:

- a) Proxy need not be a member of the Company.
- b) The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana, at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



Kaveri Seed Company Limited

CIN: L01120AP1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D.Road,
Secunderabad – 500 003, Telangana State.

Email: cs@kaveriseeds.in Website : www.kaveriseeds.in

29th Annual General Meeting – Tuesday, 27 September 2016

ATTENDANCE SLIP

Folio No./Client Id: _____ No. of Shares: _____

Name and address of _____

First/Sole Shareholder: _____

I, hereby record my presence at the 29th Annual General Meeting of the Company to be held on Tuesday, 27 September 2016 at 11.15 AM at the FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

ROUTE MAP

