

# NOTICE

Notice is hereby given that the **33rd Annual General Meeting (AGM)** of the members of Kaveri Seed Company Limited (CIN: L01120TG1986PLC006728) will be held on **Tuesday the 29th day of September 2020 at 11.00 AM IST** through Video Conferencing Facility ("VC") / Other Audio Visual Means ("OAVM") to transact the following business

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March 2020, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2020 along with the reports of the Board of Directors and Auditors thereon.
2. To ratify the payment of Interim Dividend on equity shares of the Company for the financial year 2019-20.
3. To reappoint a Mr. C.Vamsheedhar (DIN: 01458939) as a Director, who retires by rotation, and being eligible offers himself for reappointment.

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

Date: 13.08.2020  
Place: Secunderabad

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

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 33rd AGM of the Company will be convened through VC / OAVM in compliance with the provisions of Companies Act, 2013 and Rules made thereunder, Listing Regulations read with the aforesaid Circulars. The deemed venue for the 33rd AGM shall be the registered office of the company i.e. #513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana, India.
2. In line with the circulars, the company is providing VC/OAVM facility to its members to attend the AGM. The facility for attending the AGM virtually will be made available for 1,000 members on first come first served basis. This will not include large members (i.e. members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination, governance and compensation committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. The facility for appointment of proxies by members is not available as the AGM will be held through VC / OAVM, physical attendance of the members is dispensed with pursuant to the aforesaid Circulars.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The requirement to place the matter relating to appointment of statutory auditors for ratification by members at every Annual General Meeting is omitted vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of Statutory Auditors who were appointed for a period of five years at the 30th Annual General Meeting held on 25th September 2017, is not proposed at this Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the by sending email [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in).
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.kaveriseeds.in](http://www.kaveriseeds.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
10. In accordance with the aforesaid Circulars, no physical copy of the notice of the AGM and the annual report for the financial year 2019-20 has been sent to members who have not registered their e-mail addresses with the company/depository participants. The members will be entitled to a physical copy of the annual report for the financial year 2019-20, free of cost, upon sending a request to the company secretary at #513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana, once normalcy is restored.
11. To support the 'Green Initiative' Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare, RTA in case the shares are held by them in physical form.
12. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is provided the facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., 22nd September 2020, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of Annual General Meeting. The E-voting period commences on Saturday the 26th day of September 2020 at 9.00 A.M. and ends on Monday the 28th day of September 2020 at 5.00 P.M. The detailed instructions for e-voting and attending the AGM through VC/OAVM are given as a separate attachment to this notice.
13. Members, desiring any information relating to the financials from the management or the statutory auditors, are requested to write to the company at an early date.

14. The certificate from the auditors of the company certifying that the Company's Employees Stock Option Scheme 2018 is being implemented in accordance with the SEBI Regulations. Such certificate will be available for inspection by the members in electronic mode. Members who wish to inspect the certificate are requested to write to the company by sending e-mail to [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in)
15. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held by them in physical form.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 28th September 2020 to Tuesday the 29th September 2020 (both days inclusive).
17. The members may note that, pursuant to SEBI Notification dated 8 June 2018 and Press Release dated 3 December 2018, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the company.
18. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no.SH-13, to the RTA of the company. Further, members desirous cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the company. These forms will be made available on request.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th September 2020 through email on [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in). The same will be replied by the Company suitably.
21. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
22. Pursuant to the provisions of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed dividend amounts lying with the Company as on date, at the website of the Company ([www.kaveriseeds.in](http://www.kaveriseeds.in)) and also on the website of Ministry of Corporate Affairs.
23. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection fund (IEPF) are given below:

S. No	Dividend for the financial year	Date of Declaration	Due date for transfer to the IEPF Authority
1	Final Dividend 2012-13	24.09.2013	30.10.2020
2	Interim Dividend 2013-14	04.02.2014	12.03.2021
3	Final Dividend 2013-14	18.09.2014	24.10.2021
4	1st Interim Dividend 2014-15	21.10.2014	26.11.2021
5	2nd Interim Dividend 2014-15	03.02.2015	11.03.2022
6	Final Dividend 2014-15	29.09.2015	04.11.2022
7	Interim Dividend 2015-16	13.08.2015	18.09.2022
8	Interim Dividend 2017-18	08.08.2017	13.09.2024
9	Interim Dividend 2018-19	14.11.2018	19.12.2025
10	Interim Dividend 2019-20	13.08.2019	19.09.2026

24. Brief resume of Director(s) of those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/ chairmanships of Board Committees and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

Sd/-  
Date: 13.08.2020  
Place: Secunderabad

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

## Details of Director(s) seeking re-appointment at the Annual General Meeting

Name of the Director	C. VAMSHEEDHAR
DIN No.	01458939
Date of Birth	13.05.1971
Type of appointment	Whole time Director
Date of Appointment/ Reappointment	15.11.2011
Areas of Specialization & brief Resume	He looks after overall the marketing and product development & quality management of the company.
No. of Shares Held in the Company	976587
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Member – Shareholders Relationship Committee

For other details such number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors, please refer to the corporate governance report which is a part of this Annual Report.

# INSTRUCTIONS FOR E-VOTING

Dear Members,

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereunder, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 33rd Annual General Meeting (AGM) to be held on Tuesday, 29th September, 2020 at 11.00 am. The company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

The remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The e-voting event number (EVEN) and period of remote e-voting are set out below:

<b>EVEN (E-VOTING EVENT NUMBER)</b>	<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
113969	Saturday, 26th September 2020 at 9.00 am IST	Monday, 28th September 2020 at 5.00 pm IST

Please read the instructions printed below before exercising your vote. The details and instructions for e-voting and participation at the AGM through VC/OAVM form an integral part of this notice of the AGM to be held on 29th September 2020.

4. Your User ID details are given below :

#### **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

- For Members who hold shares in demat account with NSDL.
- For Members who hold shares in demat account with CDSL.
- For Members holding shares in Physical Form.

#### **Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN 300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Instructions for retrieving password:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

#### **Procedure to vote electronically using NSDL e-voting system**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

#### **Step 1 : How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

password', you need to enter the 'initial password' and the system will force you to change your password.

c) Initial password:

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email

sent to you from NSDL from your mailbox. Open the email and open the attachment which is a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your e-mail ID is not registered with the depository or with the company, follow the below process for procuring User ID and password and registration of e-mail ID for e-voting:

a. In case shares are held in physical mode please provide a signed request letter mentioning your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy PAN or Aadhar card by e-mail to [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in) or [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com)

b. In case shares are held in demat mode, please provide a signed request letter mentioning your name, your 16 digit DPID + Client ID or 16 digit beneficiary ID, self-attested scanned copy of client master or consolidated account statement, self attested scanned copy of PAN or Aadhar card to [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in) or [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com)

c. Alternatively member may send a request by e-mail to [voting@nsdl.co.in](mailto:voting@nsdl.co.in) for obtaining User ID and PASSWORD by providing the details mentioned in Point (a) or (b) as the case may be.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) If you are holding shares in your demat account with NSDL or CDSL, Click on Forgot User Details/Password? option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) If you are holding shares in physical mode, click on Physical User Reset Password, option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Log-in" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2 : How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Kaveri Seed Company Limited ; The Cast Vote page will open.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## GENERAL INSTRUCTIONS:

a) The remote e-voting period commences on Saturday the 26th day of September 2020 at 9.00 am IST and ends on Monday the 28th day of September 2020 at 5.00 pm IST. During this period, members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 22nd September 2020, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

b) Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e. Tuesday, 22nd September 2020, may obtain user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'forgot user details/password?' or 'physical user reset password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- d) The facility for voting through electronic voting system shall be made available during the AGM and only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- e) The voting rights of members shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of Tuesday, 22nd September 2020.
- f) Mr. L.Dhanamjaya Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed by the board as the scrutinizer to scrutinize the voting through electronic means during AGM and remote e-voting process in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e- voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than forty eight hours after the conclusion of the AGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall declare the result of the voting forthwith.
- i) The voting results declared along with the scrutinizer's report shall be placed on the company's website www.kaveriseeds.in and the website of NSDL immediately after the declaration by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the BSE Limited, National Stock Exchange of India Limited.
- j) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to cs@kaveriseeds.in with a copy marked to evoting@nsdl.co.in
- k) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- l) In case of any queries, you may refer the frequently asked questions (FAQs) and e-voting user manual, available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. You can also refer your queries to NSDL through e-mail ID: evoting@nsdl.co.in

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

Sd/-

**V.R.S.Murti**

Company Secretary

Date: 13.08.2020  
Place: Secunderabad

## INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the meeting through laptops instead of mobiles for better experience.
3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.
4. Please note that participants connecting through mobile devices or tablets or laptop, via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID and mobile number at [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in) on or before 26th September 2020 (6:00 pm IST)
6. Those members who have registered themselves as a speakers in advance will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
8. In case any assistance is needed, members may contact:
  - a. Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or at telephone number: 022-24994360.
  - b. Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number: 022-24994545.
  - c. NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at toll free no: 1800-222-990.