



kaveri seed company limited

CIN: L01120TG1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, SD Road, Secunderabad – 500003, Telangana

Tel.: +91- 40-27842398; **Fax:** +91-40-27811237

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

POSTAL BALLOT NOTICE

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

E-Voting Start Date: 18.05.2021

E-Voting end Date: 16.06.2021

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modifications or re-enactment thereof for the time being in force, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the “MCA Circulars”) and any other applicable laws and regulations, to transact the below mentioned proposed special business by the Members of the Kaveri Seed Company Limited (the “Company”) by passing resolution through postal ballot (“Postal Ballot”) only through remote e-voting.

For avoidance of any doubt due to the general understanding of meaning of ‘Postal Ballot’ as Voting by Post (which is not contemplated in this Notice), the term ‘remote e-voting’ is consciously used in this Notice (instead of using the term ‘Postal Ballot’) which appropriately clarifies that the manner of Voting on the Resolutions is restricted to Voting only through remote e-voting. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars is appended below for seeking consent of the Members of the Company through remote e-voting.

The Board of Directors of the Company passed the resolution by way of circulation on 15th April 2021 has appointed Mr. L Dhanamjai Reddy, Practicing Company Secretary, (Membership No. 13104, C.P No 3752), as Scrutinizer for conducting the Postal Ballot (E-voting) process in fair and

transparent manner in accordance with the provisions of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorized by the Board of Directors, after completion of scrutiny of e-voting votes but not later than forty eight hours from the date of conclusion of the Postal Ballot process, and the result of the Postal Ballot will be declared on or before 18.06.2021 at any time before 5.00 p.m. (IST) at the Registered Office of the Company and shall thereafter the result of Postal Ballot along with the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and will also be uploaded on the Company's website at www.kaveriseeds.in

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. 16.06.2021

1. Continuation of Directorship of Mr. Purushotam Kalakala (DIN: 01540645), Non-Executive & Independent Director of the Company, who will attain the age of 75 years on 5th July 2021:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 9th May 2018 and the other applicable provisions of the Companies Act, 2013 if any, and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to continue the directorship of Mr. Purushotam Kalakala (DIN: 01540645) as the Non-Executive & Independent Director of the Company beyond the age of 75 years from 5th July 2021 till the residual period of his existing term ie. up to 17th September 2024.

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 Ltd.**

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

Place: Hyderabad,
Date: 15.04.2021.

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. It also contains all the disclosures as specified in Regulation 17 (1A) of

the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the other applicable provisions of the Companies Act, 2013.

2. The Postal Ballot Notice is being sent to all the Members whose names appear on the register of Members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 7th May, 2021.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date which is 7th May, 2021. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.kaveriseeds.in under ‘Investor Relations’ section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of CDSL at www.evotingindia.com.
4. **Process for temporary registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
 - A. For Members holding shares in Physical – please provide necessary details like Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at cs@kaveriseeds.in/RTA at bsshhd@bigshareonline.com
 - B. For Members holding shares in Demat - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at cs@kaveriseeds.in/RTA at bsshhd@bigshareonline.com
5. It is clarified that for permanent registration, Members are requested to register / update their e-mail address with their Depository Participant(s), in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents (RTA) by sending email at bsshhd@bigshareonline.com
6. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business mentioned in this Postal Ballot Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a Member using remote e-voting system will be provided by CDSL.
7. Voting rights of each Member shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date which is 7th May, 2021.
8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. The remote e-voting period begins on Tuesday, 18th May, 2021 at 9:00 a.m. IST and ends on Wednesday, 16th June, 2021 at 5:00 p.m. IST both days inclusive.

10. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 16th June, 2021. Further, resolution passed by the Members through e-voting are deemed to have been passed effectively at a General Meeting.
11. Please note that e-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on 7th May 2021 ('cut-off date'), may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

12. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Tuesday, May 18, 2021 at 09.00 a.m. (IST) and ends on Wednesday, June 16, 2021 at 05.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 07, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The E-voting facility is available at the link:

Electronic Voting Sequence Number (EVSN)	Commencement of E-voting	End of E-Voting
210513001	18 th May 2021 (09.00 AM)	16 th June 2021 (05.00 PM)

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on 'Shareholders' tab
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Kaveri Seed Company Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at cs@kaveriseeds.in, if voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.
- (xx) 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.
13. The Company has appointed Mr. L Dhanamjai 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 18th June 2021 and will be placed on the website of the Company at www.kaveriseeds.in and on the website of CDSL and communicated to BSE Limited and National Stock Exchange of India Limited. The Company will also display the results of the Postal Ballot at its Registered Office.

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

Item No. 1.

Continuation of Directorship of Mr. Purushotam Kalakala (DIN: 01540645), Non-Executive & Independent Director, beyond the 75 years age

Pursuant to Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 9th May 2018 and the other applicable provisions of the Companies Act, 2013 if any, and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) which inter alia, provides that no person shall continue as Independent Director, who attained the age of seventy five years unless it is approved by the members by passing a special resolution.

Mr. Purushotam Kalakala (DIN 01540645) was appointed as Independent Director of the Company with effect from 18th September 2019, in accordance with the provisions of Sections 149 and 152 of the Companies Act 2013 ('the Act') read with schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, 2015, at the 32nd Annual General Meeting held on 17th September 2019 for a period of five years i.e. upto 17th September, 2024.

Since, Mr. Purushotam Kalakala, Non-Executive Independent Director, will attain the age of 75 (seventy five) years on 5th July, 2021, the continuation of his remaining term as Independent Director requires the approval of members by way of a special resolution under the above said Regulations of SEBI and other provisions of Companies Act, 2013. The Board of Directors has approved the resolution by way of circulation on 15th April 2021 decided to seek approval of the Shareholders by way of special resolution through postal ballot.

A brief profile of Mr. Purushotam Kalakala 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. Purushotam Kalakala is a B.Sc., (Agricultural) from A.P. Agricultural University and passed Banking examinations (CAIIB Part I) conducted by the Institute of bankers, Mumbai, retired as General Manager in the top executive cadre of Indian Overseas Bank (IOB). He has held several eminent professional positions including that General Manager of IOB and having vast experience of 36 years in the Banking Sector. He was deputed by IOB to Bradford University, London for specialized Programme on Agricultural Development.

Mr. Purushotam Kalakala plays a key role in guiding an assisting in formulating policies and strategies. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as Non-Executive & Independent Director of the Company and is Independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Details of Director seeking continuation of Directorship:

Name of the Director	Mr. Purushotam Kalakala	
DIN No.	01540645	
Date of Birth	05.07.1946	
Qualifications	B.Sc., Agriculture	
Date of Appointment on the Board	13.08.2019	
Expertise in specific functional areas	Wide experience in Banking and Financial markets	
No. of Shares Held in the Company	Nil	
Directorship held in outside Public Limited Companies	Nil	
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee - Member & Chairman Nomination & Remuneration Committee - Member	
Number of board meetings attended during the FY 2020-21	Held	4
	Attended	4
Chairman/member of the Committee of the Board of Directors of other Companies	Nil	
Relation with Key Managerial Personnel and Directors	Nil	

Keeping in view the experience and contributions made by Mr. Purushotam Kalakala the Board recommends the special resolution set forth in Item No. 1 for approval of the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Purushotam Kalakala, to whom the resolution relates are interested or concerned in the Resolution.

Registered Office:

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

By order of the Board
For **Kaveri Seed Company Ltd.**

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

Place: Hyderabad,
Date: 15.04.2021.