



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.kaveri@gmail.com Web: www.kaveriseeds.in
CIN: L01120AP1986PLC006728

POSTAL BALLOT NOTICE TO SHAREHOLDERS (Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given to the members of Kaveri Seed Company Limited (“the Company”) pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force, to pass the proposed special resolution set out below by way of postal ballot/e-voting.

The explanatory statement setting out the material facts concerning the proposal is annexed hereto along with a postal ballot form (the “Ballot Form”) for your consideration. The Board of Directors (the “Board”) of the Company have appointed Mr. Vivek Surana, Company Secretary in Practice (CP No.12901) as Scrutinizer for conducting postal ballot process in a fair and transparent manner.

The members are requested to carefully read the instructions attached the Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the appropriate designated place and return the original duly filled in/signed Ballot Form in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours ie., **5.30 p.m. on Saturday the 6th day of June 2015**. In case you are casting your vote from outside India, you may use the e-voting facility or may please courier the duly filled in/signed Ballot Form to Mr. Vivek Surana, Scrutinizer, Kaveri Seed Company Limited, 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the “Notes” to this postal ballot notice and instructions attached the Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company upon completion of the scrutiny of postal ballots and the result of the postal ballot will be announced on **Monday the 8th day of June 2015** at the Registered office of the Company. The result of the postal ballot will be posted on the Company's website www.kaveriseeds.com, besides communicating to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

ITEM No. 1

INCREASE IN SHAREHOLDING LIMIT FOR FOREIGN INSTITUTIONAL INVESTORS (FIIs) UPTO AN AGGREGATE LIMIT OF 49% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (which along with the regulations framed thereunder be referred to as “FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Companies Act, 2013 and all other applicable acts, circulars, directions, rules, regulations, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the board to permit investments in any manner by Foreign Institutional Investors including their sub-accounts (“the FIIs”) or Foreign Portfolio Investors (FPI), Foreign Venture Capital Investor (FVCI), Qualified Foreign Investor (QFI), by whatever name called registered with the Securities and Exchange Board of India (“SEBI”), Non-Resident Indians (NRIs), Person of Indian Origin (PIOs) in the Equity Shares or any other Securities convertible into Equity Shares of the Company, by purchase or acquisition under the Portfolio Investment Scheme under FEMA, subject to the condition that the total holding of all FIIs put together shall not exceed aggregate limit as permissible under sectoral cap to 49% (Forty Nine Percent) of the paid up Equity Share capital of the Company as may be applicable, provided, however, that the Equity shareholding of each FII on his own account and on behalf of each of the SEBI approved sub-account in the Company shall not exceed as per the limits specified in the concerned regulations, acts, guidelines as may be applicable;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Executive Director or Directors or any other Officer(s) of the Company.”

By order of the Board
For **KAVERI SEED COMPANY LIMITED**
Sd/-
G.V.BHASKAR RAO
Managing Director

Date : 02-05-2015
Place: Secunderabad

NOTES :

1. The relative explanatory statement pursuant to Section 102 of the companies Act, 2013 setting out the material facts is annexed hereto.
2. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 pm on all working days except Sundays, up to and including the 6th day of June 2015.
3. Electronic copy of this Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
4. Voting through electronic means – Pursuant to provisions of Section 108 of the Companies, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility the Members to cast their votes electronically on all resolutions set forth in the Postal Ballot Notice. The detailed instructions for e-voting is enclosed.
5. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on **Monday the 8th day of June 2015** at the Registered Office of the Company.
6. The date of declaration of the results of Postal Ballot shall be considered to be the date of passing of the Resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

Explanatory Statement **(Pursuant to Section 102(2) of the Companies Act, 2013)**

Item No. 1:

In terms of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs) / SEBI approved sub-account of FIIs, Foreign Portfolio Investor (FPI), Foreign Venture Capital Investor (FVCI), Qualified Foreign Investor (QFI) Non Resident Indian (NRI), Person Of Indian Origin (POI) can, in aggregate hold up to 100% of the paid up equity share capital of the Company. The said Regulations further provide that the limit of 24% may be increased up to the sectoral cap / statutory ceiling, as applicable, by the Indian Company concerned by passing a resolution by its Board of Directors followed by passing of a Special Resolution to that effect by its shareholders.

With a view to improve the free float available for FIIs, FPI, FVCI, QFI, NRI, POI, the Board of Directors have approved the proposal to increase the limit of Foreign Direct Investment holding from 24% to 49%, subject to the approval of the shareholders.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board accordingly commends the Resolution under Item No. 1 for approval by the members of the Company as Special Resolution through Postal Ballot.

By order of the Board
For **KAVERI SEED COMPANY LIMITED**
Sd/-
G.V.BHASKAR RAO
Managing Director

Date : 02-05-2015
Place: Secunderabad



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POSTAL BALLOT FORM

1. Name & Registered Address of the sole / first :
named shareholder (In BLOCK letters)

2. Name(s) of Joint Shareholders :

3. Registered Folio No. / DP ID No. / Client ID No. :
(*Applicable to investors holding shares in demat form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Sr. No.	Description of Resolution	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1.	Increase in shareholding limit for Foreign Institutional Investors (FIIs) Foreign Portfolio Investor (FPI), Foreign Venture Capital Investor (FVCI), Qualified Foreign Investor (QFI) Non Resident Indian (NRI), Person Of Indian Origin (POI) up to an aggregate limit of 49% of the paid-up Equity Share Capital of the Company.			

Place:

Date :

(Signature of the Shareholder
/Power of Attorney Holder/
Authorized Representative)

Note: Please read the instructions attached carefully before exercising your vote.

INSTRUCTIONS:

VOTING THROUGH POSTAL BALLOT MODE:

1. The Notice of Postal Ballot is placed on website of the Company viz. www.kaveriseeds.com and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
2. The Company continues to provide facility of voting through Postal Ballot for those Members, who do not have access to e-voting facility. In case any Member votes both through Postal Ballot and also through electronic mode, then voting done through electronic mode shall be treated as valid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
3. The Company has fixed 1st May 2015 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 1st May 2015 the cut-off date/entitlement date.
4. Mr. Vivek Surana, Practicing Company Secretary has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process.
5. The Notice of Postal Ballot together with Postal Ballot Form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Reply Envelope are being sent by the permitted mode. Any Member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary – cskaveri@gmail.com. Alternatively, the Member may download the Postal Ballot Form from the website of the Company viz. www.kaveriseeds.com or from the website of CDSL viz. www.cdslindia.com fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 6 below).
6. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form, in all respect and send the same to Mr. Vivek Surana, the Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach, The Scrutinizer – Kaveri Seed Company Limited, 513-B, Minerva Complex, 5th Floor, S. D. Road, Secunderabad, Telangana, 500003 not later than the closure of working hours (i.e. 6.00 pm) on 6th day of June 2015. If the Postal Ballot Form is received after 6th June 2015 the same shall be treated as if reply from the Shareholder has not been received. The assent/dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
7. 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 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.
8. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
9. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in S. No. 8 above), should be sent in the self addressed (postage to be paid by addressee) envelope.
10. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholder on 1st May 2015 the cut-off date/entitlement date.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. In case of any query or clarification, the Shareholders can write to The Company Secretary – Kaveri Seed Company Limited at cs.kaveri@gmail.com.
13. In terms of the provisions of Section 106 of the Companies Act, 2013 and the provisions of Articles of Association of the Company, no Member shall be entitled to vote in respect of any shares registered in his/her name on which any calls or other sums presently payable by him/her have not been paid.
14. The result of the Postal Ballot will be declared on Monday the 8th day of June 2015 at the Registered Office of the Company by any one of the Directors or Company Secretary of the Company. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.kaveriseeds.in and also on the website of CDSL viz. www.cdslindia.com.

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).

EVEN (E-Voting Event Number)	Commencement of E-Voting	End of E-Voting
150430003	07.05.2015	06.06.2015

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 NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

d) Next enter the Image Verification as displayed and Click on Login.

e) 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.

f) 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.

g) After entering these details appropriately, click on "SUBMIT" tab.

h) Members holding shares in Physical form will then reach directly to the voting 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 changed 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) Click on the relevant EVSN for the "KAVERI SEED COMPANY LIMITED" on which you choose to vote.

k) 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.

l) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Postal Ballot.

m) 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.

n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

p) Note for Non-Individual Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.
- q) 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 (q) above, to cast vote.
 - (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 on 7th May 2015 at 9.00 A.M. and ends on 6th June 2015 at 6.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 1st May 2015 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 1st May 2015.
4. Mr.VivekSurana, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting 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 to the Chairman of the Company.
6. The Results shall be declared on or after the declaration of postal ballot results of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kaveriseeds.com and on the website of CDSL within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.