

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Kaveri Seed Company Limited will be held on **Tuesday the 29th day of September 2015 at 11.15 AM** at Surana Udyog Hall, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI House) 11-6-841, 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 31st March 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2015 along with the reports of the Directors and Auditors thereon.

2. To declare final dividend of ₹ 2.50 per equity share and to confirm the 1st & 2nd Interim Dividend of ₹ 5/- per equity share, already paid for the year ended 31st March 2015.

3. To appoint a Director in place of Mr. R.Venumanohar Rao, (DIN : 00637125) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

4. To appoint a Director in place of Mr. C.Vamsheedhar, (DIN : 01458939) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

5. To appoint a Director in place of Mr. C.Mithun Chand, (DIN : '00764906) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

6. 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:

7. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT Mr. C. Mithun Chand, Whole time Director and Mr. V.R.S. Murti, Company Secretary of the Company be and is hereby authorized to do all such other acts, deeds, matters and things that are necessary to give effect to this resolution.”

By Order of the Board of Directors
For KAVERI SEED COMPANY LIMITED

26.05.2015
Secunderabad

Sd/-
G V BHASKAR RAO
MANAGING DIRECTOR

NOTICE

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.

3. The Register of Members and Share Transfer Books of the

Company will remain closed from **26th September to 29th September 2015** (both days inclusive).

4. The Board of Directors of the Company at their Meeting held on 26th May 2015 has recommended a dividend of ₹2.50 per share on equity share of ₹2/- each as final dividend for the financial year 2014-15. Dividend, if declared, at the Annual General Meeting, the same will be paid to the shareholders, whose names are on the Register of Members as on the date of Annual General Meeting viz., 29th September 2015.

5. The annual report for the financial year 2014-15 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 2014-15, free of cost, upon sending a request to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003.

6. 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.

7. 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.

8. 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.

9. 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.

10. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is provided the facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., 22nd September 2015, 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 **Saturday, the 26th September 2015 at 9.00 AM and ends on Monday the 28th September 2015 at 5.00 P.M.** The detailed instructions for E-voting are given as a separate attachment to this notice.

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item 7:

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act"). With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m up to the date of this Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested financially or otherwise, in the Special Resolution set out at item No. 7 of the Notice.

The Board recommends Special Resolution set out at item No.7 of the Notice for approval by the members.

By Order of the Board of Directors
For KAVERI SEED COMPANY LIMITED

Sd/-
26.05.2015
Secunderabad

G V BHASKAR RAO
MANAGING DIRECTOR

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on 29th September 2015. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The E-Voting facility is available at the link :

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
150821066	26.09.2015	28.09.2015

These details and instructions form an integral part of the notice for the Annual General Meeting to be held on 29th September 2015.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins **from 9.00 AM on Saturday the 26th day of September 2015 and ends at 5.00 PM on Monday the 28th d day of September 2015**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Kaveri Seed Company Limited > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) You are advised to cast your vote only through E-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected.
- (xxi) **GENERAL INSTRUCTIONS**
 - a. The e-voting period commences on 26th September 2015 (9.00 AM) and ends on 28th September 2015 (5.00PM). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2015, may cast their votes electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - b. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22nd September 2015) they not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - c. Mr. L.Dhanamjai Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
 - d. The Scrutinizer shall, within a period of not exceeding three days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

- e. The voting rights of the shareholders shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of 22nd September 2015
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website

www.kaveriseeds.in and on the website of CDSL within two days of passing of the resolutions at the 28th Annual General Meeting of the Company on 29th September 2015 and shall be communicated to BSE Ltd., and National Stock Exchange of India Ltd.

All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 28th Annual General Meeting of the Company.

By Order of the Board of Directors
For KAVERI SEED COMPANY LIMITED

26.05.2015
Secunderabad

Sd/-
G V BHASKAR RAO
MANAGING DIRECTOR

EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT

Name of the Director	R. VENUMANOHAR RAO	C. VAMSHEEDHAR	C. MITHUNCHAND
DIN No.	00637125	01458939	00764906
Date of Birth	05.06.1952	13.05.1971	11.08.1976
Type of appointment	Whole time Director – retire by rotation	Whole time Director – retire by rotation	Whole time Director – retire by rotation
Date of Appointment/ Reappointment	15.11.2011	15.11.2011	15.11.2011
Areas of Specialization	Management, Marketing etc.,	Management, Marketing etc.,	Management, Finance, Marketing, Taxation
No. of Shares Held in the Company	2422910	1323255	928895
List of Directorship held in outside Public Limited Companies	Nil	Nil	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Member - Shareholders Relationship Committee Member - Nomination & Remuneration Committee	Member - Shareholders Relationship Committee Member - Nomination & Remuneration Committee	Member - Audit Committee, Member - Shareholders Relationship Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil	Nil	Nil
Relation with Key Managerial Personnel and Directors	Relative with kmp	Relative with kmp	Relative with kmp
Justification for appointment	Management skills and excellent knowledge in market related activities	Management skills and excellent knowledge in market related activities	Management skills and excellent knowledge in finance & market related activities



kaveri seed company limited

CIN: L01120AP1986PLC006728

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

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

28th Annual General Meeting - Tuesday, 29th September 2015

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: _____

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

A. Name: _____

Address: _____

E-mail id _____ Signature _____ or failing him/her

B. Name: _____

Address: _____

E-mail id _____ Signature _____ or failing him/her

C. Name: _____

Address: _____

E-mail id _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 28th Annual General Meeting of the Company to be held on **Tuesday, 29th September 2015 at 11.15 AM** at the Surana Udyog Hall, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI House) 11-6-841, Red Hills, Hyderabad – 500 004, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at 31st March 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2015 along with the reports of the Directors and Auditors thereon.
2. To declare final dividend of ₹2.50 per equity share and to confirm the 1st & 2nd Interim Dividend of ₹5/- per equity share, already paid for the year ended 31st March 2015.
3. To appoint a Director in place of Mr. R.Venumanohar Rao, (DIN : 00637125) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. C.Vamsheedhar, (DIN : 01458939) who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. C.Mithun Chand, (DIN : '00764906) who retires by rotation and being eligible offers himself for reappointment.
6. To ratify the appointment of M/s.P.R.Reddy & Co., Chartered Accountants as Statutory Auditors of the company and fix their remuneration

Special Business:

7. To amend, alteration and/or deletion of the existing Articles of Association of the Company and insert by a new set of Articles under the Companies Act, 2013

Signature of the Shareholder _____

Signature of the Proxyholder(s) _____

Revenue Stamp

Signed this _____ day _____ of 2015

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,.

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

28th Annual General Meeting - Tuesday, 29th September 2015

ATTENDANCE SLIP

Folio No./Client ID:

No. of Shares:

DP ID:

Name and address of
First / Sole Shareholder:

I, hereby record my presence at the 28th Annual General Meeting of the Company to be held on **Tuesday, 29th September 2015 at 11.15 AM** at the Surana Udyog Hall, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI House) 11-6-841, Red Hills, Hyderabad – 500 004, Telangana.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- 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.
- Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.