



kaveri seeds®

kaveri seed company limited

CIN: L01120TG1986PLC006728

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NOTICE OF POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

Start Date: Saturday, October 05, 2019

Last Date: Sunday, November 03, 2019

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “**Companies Act**”) read together Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (“**Management Rules**”), and any other laws, applicable provisions if any and regulations applicable from time to time, consent/approval of the shareholders of Kaveri Seed Company Limited (“**Company**”) through postal ballot (“**Postal Ballot**”)/electronic voting (“**e-voting**”) as a **special resolutions**.

1. Buyback of Equity Shares of the Company:

The Board of Directors (“**Board**”) of the Company at its meeting held on September 24, 2019 has, subject to the approval of the shareholders of the Company and such other approvals, permissions and consents as may be necessary and subject to such modifications, alterations and amendments, if any, as may be prescribed by the appropriate authorities, approved buy-back of fully paid-up equity shares of the Company, not exceeding 28,00,000 equity shares from the existing shareholders on a proportionate basis through the “tender offer” method as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“**Buyback Regulations**”), as amended from time to time, at a price not exceeding ₹700/- (Rupees Seven Hundred Only) per equity share payable in cash for a total consideration not exceeding ₹19,600.00 lakhs - (Rupees One Hundred and Ninety Six Crores Only). The outcome of the Board meeting held on September 24, 2019 was disseminated to BSE Limited and National Stock Exchange of India Limited on September 24, 2019 within the prescribed time period. The proposed buyback does not exceed 25% of the aggregate paid-up equity capital and free reserves of the Company as on March 31, 2019.

2. Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director, who will attain the age of 70 (seventy) years on 5th June 2020:

The Board of Directors of the Company at their meeting held on 24th September 2019 has, subject to the approval of members of the Company by way of special resolution, approved the continuation of holding of office of Mr. G.V.Bhaskar Rao (DIN 00892232), Chairman and Managing Director, who will attain the age of 70 (Seventy) years on 5th June 2020 and up to the end of his remaining term of office under the provisions of section 196(3) of the Companies Act, 2013.

Pursuant to Section 68(2) (b) of the Companies Act and Regulation 5(i) (b) of the Buyback Regulations and other applicable legal provisions, it is mandatory to obtain the approval of the shareholders of the Company by way of a special resolution for the proposed buy-back of equity shares. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules and applicable provisions of the Buyback Regulations, the approval of the shareholders is required to be obtained for the buyback by means of a postal ballot. Accordingly, the Company is seeking your approval for the aforesaid proposal as contained in the resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and Regulation 5(iv) read along with Schedule I of the Buyback Regulations and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons therefore, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (“**Postal Ballot Form**”) for your consideration.

We are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical postal ballot form in terms of provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the “SEBI Listing Regulations”). Please carefully read and follow the instructions on e-voting printed in this notice. The Company has engaged Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility/services to its members.

The Board of Directors of the Company in its meeting held on Tuesday September 24, 2019 has appointed Mr. L D Reddy, Practising Company Secretary, (Membership No. 13104, C.P No 3752), as Scrutinizer for conducting the Postal Ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The shareholders are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said form duly completed in the attached self-addressed postage pre-paid envelope, not later than close of working hours (i.e., 05:00 p.m. (IST)) on Sunday, November 03, 2019. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.

The e-voting facility is also provided to all the shareholders to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Shareholders are requested to follow the procedure as stated at the reverse of the Postal Ballot Form for casting of votes by e-voting. Shareholders of the Company will have both the options of voting i.e., by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, shareholders of the Company can opt for only one of the modes of voting i.e., either through Postal Ballot Form or e-voting. If you are opting for e-voting, then you are requested not to vote through Postal Ballot Form and vice versa. In case, a shareholder votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid. The e-voting module commences at 9.00 a.m. (IST) on Saturday, October 05, 2019 and will be disabled after 5:00 p.m. (IST) on Sunday, November 03, 2019 (both days inclusive) for voting by the shareholders.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot including e-voting in a fair and transparent manner. The results of the voting by postal ballot will be announced on or before Tuesday, November 05, 2019 and will be placed on the website of the Company at <http://www.kaveriseeds.in/> for information of shareholders besides being communicated to BSE Limited and National Stock Exchange of India Limited, the stock exchanges on which the shares of the Company are listed. The last date specified by the Company for receipt of duly completed Postal Ballot Forms and e-voting i.e., Sunday, November 03, 2019 will be taken as the date on which the resolution would be deemed to have passed, if approved by the requisite majority.

SPECIAL RESOLUTIONS:

Item No. 1. Approval of Buy-back of Equity Shares of the Company through Tender Offer route

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

“RESOLVED THAT in accordance with Article 75 of the Articles of Association of Kaveri Seed Company Limited (**“Company”**) and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014 (**“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 (**“Management Rules”**), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (**“Buyback Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Obligations”**) including any amendments and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Hyderabad, Telangana (**“RoC”**) and/ or other appropriate authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of ₹ 2/- (Rupees Two only) each up to 28,00,000 (Twenty Lakhs Only) equity shares (representing 4.44% of the total issued and paid-up equity share capital of the company) at price of ₹ 700/- per equity share (from the equity shareholders of the Company, as on record date (**“Record Date”**), payable in cash for an amount not exceeding ₹19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only), being 20.01% and 20.14% of the total paid-up equity capital and free reserves of the Company as on March 31, 2019 based on Standalone and Consolidated financials respectively, excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to the Securities and Exchange Board of India (**“SEBI”**), transaction costs viz. brokerage, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, Buyback tax and other related and incidental expenses (hereinafter referred to as the **“Buyback Offer Size”**), being less than 25% (Twenty five per cent.) of the total paid-up equity capital and free reserves of the Company as per the latest audited balance sheet as on March 31, 2019 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on such date, or any other date as may be decided by the Board to be the record date, the **“Record Date”**) through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback”**).”

RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit, subject to members’ approval by way of postal ballot.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through BSE Limited (**“BSE”**) and/or the National Stock Exchange of India Limited (**“NSE”**) (BSE and NSE collectively referred to as the **“Stock Exchanges”**)” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereto.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buy back Equity Shares from the members on a proportionate basis under the tender offer route, provided that 15% (Fifteen per cent.) of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (**“Small Shareholders”**) as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

RESOLVED FURTHER THAT the members of the Company will be eligible to participate in the Buyback including the promoters of the Company who hold Equity Shares as of the Record Date.

RESOLVED FURTHER THAT the Company shall not buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be subject to such approvals, if

and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, Income Tax Act, 1961 and rules and regulations framed there under, as amended if any.

RESOLVED FURTHER THAT the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (the "Listing Regulations")

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

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback and the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalents (and not from any borrowed funds) and/ or internal; accruals of the Company and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolution and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback like record date, Buyback price, entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback, appointment of intermediaries/ agencies, as may be required, for the implementation of the Buyback, preparation, signing and filing of the public announcement, the draft letter of offer, letter of offer with SEBI, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, stock exchanges, RoC, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board (which expression includes a Buyback Committee constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and "certificate of extinguishment" required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, RoC, depositories and/ or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No.2. Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director, who will attain the age of 70 (seventy) years on 5th June 2020

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

"**RESOLVED** that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to the continuation of holding of office of Mr. G.V.Bhaskar Rao (DIN 00892232), Chairman and Managing Director, who will attain the age of 70 (Seventy) years on 5th June 2020 and up to the end of his remaining term of office, on the existing terms and conditions of his appointment as Chairman and Managing Director."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the board to secure any further consent or approval of the members of the company for the purpose of giving effect to this resolution ."

Registered Office:
513-B, 5th Floor,
Minerva Complex,
S D Road,
Secundrabad-500 003, India
CIN: L01120TG1986PLC006728
Email id: cs@kaveriseeds.in

By order of the Board
For **kaveri seed company limited**

Sd/-
V R S Murti
Company Secretary
CS Membership No.ACS3566

Place: Hyderabad
Date: September 24, 2019

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out material facts in respect of Special Resolution to be passed through postal ballot/e-voting is annexed hereto along with Postal Ballot Form for your consideration. It also contains all the disclosures as specified in Schedule I Regulation 5(iv)(b) of SEBI (Buyback of Securities) Regulations, 2018.
2. The Notice is being sent to such members whose names appear on Friday, September 27, 2019 in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) those members holding physical shares, whose details are received from the registrar and share transfer agent.
3. Members who have registered their e-mail IDs with depositories / with the Company/ with registrar and share transfer agent are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive Notice along with the Postal Ballot Form by Registered Post or any other prescribed mode.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@kaveriseeds.in. The registrar and share transfer agent/Company shall forward the same along with self-addressed postage-prepaid business reply envelope to the Member.
5. The Company has appointed Mr. L D Reddy, Practicing Company Secretary (Certificate of Practice No. 3752) as Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot including e-voting in a fair and transparent manner. The results of the voting by postal ballot will be announced on or before Tuesday, November 05, 2019 and will be placed on the website of the Company at www.kaveriseeds.in for information of shareholders besides being communicated to BSE Limited and National Stock Exchange of India Limited, the stock exchanges on which the shares of the Company are listed.
6. Shareholders desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form duly completed, in all respects and signed in the enclosed self-addressed postage pre-paid envelope/ business reply envelope to the Scrutiniser. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent in person, by courier or registered/speed post at the expense of the shareholders will also be accepted.
7. The Postal Ballot Form should be completed and signed by the shareholder.
8. In case of any grievance / clarification in connection with the postal ballot including e-voting, Members may contact CDSL by e-mail at evoting@cdslindia.com or the Company Secretary at the contact details given hereinabove or at cs@kaveriseeds.in
9. The Notice and Postal Ballot Form are also placed on the website of the Company, www.kaveriseeds.in and website of CDSL www.evoting.cdsl.com.
10. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 27, 2019 being the cut-off date. A person whose name does not appear in the Register of Members/ list of Beneficial Owners as on Friday, September 27, 2019 (i.e., the cut-off date) shall treat this notice for information purposes only.
11. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:
Commencement of voting : From 09.00 a.m. (IST) on Saturday, October 05, 2019
End of voting : At 5.00 p.m. (IST) on Sunday, November 03, 2019 (both days inclusive)
(The facility for voting through electronic means will be disabled for voting by CDSL upon expiry of the aforesaid voting period)
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
13. Votes will be considered invalid on the following grounds:
 - if the shareholder's signature does not tally.
 - if the shareholder has marked all his shares both in favour and also against the resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the Postal Ballot Form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - if any direction given by competent authority in writing to the Company to freeze the voting rights of the shareholder.
14. Name, Designation, Address, E-mail ID and Phone Number of person responsible to address grievances connected with e-voting
Name : V R S Murti
Designation : Company Secretary
Address : 513-B, 5th Floor, Minerva Complex, SD Road, Secunderabad – 500003, Telangana
Tel : +91 40 - 27842398
Email id : cs@kaveriseeds.in

15. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 110 and other applicable provisions of the Act read with the related rules including the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post..

16. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE:

1. Voting through electronic means (e-voting)

In compliance with Regulation 44 of Listing Regulations and Section 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of Bigshare Services Pvt. Limited for the purpose of providing e-voting facility to all its Members.

A. Instructions for E-Voting:

The E-voting facility is available at the link:

<i>Electronic Voting Sequence Number (EVSN)</i>	Commencement of E-Voting	End of E-Voting
191001007	5th October 2019 (9.00 AM)	3rd November, 2019 (5.00 PM)

The instructions for e-voting are as under:

- 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 BankDetails OR Date of Birth (DOB)	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.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.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in Physical form will then directly reach the Company selection screen.
- 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.
- For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN for the "KAVERI SEED COMPANY LIMITED" on which you choose to vote.
- 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.
- 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) 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.
- r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s) **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.
- t) 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.

B. 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 (t) 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 05th October 2019 and ends at 5:00 P.M. on 3rd November 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 27th September 2019 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.
2. 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 27th September 2019.
 3. M/s. 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.
 4. 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.
 5. The result of the Postal ballot will be announced on or before Tuesday the 05th November 2019 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

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1.

Approval of Buy-back of Equity Shares of the Company through Tender Offer route

With an objective of enhancing overall shareholder value, optimizing returns to shareholders and optimizing the capital structure of the Company through return of surplus cash the Board at its meeting held on September 24, 2019 has approved and recommended the proposal of buyback of Equity Shares as contained in the Resolution in the Notice for a total consideration not exceeding ₹19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only). The Buyback is proposed with an objective of rewarding the shareholders of the Company through return of surplus cash. As per the relevant and other applicable provisions of the Act and Buyback Regulations, this Explanatory Statement contains relevant and material information to enable the members holding Equity Shares of the Company to consider and approve the Special Resolution for the Buyback of the Company's Equity Shares.

Since the Buy-back is more than 10% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the members of the Company by way of a Special Resolution, for the Buy-back. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Rules, the consent of the members of the Company for the Buy-back is required to be obtained by means of Postal Ballot (including e-voting). Accordingly, the Company is seeking your consent for the aforesaid proposal as stated in the resolution.

The requisite details with respect to the Buyback are set out below:

a) Necessity for the Buy Back

The Board at its meeting held on September 24, 2019, subject to consent of members, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts as on March 31, 2019 and considering these, the Board decided to allocate a sum of Rs.19,600.00 lakhs (Rupees One Hundred Ninety Six Crores only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, buyback tax, goods and service tax, stamp duty, etc. for distributing to the members holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 28,00,000 (Twenty Eight lakhs only) Equity Shares (representing 4.44% of the total number of Equity Shares in the paid-up share capital of the Company) at a price of ₹ 700/- (Rupees Seven Hundred only). Buyback is a more efficient form of distributing surplus cash to the shareholders holding Equity Shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buyback, broadly in proportion to their shareholding, thereby enhancing the overall return to the members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(1)(n) of the Buyback Regulations 2018;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment.
- v. Optimizes the capital structure.

(b) Maximum amount required under the Buyback, its percentage of the total paid-up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be ₹19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only) excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to SEBI, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses being 20.01% and 20.14% of the standalone and Consolidated financial statements as on March 31, 2019.

The Buyback would be financed out of securities premium account and other free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

The Company confirms that as required under Section 68(2)(d) of the Companies Act read along with Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback. The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

(c) Maximum price at which the shares are proposed to be bought back and basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price not exceeding ₹700/- (Rupees Seven Hundred Only) per Equity Share ("**Buyback Price**"). The Buyback Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE collectively referred to as "**Stock Exchanges**") where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Price of ₹700/- (Rupees Seven Hundred Only) per Equity Share represents a premium of 53.24% and 50.72% over the volume weighted average price of the Equity Shares on BSE and on the NSE respectively for three (3) months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and 44.34% and 41.71% over the volume weighted average price of the Equity Shares on the BSE and on the NSE, respectively for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

(d) Maximum Number of shares that the Company proposes to buyback

The Company proposes to Buyback fully paid-up Equity Shares for a consideration not exceeding ₹19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only) at the Buyback Price of ₹700/- (Rupees Seven Hundred Only) per Equity Share. Considering the Buyback Offer size and the Buyback Price, the resultant shares to be bought back shall be 28,00,000 (Twenty Eight Lakhs Only) Equity Shares. However, if the Board determines a different price, within the Buyback Price of ₹ 700/- (Rupees Seven Hundred Only) per Equity Share, at which the Buy-back will be made, at the time of public announcement, the maximum buy-back shares shall be adjusted accordingly.

(e) Time limit for completion of the Buyback The Buyback is proposed to be completed within twelve (12) months of the date of special resolution approving the proposed Buyback.

f) Method to be adopted for Buy-back

The buy-back shall be on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations to the extent permissible, as prescribed under the "Mechanism for acquisition window of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as may be amended from time to time and other relevant rules and regulations. The Buyback will be implemented in accordance with the Act and Share Capital Rules, made thereunder to the extent applicable, and the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.

In due course, a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback .

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

- (a) Reserved category for small shareholders; and
- (b) The General category for all other shareholders.

As defined in the Buy-back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date is not more than ₹ 2,00,000 (Rupees Two Lakh only). In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back.

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

Shareholders' participation in Buyback will be voluntary. Members holding Equity Shares of the Company may also accept a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

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

g) Compliance with Section 68(2) (c) of the Act

The aggregate paid-up share capital and free reserves for the year ended March 31, 2019 is Rs. 97,944.02 Lakhs and Rs.97,336.38 Lakhs on standalone and consolidated basis respectively. Under provisions of the Companies Act, the funds to be deployed for the Buyback cannot exceed 25% of the total paid-up capital and free reserves of the Company i.e., Rs.24,486.01 lakhs and Rs.24,334.10 lakhs based on standalone and consolidated basis. The aggregate amount proposed to be utilized for the Buyback, is approximately Rs.19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only) and is, therefore, within the limit of 25% of the Company's total paid-up equity capital and free reserves as per the audited Balance Sheet as at March 31, 2019. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to Buyback up to 28,00,000 equity shares, the same is within the aforesaid 25% limit.

h) The aggregate shareholding of the Promoters, Promoters Group and Key Managerial Personnel of the Company as on the date of this Notice:

Sr. No	Name of Promoter	No. of Equity Shares held	Percentage of Issued Equity Share Capital
1	Gundavaram Venkata Bhaskar Rao	55,76,416	8.83
2	Venkata Bhaskar Rao Gundavaram (HUF)	1,03,91,682	16.46
3	Vanaja Devi Gundaaram	1,45,83,618	23.10
4	Pawan Gundavaram	23,19,505	3.68
5	Vamsheedhar Chennamaneni	10,16,295	1.61
6	Mithun Chand Chennamaneni	8,92,205	1.41
	Total	3,47,79,721	55.09
Name of KMPs			
1.	K V Chalapathi Reddy	12,000	0.02

- i) **Aggregate number of equity shares purchased or sold by persons including persons mentioned in (h) above from a period of six months preceding September 24, 2019, being the date of Board Meeting at which the buyback was approved till the date of this notice:**

No equity shares of the Company were either purchased or sold by any of the persons mentioned in clause (h) above during the period of six months preceding September 24, 2019, being the date of the board meeting at which the Buyback was approved till the date of this notice.

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

In terms of the Buyback Regulations, under the Tender Offer, the Promoters and Promoter Group being in control of the Company, have an option to participate in the Buyback. The Promoters and Promoter Group have expressed their intention vide letters dated September 24, 2019 to participate in the Buyback.

In this regard, Promoters and members of Promoter Group as listed herein below have expressed their intension to tender upto following number of shares in the Buy-back:-

Sr. No	Name of Promoter	Maximum number of shares Intended to Tender
1	Venkata Bhaskar Rao Gundavaram (HUF)	448,178
2	Gundavaram Venkata Bhaskar Rao	240,502
3	Vanaja Devi Gundaaram	628,970
4	Pawan Gundavaram	100,040
5	Vamsheedhar Chennamaneni	43,831
6	Mithun Chand Chennamaneni	38,479
	Total	15,00,000

Further details of date and price of acquisition(s) of Equity Shares that the Promoters and Promoter Group intend to tender are as under:-

PROMOTER AND PROMOTER GROUP

Venkata Bhaskar Rao Gundavaram (HUF)

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
26.07.2006	5,79,000	Purchase	57,90,000	10.00	5,79,000
04.08.2006	5,79,000	Bonus Issue	57,90,000	NA	11,58,000
20.09.2006	11,58,000	Rights Issue	1,15,80,000	10.00	23,16,000
28.01.2013	(67,871)	Market sale	6,78,710	1,402.00	22,48,129
Split of Each equity share of 10 each into Five equity shares of 2 Each					1,12,40,645
03.08.2017	(4,21,627)	Buyback of Shares	8,43,254	675.00	1,08,19,018
12.09.2018	(4,27,336)	Buyback of Shares	8,54,672	675.00	1,03,91,682

Gundavaram Venkata Bhaskar Rao

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10.00	100
26.02.1991	12,400	Allotment	1,24,000	10.00	12,500
29.03.1996	44,000	Allotment	4,40,000	10.00	56,500
27.06.2005	3,90,000	Allotment	39,00,000	10.00	4,46,500
23.06.2006	6,50,000	Allotment	65,00,000	10.00	10,96,500
26.07.2006	1,43,500	Purchase	14,35,000	50.00	12,40,000
29.07.2006	(3,00,000)	Sale	30,00,000	50.00	9,40,000
01.08.2006	(71,000)	Sale	7,10,000	50.00	8,69,000
01.08.2006	(5,79,000)	Sale	57,90,000	10.00	2,90,000
04.08.2006	2,90,000	Bonus	29,00,000	NA	5,80,000
20.09.2006	5,80,000	Rights	58,00,000	10.00	11,60,000
20.09.2006	1,70,400	Acquisition of Agritek	17,04,000	NA	13,30,400
20.09.2006	(82,400)	Gift to C.Vamsheedhar and C.Mithunchand	8,24,000	NA	12,48,000
12.08.2009	45,852	Market Purchase	4,58,520	229.17	12,93,852
22.08.2009	43,401	Market Purchase	4,34,010	214.89	13,37,253
09.09.2009	21,145	Market Purchase	2,11,450	220.80	13,58,398

22.09.2009	48,000	Market Purchase	4,80,000	222.62	14,06,398
26.03.2011	(50,000)	Gift	5,00,000	NA	13,56,398
26.03.2011	(50,000)	Gift	5,00,000	NA	13,06,398
13.07.2012	(50,000)	Gift	5,00,000	NA	12,56,398
13.07.2012	(50,000)	Gift	5,00,000	NA	12,06,398
Split of Each equity share of 10 each into Five equity shares of 2 Each					60,31,990
03.08.2017	(2,26,255)	Buyback of Shares	4,52,510	675.00	58,05,735
12.09.2018	(2,29,319)	Buyback of Shares	4,58,638	675.00	55,76,416

Vanaja Devi Gundavaram

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10.00	100
26.02.1991	8,900	Allotment	89,000	10.00	9,000
29.03.1996	30,000	Allotment	3,00,000	10.00	39,000
27.06.2005	5,95,000	Allotment	59,50,000	10.00	6,34,000
26.07.2006	(97,000)	Sale	9,70,000	50.00	5,37,000
04.08.2006	5,37,000	Bonus issue	53,70,000	NA	10,74,000
20.09.2006	10,74,000	Rights	1,07,40,000	10.00	21,48,000
20.09.2006	74,600	Acquisition of Agritek	7,46,000	NA	22,22,600
Split of Each equity share of 10 each into Five equity shares of 2 Each					1,11,13,000
09.07.2014	(31,62,552)	Market sale	63,25,104	836.15	79,50,448
03.11.2014	73,20,000	Gift	1,46,40,000	NA	1,52,70,448
24.08.2015	4,19,865	Market purchase	8,39,730	426.63	1,56,90,313
26.08.2015	84,737	Market purchase	1,69,474	472.31	1,57,75,050
03.08.2017	(5,91,709)	Buyback of Shares	11,83,418	675.00	1,51,83,341
12.09.2018	(5,99,723)	Buyback of Shares	11,99,446	675.00	1,45,83,618

Pawan Gundavaram

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
26.02.1991	2,000	Allotment	20,000	10.00	2,000
29.03.1996	12,500	Allotment	1,25,000	10.00	14,500
27.06.2005	99,000	Allotment	9,90,000	10.00	1,13,500
26.07.2006	(14,500)	Sale	1,45,000	50.00	99,000
04.08.2006	99,000	Bonus issue	9,90,000	NA	1,98,000
20.09.2006	1,98,000	Rights	19,80,000	10.00	3,96,000
20.09.2006	1,05,800	Acquisition of Agritek	10,58,000	NA	5,01,800
Split of Each equity share of 10 each into Five equity shares of 2 Each					25,09,000
03.08.2017	(94,110)	Buyback of Shares	1,88,220	675.00	24,14,890
12.09.2018	(95,385)	Buyback of Shares	1,90,770	675.00	23,19,505

Vamsheedhar Chennamaneni

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
20.09.2006	77,600	Acquisition of Agritek	7,76,000	NA	77,600
20.09.2009	22,400	Gift from Gundavaram Venkata Bhaskar Rao	2,24,000	NA	1,00,000
03.05.2010	2,060	Off Market Purchase	20,600	300.00	1,02,060
02.04.2011	44,135	Market Purchase	4,41,350	386.60	1,46,195
26.07.2011	6,000	Off Market Purchase	60,000	330.00	1,52,195
26.03.2011	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	2,02,195
13.10.2011	57,138	Market Purchase	5,71,380	440.72	2,59,333
13.07.2012	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	3,09,333

07.03.2013	5,000	Market Purchase	50,000	1,355.00	3,14,333
22.07.2013	(39,682)	Market sale	3,9,6820	1,590.00	2,74,651
Split of Each equity share of 10 each into Five equity shares of 2 Each					13,73,255
10.06.2014	(50,000)	Market sale	1,00,000	658.93	13,23,255
23.06.2015	(2,23,935)	Market sale	4,47,870	806.70	10,99,320
03.08.2017	(41,233)	Buyback of Shares	82,466	675.00	10,58,087
12.09.2018	(41,792)	Buyback of Shares	83,584	675.00	10,16,295

Mithunchand Chennamaneni

Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer	Cumulative No. Shares
26.07.2006	4,000	Gift received from Raghupathi Rao Rangineni	40,000	NA	4,000
04.08.2006	4,000	Bonus	40,000	NA	8,000
20.09.2006	8,000	Rights	80,000	10.00	16,000
20.09.2006	60,000	Gift received from Gundavaram Venkata Bhaskar Rao	6,00,000	NA	76,000
10.12.2009	3,000	Market Purchase	30,000	211.31	79,000
03.05.2010	1,175	Market purchase	11,750	300.00	80,175
02.04.2011	22,614	Market purchase	2,26,140	333.57	1,02,789
26.07.2011	6,500	Market purchase	65,000	330.00	1,09,289
13.10.2011	5,200	Market purchase	52,000	479.00	1,14,489
26.03.2011	50,000	Gift from Gundavaram Venkata Bhaskar Rao	5,00,000	NA	1,64,489
19.01.2012	60,000	Market purchase	6,00,000	474.00	2,24,489
13.07.2012	50,000	Gift from Gundavaram Venkata Bhaskar Rao	5,00,000	NA	2,74,489
28.01.2013	70,800	Market purchase	7,08,000	1402.00	3,45,289
07.03.2013	(2,512)	Market sale	25,120	1295.00	3,42,777
28.03.2013	(1,553)	Market sale	15,530	1198.00	3,41,224
02.08.2013	(22,245)	Market sale	2,22,450	1534.64	3,18,979
Split of Each equity share of 10 each into Five equity shares of 2 Each					15,94,895
10.06.2014	(6,66,000)	Market sale	13,32,000	654.00	9,28,895
12.09.2018	(36,690)	Buyback of Shares	73,380	675.00	8,92,205

k) No Defaults:

The Company confirms that there are no defaults made or subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of term loans/interest payable thereon to any financial institution or Banks.

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

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

- immediately following the date of the meeting of the Board convened for approving the Buyback i.e., September 24, 2019 ("Board Meeting") and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e., September 24, 2019 and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one (1) year from the date of the Board Meeting and also from the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting);

- (c) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent notified and in force).

m) Report addressed to the Board of Directors by the Company's Auditors

The text of the Report dated September 24, 2019 received from **M.BHASKAR RAO & CO**, Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

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

Dear Sirs/Madam,

Statutory Auditor's report in respect of the proposed Buy-back of equity shares by Kaveri Seed Company Limited ("the Company") in terms of the clause (xi) of Regulation 5(iv)(b) of Schedule I of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated 19 September 2019.
2. The Board of Directors of Kaveri Seed Company Limited have approved a proposed buy-back of equity shares by the Company (subject to the approval of its shareholders) at its meeting held on 24 September 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 and the Buyback Regulations.
3. We have been requested by the management of the Company to provide a report on the accompanying statement of permissible capital payment as at 31 March 2019 ("Annexure A") prepared by the management of the Company, which we have initialed for identification purpose only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68 (2)(c) of the Act and regulation 4(i) of Buyback Regulations and its compliance is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and from the date on which the results of the shareholders resolution with regard to the proposed buyback are declared and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance that:
 - a. we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at and for the year ended 31 March 2019;
 - b. the amount of permissible capital payment as stated in **Annexure A**, has been properly determined considering the audited standalone and consolidated financial statements as at March 31, 2019 in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
 - c. the Board of Directors in their meeting dated 24 September 2019, have formed the opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date and from the date on which the results of the shareholders resolution with regard to the proposed buyback was declared.
7. The audited financial statements, referred to in paragraph 6 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 27 May 2019. We conducted our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on enquiries conducted and our examination as stated above and based on the representations, information and explanations given to us, we report that:
 - a) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended 31 March 2019 which have been approved by the Board of Directors of the Company on 27 May 2019;
 - b) The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as **Annexure A**, in our view, has been determined in accordance with Section 68(2) (c) of the Act and Regulation 4(i) of the Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited Standalone and Consolidated financial statements of the Company as at and for the year ended 31 March 2019;
 - c) The Board of Directors of the Company, in their meeting held on 24 September 2019 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors and from the date on which the results of the shareholder's results with regard to the proposed buyback was declared.

Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers to the buyback, each for the purpose of extinguishment of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose.

For M.Bhaskara Rao & Co.,
Chartered Accountants
Firm Reg No: 000459S

M.V.Ramana Murthy
Partner
Membership No. 206439

Hyderabad, 24 September 2019
UDIN: 19206439AAAABQ7681

Annexure A – Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone & consolidated Ind AS financial statements as at and for the year ended 31st March, 2019.

Amount (Rs. In Lakhs)

Particulars	Standalone	Consolidated
Paid up equity share capital as on 31 March 2019 (A)	1,262.58	1,262.58
Free Reserves as on 31 March 2019		
Securities Premium Account	—	—
General Reserves	1,000.00	1,002.00
Retained Earnings	95,681.44	95,071.80
Total Free Reserves (B)	96,681.44	96,073.80
Total paid up capital and free reserves (A+B)	97,944.02	97,336.38
Maximum amount permissible for buyback under Section 68 of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total equity paid-up capital and free reserves with the shareholder approval)	24,486.01	24,334.10
Maximum amount permitted by board resolution dated 24 September 2019 approving Buyback, subject to shareholders approval, based on the audited financial statements for the year ended 31 March 2019.	19,600.00	19,600.00

We certify that above computation of maximum amount permissible for buyback of Equity Shares is based on audited standalone and consolidated financial statements of the Company as at and for the year ended on 31 March 2019 which have been approved by the Board of Directors in their meeting held on 27 May 2019.

For Kaveri Seed Company Limited

G.V.Bhaskar Rao
Chairman & Managing Director

Hyderabad, 24 September 2019

Statement referred to in our certificate of even date

for M. Bhaskara Rao & Co.
Chartered Accountants
Firm Registration No.000459S

M V Ramana Murthy
Partner
Membership No.206439

Hyderabad, 24 September 2019
UDIN : 19206439AAAABQ7681

Unquote

n) Compliance with Section 24(ii) of the Buy-back Regulations:

The Board of Directors of the Company hereby confirm that there shall be no pendency of any Scheme of arrangement or amalgamation or compromise involving the Company pursuant to provisions of the Companies Act, 2013 as on the date of the public announcement.

o) As per the provisions of the Buy-back Regulations and the Companies Act, 2013, it is confirmed:

- i. That all the Equity Shares which are proposed to be bought back by the Company are fully paid-up;
- ii. That the Company has not undertaken a Buy-back of any of its securities preceding one year reckoned from the date of the Board Meeting approving the Buy-back;
- iii. That the Company shall not issue any equity shares or other specified securities including by way of bonus till the expiry of Buy-back period except in discharge of subsisting obligations such as stock option schemes or convertible securities, as may be permitted under the relevant regulations and applicable law;
- iv. That the Company shall not raise further capital for a period of one year from the expiry of Buy-back period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes or conversion of preference shares or debentures into equity shares;
- v. That the Company shall not Buy-back any locked-in Equity Shares and non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable;
- vi. That the Company shall not Buy-back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchange(s) or through spot transactions or through any private arrangement;
- vii. That the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- viii. That the Company shall not make any offer of Buy-back within a period of one year reckoned from the date of expiry of Buy-back period.;
- ix. That the funds borrowed from banks and financial institutions will not be used for the Buy-back;
- x. That the ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not exceed the ratio (2:1) as prescribed under Section 68 of the Act;
- xi. That the Company will not withdraw the Buy-back after the draft letter of offer of the Buy-back is filed with the Securities and Exchange Board of India (SEBI); and
- xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its equity shareholders. The Directors, therefore, recommend passing of the Special Resolution as set out in the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are directly / indirectly concerned / interested, financially or otherwise, in the above resolution except to the extent of their respective interest as equity shareholders of the Company.

Item No.2. Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director, who will attain the age of 70 (seventy) years on 5th June 2020

Pursuant to the Section 196(3) of the Companies Act, 2013 which inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as Managing Director unless it is approved by the members by passing a special resolution.

Mr. G.V.Bhaskar Rao was appointed as Chairman and Managing Director of the Company with effect from 15th November 2016, in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 and the rules made there under, at the 29th Annual General Meeting held on 27th September 2016 for a period of five years.

Since, Mr. G.V. Bhaskar Rao, Chairman & Managing Director, will attain the age of 70 (seventy) years on 5th June, 2020, the continuation of his remaining term as Chairman and Managing Director, requires the approval of members by way of a special resolution under the above said provisions of Companies Act, 2013. The Board of Directors at their meeting held on 24th September 2019 decided to seek approval of the Shareholders by way of special resolution through postal ballot.

A brief profile of Mr. G.V. Bhaskar Rao and names of the companies in which he holds directorships and memberships/ chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 and Secretarial Standards on general meetings are given below:

Mr. G.V.Bhaskar Rao is a technocrat with business acumen. Agricultural family background and nurtured interest in farming destined him to become a graduate in Agriculture from College of Agriculture of the Andhra Pradesh Agricultural University (Presently PJTSAU) , Hyderabad

Kaveri Seed has emerged as premier seed Company in the production and distribution of high quality hybrid seeds in field vegetable crops. In a step wise accretion, Sri G.V.Bhaskar Rao steered the Company to new heights in seed and agri business to the status of a Public Company.

Under the stewardship of Sri G.V.Bhaskar Rao the Kaveri Seed Company Ltd is on green growth path of ascendancy in the seed industry serving the nation by contributing to prosperity of the farmers and food security of the country.

Details of Director seeking continuation of Directorship:

Name of the Director	Mr. Gundavaram Venkata Bhaskar Rao		
DIN No.	00892232		
Date of Birth	06.06.1950		
Qualifications	A graduate in agricultural science from Andhra Pradesh, Agriculture University, Hyderabad		
Date of Appointment on the Board	27.08.1986		
Expertise in specific functional areas	He is the founder and promoter of the company. Oversees seed production R&D, overall management and business development of the company		
No. of Shares Held in the Company	55,76,416		
Directorship held in outside Public Limited Companies	Nil		
Chairman/member of the Committee of the Board of Directors of this Company	Chairman & Member – Risk Management Committee & CSR Committee		
Number of board meetings attended during the FY 2018-19	Held	5	
	Attended	4	
Chairman/member of the Committee of the Board of Directors of other Companies	Nil		
Relation with Key Managerial Personnel and Directors	Promoter Group and related with promoter		

The Board recommends the special resolution set forth in Item No. 2 for approval of the members.

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 Mr. G. Pawan, Directors, are interested or concerned in the Resolution.

Registered Office:

513-B, 5th Floor,
Minerva Complex,
S D Road,
Secundrabad-500 003, India
CIN: L01120TG1986PLC006728
Email id: cs@kaveriseeds.in

By order of the Board
For **kaveri seed company limited**

Sd/-
V R S Murti
Company Secretary
CS Membership No.ACS3566

Place: Hyderabad

Date: September 24, 2019