



# NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Kaveri Seed Company Limited will be held on **Tuesday the 17<sup>th</sup> day of September 2019 at 3.00 PM** at FTCCI Auditorium, Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad - 500 004, Telangana, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31<sup>st</sup> March 2019 along with the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Dr. G. Pawan (DIN: 00768751) who retires by rotation and being eligible offers himself for reappointment.

## SPECIAL BUSINESS

4. **Appointment of Dr. Bhaskar Venkataramany (IAS Retired) (DIN: 03558571) as an Independent 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** Dr. Bhaskar Venkataramany (IAS Rtd.) (DIN: 03558571), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14<sup>th</sup> November 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 112 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment

of Dr. Bhaskar Venkataramany (IAS Rtd.) (DIN: 03558571) who meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing with effect from 14<sup>th</sup> November, 2018 to 13<sup>th</sup> November 2023, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, matters, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to issue the terms of appointment letter as per the Companies Act, 2013 and the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time".

5. **Re-appointment of Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013;**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206), who was appointed as an Independent Director of the Company for a period of five years up to the conclusion of 32<sup>nd</sup> Annual General Meeting by the Shareholders at 27<sup>th</sup> Annual general meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Companies Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from 18<sup>th</sup> September, 2019 up to 17<sup>th</sup> September, 2024.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, matters, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to issue the terms of appointment letter as per the Companies Act, 2013 and the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time”.

**6. Re-appointment of Dr. Syed Mohammed Ilyas (DIN: 03542011) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013;**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Dr. Syed Mohammed Ilyas (DIN: 03542011), who was appointed as an Independent Director of the Company for a period of five years up to the conclusion of 32<sup>nd</sup> Annual General Meeting by the Shareholders at 27<sup>th</sup> Annual general meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Companies Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from 18<sup>th</sup> September, 2019 up to 17<sup>th</sup> September, 2024.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, matters, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to issue the terms of appointment letter as per the Companies Act, 2013 and the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time”.

**7. Re-appointment of Mr. Purushotam Kalakala (DIN: 01540645) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013;**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Purushotam Kalakala (DIN: 01540645), who was appointed as an Independent Director of the Company for a period of five years up to the conclusion of 32<sup>nd</sup> Annual General Meeting by the Shareholders at 27<sup>th</sup> Annual general meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Companies Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from 18<sup>th</sup> September, 2019 up to 17<sup>th</sup> September, 2024.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, matters, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to issue the terms of appointment letter as per the Companies Act, 2013 and the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time”.

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

Date: 13.08.2019  
Place: Secunderabad

Sd/-  
**V.R.S.Murti**  
Company Secretary

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item nos. 4 to 7 set out above and the relevant details of the Directors seeking re-appointment/appointment at this Annual General Meeting in respect of business under item nos. 3 and 4 as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.

**2. 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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **16<sup>th</sup> September 2019 to 17<sup>th</sup> September 2019 (both days inclusive)**.

4. The requirement to place the matter relating to appointment of statutory auditors for ratification by members at every Annual General Meeting is omitted vide notification dated 7<sup>th</sup> May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of Statutory Auditors who were appointed for a period of five years

at the 30<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2017, is not proposed at this Annual General Meeting.

5. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no.SH-13, to the RTA of the company. Further, members desirous cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the company. These forms will be made available on request.

6. Shareholders who have not claimed their dividend for the years 2011-12 are requested to claim before the due date otherwise the same has been transfer to the Investor Education and Protection Fund Pursuant to Section 124 and 125 of the Companies Act, 2013. The Company has uploaded the details of the unpaid and unclaimed dividend amounts of the previous years' on the website of the Company ([www.kaveriseeds.in](http://www.kaveriseeds.in)) and also on the website of Ministry of Corporate Affairs. The unpaid/unclaimed dividend for the year 2011-12 will be transferred to the Investor Education and Protection Fund of the Central Government on the due date. The shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124(6) of the Companies Act, 2013, and the applicable rules. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

7. Pursuant to the provisions of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed dividend amounts lying with the Company as on date, at the website of the Company ([www.kaveriseeds.in](http://www.kaveriseeds.in)) and also on the website of Ministry of Corporate Affairs.

8. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection fund (IEPF) are given below:

Sl. No.	Dividend for the financial year	Date of Declaration	Due date for transfer to the IEPF Authority
1	Dividend Account 2011-12	25.09.2012	31.10.2019
2	Interim Dividend 2012-13	14.02.2013	22.03.2020
3	Final Dividend 2012-13	24.09.2013	30.10.2020
4	Interim Dividend 2013-14	04.02.2014	12.03.2021
5	Final Dividend 2013-14	18.09.2014	24.10.2021
6	1 <sup>st</sup> Interim Dividend 2014-15	21.10.2014	26.11.2021
7	2 <sup>nd</sup> Interim Dividend 2014-15	03.02.2015	11.03.2022
8	Final Dividend 2014-15	29.09.2015	04.11.2022
9	Interim Dividend 2015-16	13.08.2015	18.09.2022
10	Interim Dividend 2017-18	08.08.2017	13.09.2024
11	Interim Dividend 2018-19	14.11.2018	19.12.2025

The Shareholders who have not encashed the aforesaid dividend are requested to make their claim to the Secretarial Department, Kaveri Seed Company Ltd., 513 B, 5<sup>th</sup> Floor, Minerva Complex, S.D.Road, Secunderabad - 500003, Telangana State, India, email: cs@kaveriseeds.in.

9. The annual report for the financial year 2018-19 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 2018-19, free of cost, upon sending a request to the Company Secretary at 513-B, 5<sup>th</sup> Floor, Minerva Complex, S.D. Road, Secunderabad - 500 003.
10. 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.
11. 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.
12. 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.
13. 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, 5<sup>th</sup> Floor, Minerva Complex, S.D. Road, Secunderabad - 500 003.
14. 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.

15. Brief resume of Director(s) of those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock Exchanges, are provided in separate sheet forming part of this notice.
16. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. Accordingly, members holding securities in physical form were separately communicated by the RTA vide four letters sent on 27.06.2018, 03.08.2018, 07.09.2018 and 16.10.2018 at their registered address. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
17. 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., 10<sup>th</sup> September 2019, 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 14<sup>th</sup> day of September 2019 at 9.00 A.M. and ends on Monday the 16<sup>th</sup> day of September 2019 at 5.00 P.M.** The detailed instructions for E-voting are given as a separate attachment to this notice.
18. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM are annexed hereto.

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

Date: 13.08.2019  
Place: Secunderabad

Sd/-  
**V.R.S.Murti**  
Company Secretary



# EXPLANATORY STATEMENT

## Pursuant to Section 102(1) of the Companies Act, 2013

### Item No.4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on November 14, 2018 appointed Dr. Bhaskar Venkataramany, IAS (Rtd.) (DIN: 03558571) as an Additional Director categorized as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 14<sup>th</sup> November 2018 to 13<sup>th</sup> November 2023, subject to approval of the members. Pursuant to the provisions of Section 161(1) of the Act and Article 112 of the Articles of Association of the Company Dr. Bhaskar Venkataramany (IAS, Rtd.) shall hold office up to the date of this AGM and is eligible to be appointed as Director. The Company has received in writing a notice under section 160(1) of the Companies Act, 2013 from a member of the company proposing his candidature for the office of Director.

The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Dr. Bhaskar Venkataramany (IAS, Rtd.) to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Bhaskar Venkataramany fulfills the conditions specified in the Companies Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered office of the company during the normal business hours on any working day and will also be kept open at the venue of the AGM.

The Resolution set out at Item No.4 of the Notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Dr. Bhaskar Venkataramany (IAS Rtd.) as an Independent Director of the Company.

#### Brief Profile of Dr. Bhaskar Venkataramany (IAS Retired)

Dr. Bhaskar Venkataramany retired from the Indian Administrative Service (IAS) with International, National and State level experience of issues relating to Finance, Taxation, Regulation and Governance.

He has worked as the Chairman of Andhra Pradesh Electricity Regulatory Commission. Prior to that assignment, he worked as the Special Chief Secretary Finance to the Government of Andhra Pradesh. He has earlier worked in the International Monetary Fund (IMF) at Washington DC; in the Ministry of Finance and in the Ministry of Commerce and Industry in the Government of India at

New Delhi and in the Thirteenth Finance Commission at New Delhi. He has worked as Collector and District Magistrate of Anantapur and Visakhapatnam Districts in Andhra Pradesh. Prior to joining the IAS, he also worked in the management cadre of the State Bank of India specializing in credit to industries.

Dr. Bhaskar Venkataramany, obtained his PhD in Economics from the University of Hyderabad. He obtained his Masters in Public Administration from Harvard University and Masters in Science from St. Stephen's College Delhi. He is also a Certificated Associate of the Indian Institute of Bankers Mumbai.

He is not a Director of any other companies/ bodies corporates.

He is not holding any equity shares of the Company and he is not related to any Director of the Company.

Except Dr. Bhaskar Venkataramany, none of the Directors and key managerial personnel of the Company or their relatives are in anyway concerned or interested, in the Resolution set out at Item No. 4 of this notice.

Your Directors recommend the resolution for your approval.

### Item No.5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. S.Raghuvardhan Reddy (DIN: 01992206) as Independent Director for a second consecutive term of five years from 18<sup>th</sup> September, 2019 to 17<sup>th</sup> September, 2024 not liable to retire by rotation. Dr. S.Raghuvardhan Reddy was appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting of the Company and holds office up to 17<sup>th</sup> September 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Nomination & Remuneration Committee and the Board evaluated the performance of Dr. S.Raghuvardhan Reddy, rated him satisfactory on all parameters and recommended his re-appointment, would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company.

Brief Profile of Dr. S.Raghuvardhan Reddy.

Dr. S.Raghuvardhan Reddy is a Ph.D (Agriculture) and Ex-Vice-Chancellor of Acharya N.G.Ranga Agricultural University having vast experience in the Agriculture & Research activities. He has held several eminent professional positions including that Vice Chancellor of ANGRAU. He is also affiliating as Chairman, Agri Biotech Foundation, a non-governmental organization. He has been awarded several gold medals including "Jawaharlal Nehru Birth Centenary Award" for significant and life time contribution to the development of Science and Technology specially in Agricultural Sciences.

Dr. S.Raghuvardhan Reddy does not hold any shares of the Company and he not related to any other Directors/KMPs of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Dr. S.Raghuvardhan Reddy as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Dr. S.Raghuvardhan Reddy, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

## Item No.6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Syed Mohammed Ilyas (DIN: 03542011) as Independent Director for a second consecutive term of five years from 18<sup>th</sup> September, 2019 to 17<sup>th</sup> September, 2024 not liable to retire by rotation. Dr. Syed Mohammed Ilyas was appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting of the Company and holds office up to 17<sup>th</sup> September 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Nomination & Remuneration Committee and the Board evaluated the performance of Dr. Syed Mohammed Ilyas, rated him satisfactory on all parameters and recommended his re-appointment, would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company.

Brief Profile of Dr. Syed Mohammed Ilyas.

Dr. Syed Mohammed Ilyas is an M.Sc., Agricultural Engineering from Indian Agricultural Research Institute, New Delhi and D.Sc. Agricultural Engineering from University of Novi Sad (Yugoslavia). He was retired as a Director of National Academy of Agricultural Research Management (NAARM), Hyderabad and he was been reemployed as Project Director (Distance Education) National Institute of Rural Development (NIRD), Hyderabad. He has having vast experience in the Agriculture & Research and research management and other International Assignments. He has held several eminent professional positions including that Vice Chancellor of Narendra Deva University of Agriculture and Technology, Faizabad (U.P). Dr. Ilyas had international assignment for four years as Director Agro Asian Rural Development Organization. Dr. Ilyas has been awarded gold medal from "Indian Society of Agricultural Engineers Award" & "Institution of Engineers (I) in 1997 & 2002" "Fellowship and Commendation Medal for Outstanding Contribution by the Indian Society of Agricultural Engineers (ISAE)".

Dr. Syed Mohammed Ilyas does not hold any shares of the Company and he not related to any other Directors/KMPs of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Dr. Syed Mohammed Ilyas as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Dr. Syed Mohammed Ilyas, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members.



## Item No.7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Purushotam Kalakala (DIN: 01540645) as Independent Director for a second consecutive term of five years from 18<sup>th</sup> September, 2019 to 17<sup>th</sup> September, 2024 not liable to retire by rotation. Mr. Purushotam Kalakala was appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting of the Company and holds office up to 17<sup>th</sup> September 2019. The Company has in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Purushotam Kalakala, rated him satisfactory on all parameters and recommended his re-appointment, would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company.

Brief Profile of Mr. Purushotam Kalakala.

Mr. Purushotam Kalakala is a B.Sc., (Agricultural) from A.P. Agricultural University and passed Banking examinations

(CAIIB Part I) conducted by the Institute of bankers, Mumbai, retired as General Manager in the top executive cadre of Indian Overseas Bank (IOB). He has held several eminent professional positions including that General Manager of IOB and having vast experience of 36 years in the Banking Sector. He was deputed by IOB to Bradford University, London for specialized Programme on Agricultural Development.

Mr. Purushotam Kalakala does not hold any shares of the Company and he not related to any other Directors/KMPs of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Purushotam Kalakala as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Purushotam Kalakala, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members.

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

Date: 13.08.2019  
Place: Secunderabad

Sd/-  
**V.R.S.Murti**  
Company Secretary

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting;**

<b>Name of the Director</b>	<b>Dr. G.Pawan</b>	<b>Dr. V.Bhaskar</b>	<b>Dr. S.Raghuvardhan Reddy</b>	<b>Dr. S.M.Ilyas</b>	<b>Mr. K.Purushotham</b>
<b>DIN No.</b>	00768751	03558571	01992206	03542011	01540645
<b>Date of Birth</b>	21.08.1979	13.09.1953	09.03.1947	25.07.1947	05.07.1946
<b>Qualifications</b>	MBBS - Doctor of Medicine	IAS & Ph.D in Economics	Ph.D - Agriculture	M.Sc., Agriculture	B.Sc., Agriculture
<b>Type of appointment</b>	Non-Executive Director - retire by rotation	Independent Director	Independent Director	Independent Director	Independent Director
<b>Date of Appointment/ Reappointment</b>	18.09.2006	14.11.2018	18.09.2014	18.09.2014	18.09.2014
<b>Areas of Specialization</b>	Medical Practice and Senior Oncologist based at USA.	IAS with International, National and State level experience of issues relating to Finance, Taxation, Regulation and Governance.	Vast experience in Agriculture and Research activities	Vast experience in Agriculture and Research activities and other International assignments.	Wide experience in Banking and Financial markets
<b>No. of Shares Held in the Company</b>	23,19,505	0	0	0	0
<b>Directorship held in outside Public Limited Companies</b>	Nil	Nil	Nil	Nil	Nil
<b>Chairman/member of the Committee of the Board of Directors of this Company</b>	Nil	Audit Committee - Member	Audit Committee - Member Nomination and Remuneration Committee - Member Shareholders Relationship Committee - Chairman CSR Committee - Member Risk Management Committee - Chairman	Nil	Audit Committee - Chairman Nomination and Remuneration Committee - Chairman
<b>The number of meetings of the Board attended during the year</b>	2	2	5	4	3
<b>Chairman/member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil	Nil	Nil	Nil
<b>Relation with Key Managerial Personnel and Directors</b>	Promoter Group and related with promoter	Nil	Nil	Nil	Nil





kaveri seeds®

**kaveri seed company limited**

CIN: L01120TG1986PLC006728

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

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

**32nd Annual General Meeting – Tuesday, 17th day of September, 2019.**

## ATTENDANCE SLIP

Folio No./Client Id: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name and address of

First/Sole Shareholder: \_\_\_\_\_

I, hereby record my presence at the 32nd Annual General Meeting of the Company to be held on Tuesday the 17th day of September 2019 at 3.00 P.M. at the FTCCI 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.





kaveri seeds®

**kaveri seed company limited**

CIN: L01120TG1986PLC006728

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

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

**32nd Annual General Meeting - Tuesday, 17th day of September, 2019.**

**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

A. 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 32nd Annual General Meeting of the Company to be held on **Tuesday the 17th day of September 2019 at 3.00 P.M** at the FTCCI 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. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2019 along with the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares of the Company for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Dr. G. Pawan (DIN: 00768751) who retires by rotation and being eligible offers himself for reappointment.

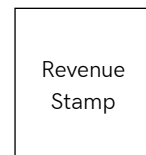
**Special Business:**

4. Appointment of Dr. Bhaskar Venkataramany (IAS Retired) (DIN: 03558571) as an Independent Director.
5. Re-appointment of Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.
6. Re-appointment of Dr. Syed Mohammed Ilyas (DIN: 03542011) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.
7. Re-appointment of Mr. Purushotam Kalakala (DIN: 01540645) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxyholder(s) \_\_\_\_\_

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2019



**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.