

# Notice

Notice is hereby given that the **34th Annual General Meeting (AGM)** of the members of Kaveri Seed Company Limited (CIN: L01120TG1986PLC006728) will be held on **Thursday the 30th day of September 2021 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 2021, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2021 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 2020-21.
3. To reappoint Mr. Mithun Chand Chennamaneni (DIN: 00764906) as a Director, who retires by rotation, and being eligible offers himself for reappointment.

## SPECIAL BUSINESS

4. **Appointment of Dr. Rayappa Ramappa Hanchinal (DIN: 08138621) as Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Dr. Rayappa Ramappa Hanchinal (DIN: 08138621), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from 09th February 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force, and Article 112 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Dr. Rayappa Ramappa Hanchinal (DIN: 08138621) who meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as

Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 09th February, 2021 to 08th February 2026, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, matters, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to issue the terms of appointment letter as per the Companies Act, 2013 and the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

5. **Continuation of Directorship of Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206), Non-Executive & Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force, approval of the members be and is hereby granted to Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206), Non-Executive & Independent Director of the Company for continuing to hold the directorship of the Company notwithstanding he attaining the age of Seventy Five (75) years on 8th March 2022 till the residual period of his existing term i.e., upto 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 Members to secure any further consent or approval of the members of the company for the purpose of giving effect to this resolution."

6. **Continuation of Directorship of Dr. Syed Mohammed Ilyas (DIN: 03542011), Non-Executive & Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force, approval of the members be and is hereby granted to

Dr. Syed Mohammed Ilyas (DIN: 03542011), Non-Executive & Independent Director of the Company for continuing to hold the directorship of the Company notwithstanding he attaining the age of Seventy Five (75) years on 24th July 2022 till the residual period of his existing term i.e., upto 17th September 2024.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized 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 Members to secure any further consent or approval of the members of the company for the purpose of giving effect to this resolution."

**7. To re-appoint Mr. G.V. Bhaskar Rao (DIN: 00892232) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, Article 151 of Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to the reappointment and terms of remuneration of Mr. G.V. Bhaskar Rao (DIN: 00892232) as Managing Director (MD) designated as Chairman of the Company for a period of five years commencing from November 15, 2021 up to November 14, 2026, whose term of office shall not be liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. G. V. Bhaskar Rao, subject to the same not exceeding the limits and provisions as set out under Section 197 of the Companies Act, 2013 and/or as specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. G.V.Bhaskar Rao (DIN: 00892232) as Chairman cum Managing Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the terms and conditions prescribed in Schedule V of the Companies Act, 2013 and provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mr. G.V.Bhaskar Rao and specified in the explanatory statement.

**RESOLVED FURTHER THAT** approval of the members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, consequential, ancillary, desirable or expedient to give effect to the above resolution."

**8. To re-appoint Mrs. G. Vanaja Devi (DIN: 00328947) as a Whole time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, Article 151 of Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to the reappointment and terms of remuneration of Mrs. G. Vanaja Devi (DIN: 00328947) as a Whole-time Director of the Company for a period of five years commencing from November 15, 2021 up to November 14, 2026, whose term of office shall not be liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mrs. G. Vanaja Devi (DIN: 00328947), subject to the same not exceeding the limits and provisions as set out under Section 197 of the Companies Act, 2013 and/or as specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mrs. G. Vanaja Devi (DIN: 00328947) as a Whole-time Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the terms and conditions prescribed in Schedule V of the Companies Act, 2013 and provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mrs. G. Vanaja Devi (DIN: 00328947) and specified in the explanatory statement.

**RESOLVED FURTHER THAT** approval of the members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, consequential, ancillary, desirable or expedient to give effect to the above resolution."

**9. To re-appoint Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, Article 151 of Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to the reappointment and terms of remuneration of Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director of the Company for a period of five years commencing from November 15, 2021 up to November 14, 2026, whose term of office liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. C. Vamsheedhar (DIN: 01458939), subject to the same not exceeding the limits and provisions as set out under Section 197 of the Companies Act, 2013 and/or as specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. C. Vamsheedhar (DIN: 01458939) as Whole-time Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the terms and conditions prescribed in Schedule V of the Companies Act, 2013 and provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mr. C. Vamsheedhar and specified in the explanatory statement.

**RESOLVED FURTHER THAT** approval of the members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and thins as may be necessary, consequential, ancillary, desirable or expedient to give effect to the above resolution.”

**10. To re-appoint Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to

the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (Act) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, Article 151 of Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals as may be required from the applicable authorities, approval of the members be and is hereby accorded to the reappointment and terms of remuneration of Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director of the Company for a period of five years commencing from November 15, 2021 up to November 14, 2026, whose term of office liable to determination by retirement of directors by rotation, as well as the payment of basic salary, perquisites, incentives, allowance and commission on the profits of the company upon the terms and conditions as detailed in explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. C. Mithun Chand (DIN: 00764906), subject to the same not exceeding the limits and provisions as set out under Section 197 of the Companies Act, 2013 and/or as specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. C. Mithun Chand (DIN: 00764906) as Whole-time Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the terms and conditions prescribed in Schedule V of the Companies Act, 2013 and provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mr. C. Mithun Chand and specified in the explanatory statement.

**RESOLVED FURTHER THAT** approval of the members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and thins as may be necessary, consequential, ancillary, desirable or expedient to give effect to the above resolution.”

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

Date: 13.08.2021  
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 January 13, 2021 (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 34th 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 34th 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 with a copy marked to helpdesk.evoting@cdslindia.com
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.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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 CDSL <https://www.evotingindia.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 2020-21 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 2020-21, 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.
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., **23rd September 2021**, 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 **27th day of September 2021 at 9.00 A.M. and ends on 29th day of September 2021 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 24th September 2021 to 30th September 2021 (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 atleast 7 days before the meeting 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:

Sl. No.	Dividend for the financial year	Date of Declaration	Due date for transfer to the IEPF Authority
1	Final Dividend 2013-14	18.09.2014	24.10.2021
2	1st Interim Dividend 2014-15	21.10.2014	26.11.2021
3	2nd Interim Dividend 2014-15	03.02.2015	11.03.2022
4	Final Dividend 2014-15	29.09.2015	04.11.2022
5	Interim Dividend 2015-16	13.08.2015	18.09.2022
6	Interim Dividend 2017-18	08.08.2017	13.09.2024
7	Interim Dividend 2018-19	14.11.2018	19.12.2025
8	Interim Dividend 2019-20	13.08.2019	19.09.2026
9	Interim Dividend 2020-21	10.11.2020	18.12.2027

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**

Date: 13.08.2021  
Place: Secunderabad

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

# Explanatory Statement

## Pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC) the Board of Directors appointed Dr. Rayappa Ramappa Hanchinal (DIN: 03558571) (Dr. R.R.Hanchinal) as an Additional Director categorized as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 9th February 2021 to 8th February 2026, subject to approval of the members.

Pursuant to the provisions of Section 161(1) of the Act and Article 112 of the Articles of Association of the Company Dr. R.R.Hanchinal shall hold office up to the date of this AGM and is eligible to be appointed as Director. The Company has received in writing a notice under section 160(1) of the Companies Act, 2013 from a member of the company proposing his candidature for the office of Director.

The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Dr. R.R.Hanchinal to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. R.R.Hanchinal is a person of integrity, possesses the relevant expertise/experience and fulfills the conditions specified in the Companies Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. R.R.Hanchinal on the Board of the Company and accordingly the Board recommends the appointment of Dr. R.R.Hanchinal as an Independent Director as proposed in the ordinary resolution set out at Item No.4 of the Notice is put forth for approval by the members pursuant to Section 149 read with Schedule IV of the Companies Act, 2013.

#### Brief profile of Dr. R.R.Hanchinal

Dr. R.R. Hanchinal, aged 68 years and obtained his Ph.D in Agriculture, Genetics and Plant Breeding. He is also Fellow of National Academy of Agricultural Sciences, National Academy of Biological Sciences and Honorary fellow/fellow of many professional societies including Bioversity International- Rome.

Dr. R.R. Hanchinal, the former Chairperson of Protection of Plant Varieties & Farmers' Rights Authority (Secretary Rank) Government of India, also served as Vice Chancellor, University of Agricultural Sciences, Dharwad and other key posts namely Director of Extension, Director of Research, Special officer Seeds etc., He was advisor to Indonesia Government for the development of Food Crop Research (2003-2005) and Senior Seed Production Specialist for the USAID West Africa Seed Alliance-ICRISAT (2008) and established commercial seed industry in five countries viz., Mali, Burkina Faso, Niger, Nigeria, Ghana and also trained the staff and students in plant breeding/seed production technology.

As Chairperson, PPVFRA promoted conservation, protection of Biodiversity, farmers' varieties and establishment of community seed banks/clonal banks. The model "Take it to the Farmer-Farmers' Rights through awareness" and "Take it to the Plant Breeder-Breeder & Researchers' Rights through awareness" helped to protect Biodiversity and promote Patent/IPR.

As Vice Chancellor, established a new Agricultural College at Hanumanamatti, B.Tech (Food Science & Technology) degree programme at Dharwad and for the first time established six Agricultural Diploma Colleges in different places in Karnataka.

As a plant breeder, Dr. Hanchinal has made significant contribution both in basic and applied research. He has developed and released 23 varieties in different crops. Developed unique method for the first time by selecting and adopting potential villages for seed production with "Modified Seed Village Concept" which is popularly known as "DHARWAD MODEL". This model became role model in India, also in many African countries and Nepal.

For his outstanding work, he was awarded with as many as 24 national /international Awards. Also, a grantee for the Obama-Singh 21st Century knowledge initiative (2012). Recently he was awarded with The Borlaug Global Rust Initiative Gene Stewardship Award by the Borlaug Global Rust Initiative, Cornell University, Ithaca, USA (2018), M.S.Swaminathan Award 2015-16 by RICAREA, Hyderabad and a certificate of appreciation from World Bank group.

Dr. Hanchinal also served as Senior National Expert of Indo-German Seed Project, consultant to Cornell University-Sathguru, for implementing Bill and Melinda Gates Foundation supported project at Agriculture and Forestry University, Rampur, Nepal, Agricultural University, Malawi, Africa and Seed Systems Group (SSG) supported project in 10 African countries in Seed Systems Development. He is a member of Farmers' Welfare Commission, Government of Chhattisgarh, Raipur, Member of Krishi Neeti of Karnataka State, Board Member, Sher E Kashmir University of Agricultural Sciences

and Technology, Srinagar, Independent Director of Mahindra HZPC Pvt. Ltd., and Chairman and member of many committees of Government of India and ICAR. 418 publications are at his credit.

Except as an Independent Director of Mahindra HZPC Pvt. Ltd, Dr. R.R. Hanchinal is not a Director of any other companies/ bodies corporates.

He is not holding any equity shares of the Company and he is not related to any Director of the Company.

Except for Dr. R.R.Hanchinal and/or his relatives, no other Directors and Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4 of this notice.

Your Directors recommend the resolution for your approval.

### Item No.5

Pursuant to the regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), no listed entity shall appoint a person or continue the directorship of any person as a Non-executive Independent Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Dr. Raghuvardhan Reddy Suravaram (DIN: 01992206) 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, Dr. Raghuvardhan Reddy Suravaram, Non-Executive Independent Director, will attain the age of 75 (seventy five) years on 08th March, 2022, 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 on 13th August, 2021 decided to seek approval of the Shareholders by way of special resolution in the forthcoming Annual General Meeting.

A brief profile of Dr. Raghuvardhan Reddy Suravaram and names of the companies in which he holds directorships and memberships/ chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

#### Brief profile of Dr. Raghuvardhan Reddy Suravaram

Dr. S.Raghuvardhan Reddy is a Ph.D (Agriculture) and Ex-Vice-Chancellor of Acharya N.G.Ranga Agricultural University having vast

experience in the Agriculture & Research activities. He has held several eminent professional positions including that Vice Chancellor of ANGRAU. He is also affiliating as Chairman, Agri Biotech Foundation, a non-governmental organization. He has been awarded several gold medals including "Jawaharlal Nehru Birth Centenary Award" for significant and life time contribution to the development of Science and Technology specially in Agricultural Sciences.

Dr. Raghuvardhan Reddy Suravaram 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.

Keeping in view the experience and contributions made by Dr. S.Raghuvardhan Reddy the Board recommends the special resolution set forth in Item No. 5 for approval of the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, except Dr. S.Raghuvardhan Reddy, to whom the resolution relates are interested or concerned in the Resolution.

Your Directors recommend the resolution for your approval.

### Item No.6

Pursuant to the regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Independent Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Dr. Syed Mohammed Ilyas (DIN: 03542011) 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, Dr. Syed Mohammed Ilyas, Non-Executive Independent Director, will attain the age of 75 (seventy five) years on 24th July, 2022, 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 on



13th August, 2021 decided to seek approval of the Shareholders by way of special resolution in the forthcoming Annual General Meeting.

A brief profile of Dr. Syed Mohammed Ilyas and names of the companies in which he holds directorships and memberships/ chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

#### Brief profile of Dr. Syed Mohammed Ilyas

Dr. Syed Mohammed Ilyas is an M.Sc., Agricultural Engineering from Indian Agricultural Research Institute, New Delhi and D.Sc. Agricultural Engineering from University of Novi Sad (Yugoslavia). He was retired as a Director of National Academy of Agricultural Research Management (NAARM), Hyderabad and he was been reemployed as Project Director (Distance Education) National Institute of Rural Development (NIRD), Hyderabad. He has having vast experience in the Agriculture & Research and research management and other International Assignments. He has held several eminent professional positions including that Vice Chancellor of Narendra Deva University of Agriculture and Technology, Faizabad (U.P). Dr. Ilyas had international assignment for four years as Director Agro Asian Rural Development Organization. Dr. Ilyas has been awarded gold medal from "Indian Society of Agricultural Engineers Award" & "Institution of Engineers (I) in 1997 & 2002" "Fellowship and Commendation Medal for Outstanding Contribution by the Indian Society of Agricultural Engineers (ISAE)".

Dr. Syed Mohammed Ilyas 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.

Keeping in view the experience and contributions made by Dr. Syed Mohammed Ilyas the Board recommends the special resolution set forth in Item No. 6 for approval of the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, except Dr. Syed Mohammed Ilyas, to whom the resolution relates are interested or concerned in the Resolution.

Your Director recommend the resolution for your approval.

#### Item No. 7

Members of the Company in the 29th Annual General Meeting held on September 27, 2016 had approved the appointment of Mr. G.V. Bhaskar Rao as Managing Director of the Company for the period of five years commencing from November 15, 2016. His tenure as Managing Director of the Company was due to end on November 14, 2021. He has been responsible for policy planning vision and

strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on August 13, 2021 re-appointed him as Managing Director and designated as Chairman for a term of five years with effect from November 15, 2021 up to November 14, 2026, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

**The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. G.V. Bhaskar Rao, Managing Director during his term of office are as under:**

#### 1) Appointment as Chairman & Managing Director:

- a. This appointment is effective from November 15, 2021 and the period of appointment will be for a period of five years, i.e. till November 14, 2026, unless otherwise decided by the Board of Directors.

#### 2) Remuneration:

- a. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Managing Director during his term of office the following remuneration:

Particulars	In Rs. Per Annum
Basic *	2,09,35,916
Rent Free Accommodation or HRA*	83,74,366
Allowances*	55,82,911
<b>Total Pay*</b>	<b>3,48,93,193</b>

- b. The appointee shall be entitled to increase annual increment of 20% per annum during his tenure on the total salary component (Total Pay), which will be effective on 1st April every year i.e. effective from 1st April 2022. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
- c. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the consolidated net profits of the Company for each financial year payable on annual basis with effect from the financial year 2021-22 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be determined by the Board/Nomination and Remuneration Committee.
- d. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.

### 3) Perquisites and Allowances:

- a. Leave travel concession : for self and family once in a year incurred in accordance with the Rules specified by the Company.
- b. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
- c. Personal accident insurance, Group Life Insurance; Personal accident cover and group life insurance cover as per Company's Policy.
- d. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- e. The Company will pay fees of a maximum of two clubs. This will not include admission and life membership fees.
- f. Encashment of leave as per the rules of the Company
- g. Provision of Company's car with driver
- h. Provision of free telephone at residence

A brief profile of Mr. G.V. Bhaskar Rao and name of the companies in which he holds directorships and Memberships/Chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

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

The Board recommends the Special Resolution set forth in Item 7 for approval of the Members.

### Item No. 8

Members of the Company in the 29th Annual General Meeting held on September 27, 2016 had approved the appointment of Mrs. G.Vanaja Devi as Whole time Director of the Company for the period of five years commencing from November 15, 2016. Her tenure as Whole time Director of the Company was due to end on November 14, 2021.

She has been initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on August 13, 2021 re-appointed her as Whole time Director for a term of five years with effect from November 15, 2021 up to November 14, 2026, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

The broad particulars, terms and conditions of remuneration proposed to be paid to Mrs. G.Vanaja Devi, Whole time Director during her term of office are as under:

#### 1) Appointment as Whole time Director:

- a. This appointment is effective from November 15, 2021 and the period of appointment will be for a period of five years, i.e. till November 14, 2026, unless otherwise decided by the Board of Directors.

#### 2) Remuneration:

- b. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of her services to the Company, pay to the whole-time Director during her term of office the following remuneration:

Particulars	In Rs. Per Annum
Basic *	1,29,46,353
Rent Free Accommodation or HRA*	51,78,541
Allowances*	34,52,361
<b>Total Pay*</b>	<b>2,15,77,255</b>

- c. The appointee shall be entitled to increase annual increment of 20% per annum during her tenure on the total salary component (Total Pay), which will be effective on 1st April every year i.e. effective from 1st April 2022. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
- d. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the consolidated net profits of the Company for each financial year payable on annual basis with effect from the financial year 2021-22 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be determined by the Board/Nomination and Remuneration Committee.
- e. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.

#### 3) Perquisites and Allowances:

- f. Leave travel concession: for self and family once in a year incurred in accordance with the Rules specified by the Company.
- g. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
- h. Personal accident insurance, Group Life Insurance; Personal accident cover and group life insurance cover as per

Company's Policy.

- i. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- j. The Company will pay fees of a maximum of two clubs. This will not include admission and life membership fees.
- k. Encashment of leave as per the rules of the Company
- l. Provision of Company's car with driver
- m. Provision of free telephone at residence

A brief profile of Mrs. G. Vanaja Devi and name of the companies in which she holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mrs. G. Vanaja Devi, to whom the resolution relates and her relative Mr. G.V. Bhaskar Rao and Dr. G. Pawan, Directors are interested or concerned in the Resolution.

The Board recommends the Special Resolution set forth in Item 8 for approval of the Members.

## Item No. 9

Members of the Company in the 29th Annual General Meeting held on September 27, 2016 had approved the appointment of Mr. C.Vamsheedhar as Whole time Director of the Company for the period of five years commencing from November 15, 2016. His tenure as Whole time Director of the Company was due to end on November 14, 2021. He has been responsible for strategy planning and also involved in long term development activities of the Company. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on August 13, 2021 re-appointed him as Whole time Director for a term of five years with effect from November 15, 2021 up to November 14, 2026, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

**The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. C.Vamsheedhar, Whole time Director during his term of office are as under:**

### 1) Appointment as Whole time Director:

- a. This appointment is effective from November 15, 2021 and the period of appointment will be for a period of five years, i.e. till November 14, 2026, unless otherwise decided by the Board of Directors.

### 2) Remuneration:

- b. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Managing Director during his term of office the following remuneration:

Particulars	In Rs. Per Annum
Basic *	62,28,598
Rent Free Accommodation or HRA*	24,91,439
Allowances*	16,60,960
<b>Total Pay*</b>	<b>1,03,80,997</b>

- c. The appointee shall be entitled to increase annual increment of 20% per annum during his tenure on the total salary component (Total Pay), which will be effective on 1st April every year i.e. effective from 1st April 2022. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
- d. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the consolidated net profits of the Company for each financial year payable on annual basis with effect from the financial year 2021-22 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be determined by the Board/Nomination and Remuneration Committee.
- e. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.

### 3) Perquisites and Allowances:

- f. Leave travel concession : for self and family once in a year incurred in accordance with the Rules specified by the Company.
- g. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
- h. Personal accident insurance, Group Life Insurance; Personal accident cover and group life insurance cover as per Company's Policy.
- i. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- j. The Company will pay fees of a maximum of two clubs. This will not include admission and life membership fees.

- k. Encashment of leave as per the rules of the Company
- l. Provision of Company's car with driver
- m. Provision of free telephone at residence

A brief profile of Mr. C. Vamsheedhar and name of the companies in which he holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations, 2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. C. Vamsheedhar, to whom the resolution relates and his relative Mr. C. Mithun Chand, Whole Time Director are interested or concerned in the Resolution.

The Board recommends the Special Resolution set forth in Item 9 for approval of the Members.

### Item No. 10

Members of the Company in the 29th Annual General Meeting held on September 27, 2016 had approved the appointment of Mr. C. Mithunchand as Whole time Director of the Company for the period of five years commencing from November 15, 2016. His tenure as Whole time Director of the Company was due to end on November 14, 2021. He has been responsible for strategy planning and also involved in long term development activities of the Company. As part of the initiative to create enduring guidance for the Company and the Board recognizes the significant and invaluable contribution made by him in the present operations of the Company, the Board in its meeting held on August 13, 2021 re-appointed him as Whole time Director for a term of five years with effect from November 15, 2021 up to November 14, 2026, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members.

**The broad particulars, terms and conditions of remuneration proposed to be paid to Mr. C.Mithunchand, Whole time Director during his term of office are as under:**

#### 1) Appointment as Whole time Director:

- a. This appointment is effective from November 15, 2021 and the period of appointment will be for a period of five years, i.e. till November 14, 2026, unless otherwise decided by the Board of Directors.

#### 2) Remuneration:

- b. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Managing Director during his term of office the following remuneration:

Particulars	In Rs. Per Annum
Basic *	51,52,454
Rent Free Accommodation or HRA*	20,60,982
Allowances*	13,73,987
<b>Total Pay*</b>	<b>85,87,423</b>

- c. The appointee shall be entitled to increase annual increment of 20% per annum during his tenure on the total salary component (Total Pay), which will be effective on 1st April every year i.e. effective from 1st April 2022. The Total Pay would be subject to the overall ceilings stipulated in the Companies Act, 2013.
- d. Commission: In addition to the above remuneration and perquisites, commission will also be payable up to 1% of the consolidated net profits of the Company for each financial year payable on annual basis with effect from the financial year 2021-22 calculated in the manner referred to in Section 198 of the Companies Act, 2013 as may be determined by the Board/Nomination and Remuneration Committee.
- e. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.

#### 3) Perquisites and Allowances:

- f. Leave travel concession : for self and family once in a year incurred in accordance with the Rules specified by the Company.
- g. Medical reimbursement: for self and family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years and Medical insurance as per rules of the Company.
- h. Personal accident insurance, Group Life Insurance; Personal accident cover and group life insurance cover as per Company's Policy.
- i. Provident fund, superannuation benefits and gratuity as per the rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- j. The Company will pay fees of a maximum of two clubs. This will not include admission and life membership fees.
- k. Encashment of leave as per the rules of the Company
- l. Provision of Company's car with driver
- m. Provision of free telephone at residence

A brief profile of Mr. C. Mithun Chand and name of the companies in which he holds directorships and memberships/chairmanships of Board/Committees, as stipulated under SEBI (LODR) Regulations,

2015 are provided and accompanying of this Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. C. Mithun Chand, to whom the resolution relates and his relative Mr. C. Vamsheedhar, Whole Time Director are interested or concerned in the Resolution.

The Board recommends the Special Resolution set forth in Item 10 for approval of the Members.

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

Date: 13.08.2021  
Place: Secunderabad

Sd/-  
**G V BHASKAR RAO**  
MANAGING DIRECTOR

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / CONTINUATION OF DIRECTORSHIP AT THE 34TH ANNUAL GENERAL MEETING UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	<b>RAYAPPA RAMAPPA HANCHINAL</b>	<b>SURAVARAM RAGHUVARDHAN REDDY</b>	<b>SYED MOHAMMED ILYAS</b>
<b>DIN No.</b>	08138621	01992206	03542011
<b>Date of Birth</b>	01.06.1952	09.03.1947	25.07.1947
<b>Qualification</b>	Ph.D - Agriculture, Genetics and Plant Breeding	Ph.D - Agriculture	M.Sc., Agriculture
<b>Date of Appointment/ Reappointment</b>	09.02.2021	18.09.2019	18.09.2019
<b>Areas of Specialization &amp; brief Resume</b>	Vast experience in Agriculture and Research activities	Vast experience in Agriculture and Research activities	Vast experience in Agriculture and Research activities and other International assignments.
<b>No. of Shares Held in the Company</b>	Nil	Nil	Nil
<b>List of Directorship held in outside Public Limited Companies</b>	Nil	Nil	Nil
<b>Chairman/member of the Committee of the Board of Directors of this Company</b>	Nil	Audit Committee – Member Shareholders Relationship Committee – Chairman & Member Nomination & Remuneration Committee – Member Risk Management Committee - Member CSR Committee – Member	Nil
<b>Chairman/member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil	Nil
<b>Relation with Key Managerial Personnel and Directors</b>	Nil	Nil	Nil

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	G.V. BHASKAR RAO	G. VANAJA DEVI	C. VAMSHEEDHAR	C. MITHUN CHAND
<b>DIN No.</b>	00892232	00328947	01458939	00764906
<b>Date of Birth</b>	06.06.1950	24.06.1953	13.05.1971	11.08.1976
<b>Type of appointment</b>	Chairman cum Managing Director	Whole time Director	Whole time Director	Whole time Director
<b>Date of Appointment/ Reappointment</b>	15.11.2016	15.11.2016	15.11.2016	15.11.2016
<b>Areas of Specialization &amp; brief Resume</b>	He is founder and promoter of the company. Overseas production R&D, overall management and business development of the company	She looks after CSR responsibility activities, in addition to assisting the MD in general functioning of the company	He is a key player and growth driver in the 'Team Kaveri' and oversees the General Management and overall Marketing of the company.	He looks after the Finance, Accounts and Administration of the company, in addition to that oversees the overall Marketing of subsidiary companies of Kaveri Seed Company.
<b>No. of Shares Held in the Company</b>	53,58,530	1,40,90,157	9,76,587	8,57,344
<b>List of Directorship held in outside Public Limited Companies</b>	Nil	Nil	Nil	Nil
<b>Chairman/member of the Committee of the Board of Directors of this Company</b>	Chairman & Member – CSR Committee	Member – CSR Committee Member	Member – Shareholders Relationship Committee Member – Risk Management Committee	Member – Audit Committee, Member – Shareholders Relationship Committee Member – Risk Management Committee
<b>Chairman/member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil	Nil	Nil
<b>Relation with Key Managerial Personnel and Directors</b>	Relative with KMP	Relative with KMP	Relative with KMP	Relative with KMP

## PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM AND E-VOTING DURING THE AGM:

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 34th Annual General Meeting (AGM) to be held on Thursday, 30th September, 2021 at 11.00 A.M. The company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing remote e-voting facility to its members.

The remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.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>
<b>210903115</b>	Monday, 27th September 2021 at 9.00 am IST	Wednesday, 29th September 2021 at 5.00 pm IST

Please read the instructions for e-voting and participation at the AGM through VC/OAVM.

### Procedure to vote electronically using CDSL e-voting system

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

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

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN of Kaveri Seed Company Limited.

11) 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.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) 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.

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

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) 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.

### **17) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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, if the aforesaid documents not uploaded on the CDSL e-voting system, for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### GENERAL INSTRUCTIONS:

- a) The remote e-voting period commences on Monday the 27th day of September 2021 at 9.00 am IST and ends on Wednesday the 29th day of September 2021 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 Thursday, 23rd September 2021, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL 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. Thursday, 23rd September 2021, may obtain user ID and password by sending a request at [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com). However, if you are already registered with CDSL 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.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 022-23058542/43.
- 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 Thursday, 23rd September 2021.
- 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](http://www.kaveriseeds.in) and the website of CDSL 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.

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

Date: 13.08.2021  
Place: Secunderabad

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