

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE:

1. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote through postal ballot by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The E-voting facility is available at the link:

Electronic Voting Sequence Number (EVSN)	Commencement of E-Voting	End of E-Voting
180612007	19 th June, 2018 (9.00 AM)	18 th July, 2018 (5.00 PM)

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

(I) Instructions for e-voting

- Shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company

- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form) in the PAN Field.In case the serial 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c) above.
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- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in Physical form will then directly reach the Company selection screen.
- i) 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.

If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- j) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the relevant EVSN for the “KAVERI SEED COMPANY LIMITED” on which you choose to vote.
- l) On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- m) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Postal Ballot.
- n) 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.
- o) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- r) 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

2. In case of members receiving the Physical copy of Notice of Postal Ballot [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]

- (A) Please follow all steps from (a) to (r) above, to cast vote.
- (B) Non-Individual Shareholders (i.e., other than individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- (C) The voting period begins at 9:00 A.M on 19th June, 2018 and ends at 5:00 P.M. on 18th July, 2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 08th June, 2018 may cast their vote 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.
- (D) 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.

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 8th June, 2018.

4. L.D.Reddy & Co, Company Secretaries in Practice (holding CP No. 3752) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the Postal Ballot process.

5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith and submit to the Chairman of the Company.

6. The result of the Postal ballot will be announced on Thursday, July 19, 2018 at the Registered Office of the Company and intimation to National Stock Exchange of India Limited and BSE Limited where the shares of the company are listed and uploaded on the Company’s website www.kaveriseeds.in and on the website of CDSL www.cdslindia.com



kaveri seed company limited

Regd Office: 513-B, Minerva Complex, 5th Floor, S. D.
Road, Secunderabad, Telangana – 500003, Tel: +91-40-27842398, 27842405 Fax: +91-
40-27811237: Email: cs@kaveriseeds.in Web: www.kaveriseeds.in
CIN: L01120TG1986PLC006728

POSTAL BALLOT FORM

1. Name & Registered Address of the sole / first named shareholder:
2. Name(s) of the Joint Shareholders if any:
3. Registered Folio No. / DP ID No. / Client ID No. :
4. Number of Equity Shares held:

I / We hereby exercise my / our vote in respect of the following Resolution to be passed through postal ballot for the business enumerated below by recording my /our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Shares for which votes cast	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent to the resolution
1.	Special Resolution to consider and approve Buyback of Equity Shares of the Company			
2.	Approval of Kaveri Seed Employee Stock Option Plan 2018 (ESOP Plan 2018)			
3.	Grant of Stock Options to the Employees of Subsidiary companies under ESOP Plan 2018			
4.	Authorisation to form ESOP Trust for Secondary Market Acquisition of Equity Shares of the Company			

Place:
Date:

Signature of the Shareholder(s)

Note: 1) Please read the instructions printed overleaf carefully before exercising your vote.
2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.



kaveri seed company limited

Regd Office: 513-B, Minerva Complex, 5th Floor, S. D.
Road, Secunderabad, Telangana – 500003, Tel: +91-40-27842398, 27842405 Fax: +91-
40-27811237: Email: cs@kaveriseeds.in Web: www.kaveriseeds.in
CIN: L01120TG1986PLC006728

INSTRUCTIONS: VOTING THROUGH POSTAL BALLOT MODE

1. The Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility. The Notice of Postal Ballot is placed on website of the Company viz. www.kaveriseeds.in and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
2. A member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the note No.9 to the Postal Ballot Notice.
4. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form (no other Form or photocopy thereof is permitted to be used for the purpose) and send it so as to reach the Scrutiniser, M/s. L.D.Reddy & Co, Company Secretaries in Practice (holding CP No. 3752) in the enclosed self-addressed postage prepaid envelope not later than **5.00 pm IST on Wednesday July 18, 2018**. If the Postal Ballot Form is received after this date will be strictly treated as if the reply from such member has not been received. Envelope containing Postal ballot Form, if deposited in person or sent by courier at the expense of the member(s) will also be accepted.
5. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his/her absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company / Depository Participant(s). The Postal Ballot Form incomplete in any manner/unsigned/incorrect, whatsoever, shall be liable to be rejected.
6. The vote should be cast in favour of or against by putting tick (✓) mark in the column provide for assent or dissent. Unsigned/incomplete/incorrect ticked Postal Ballot form will be rejected. In the case of shares held by Institutions, Companies, Trusts, Societies etc., the duly completed Postal Ballot form should be accompanied by a certified copy of the board resolution/authorisation together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. The Company has fixed 8th June 2018 as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to Shareholders as on 8th June 2018 the cut-off date/entitlement date.
8. The Voting Rights shall be considered on the paid-up value of shares registered in the name of the members/list of beneficial owners as received from NSDL/CDSL on the cut-off date i.e., Friday, 8th June 2018.
9. In case of any query or clarification, the Shareholders can write to the Company Secretary – Kaveri Seed Company Limited at cs@kaveriseeds.in
10. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. The result of the Postal ballot will be announced on **Thursday, 19th July 2018** (5.00 PM IST) at the Registered Office of the Company and intimation to National Stock Exchange of India Limited and BSE Limited where the shares of the company are listed and uploaded on the Company's website www.kaveriseeds.in and on the website of CDSL www.cdslindia.com