

Notice of Annual General Meeting

(Pursuant to Section 101 of the Companies Act, 2013)

Dear Member,

Notice is hereby given that the **35th Annual General Meeting (AGM)** of the members of Kaveri Seed Company Limited (CIN: L01120TG1986PLC006728) will be held on **Thursday the 29th day of September 2022 at 12.00 Noon** IST through Video Conferencing facility ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2022 along with the reports of the Board of Directors and Auditors thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, together with the Balance Sheet, Profit & Loss, Cash Flow Statement and report of Auditors thereon.
- To ratify the payment of Interim Dividend on Equity Shares of the Company for the Financial Year 2021-22.
- To appoint a Director in place of Dr. Gundavaram Pawan (DIN: 00768751), who retires by rotation and being eligible offers himself for reappointment.
- Re-appointment of the Statutory Auditors**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. M. Bhaskara Rao & Co., Chartered Accountants (ICAI Firm Registration No. 000459S) be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may

be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS

- Appointment of Dr. Gundavaram Pawan (DIN: 00768751), Director as Whole time 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 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 appointment and terms of remuneration of **Dr. Gundavaram Pawan (DIN: 00768751), Director as Whole time Director** of the Company for a period of five years commencing from 8th August 2022 up to 7th August 2027, 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 below, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Dr. Gundavaram Pawan, 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".

The broad particulars, terms and conditions of remuneration proposed to be paid to Dr. Gundavaram Pawan, Whole time Director during his term of office are as under:

- Appointment as Whole time Director:**
 - This appointment is effective from 8th August 2022 and the period of appointment will be for a period of five years, i.e. till 7th August 2027, unless otherwise decided by the Board of Directors.

2) Remuneration:

- a. Subject to the sectorial 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 Whole time Director during his term of office the following remuneration:

Particulars	In Rupees Per Annum
Basic Salary *	60,00,000/-
Rent Free Accommodation or HRA*	24,00,000/-
Allowances*	16,00,000/-
Total Pay*	1,00,00,000/-

- 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 (effective from 1st April 2023) on previous drawn salary over and above the aforesaid remuneration. 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 2022-23 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

RESOLVED FURTHER THAT where in any financial year during the tenure of Dr. Gundavaram Pawan (DIN: 00768751), 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 Dr. Gundavaram Pawan.

RESOLVED FURTHER THAT approval of 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".

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

Date: 08.08.2022
Place: Secunderabad

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

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act 2013 (“the Act”) is annexed to the Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its 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, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022 (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 35th 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 35th 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. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.
3. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
4. The Company has appointed Mr. L. Dhanamjay Reddy, Practicing Company Secretary (Membership No.:ACS -13104) as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
5. 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.
6. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.
7. 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
8. 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.
9. 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.
10. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member /Beneficial Owner list maintained by the depositories as on the cut-off date i.e 22nd September 2022 (“cut-off date”).
12. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on 22nd September 2022 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
13. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on 22nd September 2022 shall also follow the procedure stated herein. A person who is not a Member as on 22nd September 2022 should treat this Notice for information purposes only.
14. The E-voting period commences on **26th day of September 2022 at 9.00 A.M. and ends on 28th day of September 2022 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.
15. The Register of Members and Share Transfer Books of the Company will remain closed from **27th September 2022 to 29th September 2022** (both days inclusive).
16. 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.

17. In compliance with the aforesaid MCA Circulars and SEBI Circular Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website www.kaveriseeds.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com
18. In accordance with the aforesaid Circulars, no physical copy of the notice of the AGM and the annual report for the financial year 2021-22 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 2021-22, free of cost, upon sending a request to the company secretary at #513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana, once normalcy is restored.
19. 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.
20. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is provided the facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., 22nd September 2022, 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.
21. 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.
22. The members may note that, pursuant to SEBI Notification dated 8th 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.
23. 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.
24. 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.
25. 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 at least 7 days before the meeting through email on cs@kaveriseeds.in. The same will be replied by the Company suitably.
26. 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. For details, please refer to corporate governance report which is a part of this Annual Report.
27. 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) and also on the website of Ministry of Corporate Affairs.
28. 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 2014-15	29.09.2015	04.11.2022
2	Interim Dividend 2015-16	13.08.2015	18.09.2022
3	Interim Dividend 2017-18	08.08.2017	13.09.2024
4	Interim Dividend 2018-19	14.11.2018	19.12.2025
5	Interim Dividend 2019-20	13.08.2019	19.09.2026
6	Interim Dividend 2020-21	10.11.2020	16.12.2027
7	Interim Dividend 2021-22	12.11.2021	18.12.2028

The Shareholders who have not encashed the aforesaid dividends are requested to make their claim to the Registrar, M/s. Bigshare Services Pvt. Ltd., 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500 082, Telangana. Tel.Nos. + 91- 40- 40144967/ 23374967 Fax No. + 91-40 – 23370295 E-mail: bsshyd@bigshareonline.com

29. Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Regulations 26(4) and 36(3) of the SEBI (LODR) Regulations and Clause 1.2.5 of the SS-2 is annexed to the Notice.
30. The certificate from the auditors of the company certifying that the Company's Employees Stock Option Scheme 2018 is being im-

plemented 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

31. 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: 08.08.2022
Place: Secunderabad

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

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 **35th Annual General Meeting (AGM) to be held on Thursday, 29th September, 2022 at 12.00 Noon**. 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. The e-voting event number (EVEN) and period of remote e-voting are set out below:

Electronic Voting Sequence Number (EVSN)	Commencement of E-voting	End of E-Voting
220825063	26th September 2022 (09.00 AM)	28th September 2022 (05.00 PM)

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants are able to cast their vote without having to register again with E-Voting Service Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option. On clicking the evoting option, the user will be able to see his/ her holdings along with links of respective e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINK INTIME as per information provided by issuer/ company. Additionally, we are providing links of e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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.</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.</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 above mentioned website.

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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 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:

For Members holding shares in Demat Form and Physical Form.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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 at the email address viz; cs@kaveriseeds.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

Individual Shareholders holding securities in Demat mode with **CDSL**

Individual Shareholders holding securities in Demat mode with **NSDL**

Helpdesk details

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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 or call on 022-23058542/43.

GENERAL INSTRUCTIONS

- a) The remote e-voting period commences on Monday the 26th day of September 2022 at 9.00 am IST and ends on Wednesday the 28th day of September 2022 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, 22nd September 2022, 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, 22nd September 2022, may obtain user ID and password by sending a request at 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 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, 22nd September 2022.
- f) Mr. L.Dhananjaya Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed by the board as the scrutinizer to scrutinize the voting through electronic means during AGM and remote e-voting process in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than forty eight hours after the conclusion of the AGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall declare the result of the voting forthwith.
- i) The voting results declared along with the scrutinizer's report shall be placed on the company's website www.kaveriseeds.in and the website of 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: 08.08.2022
Place: Secunderabad

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

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’), given hereunder sets out all material facts relating to the special business mentioned at Item No. 6 of the accompanying Notice dated 8th August 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 5 of the said Notice.

Item No. 5 – Reappointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants, as Statutory Auditors of the Company

M/s. M. Bhaskara Rao & Co., Chartered Accountants (ICAI Firm Registration No. 000459S) were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) held on September 25, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 35th Annual General Meeting. The term of M/s. M. Bhaskara Rao & Co., will be expiring at the conclusion of the ensuing 35th Annual General Meeting of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence etc., and expertise of M/s. M. Bhaskara Rao & Co., Chartered Accountants and based on the recommendation of the Audit Committee and Board of Directors, proposed the re-appointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants as Statutory Auditors of the Company for the second consecutive term of five years from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company to be held in the year 2027, at remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. M. Bhaskara Rao & Co., Chartered Accountants, (ICAI Firm Registration No. 000459S) have consented to their appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M. Bhaskara Rao & Co (MBRC), a firm of Chartered Accountants based in Hyderabad, was set up in 1961 by Mr. M Bhaskara Rao. MBRC operates in four states through five offices – its head office located in Hyderabad and branches in Kakinada, Vishakhapatnam (AP), Chennai and Bangalore. In the course of its professional practice for over six decades, MBRC had the opportunity to serve some of the largest Public Sector Enterprises, Nationalized Banks, Regulatory Authorities and large and medium scale private sector enterprises.

The Board in consultation with the Audit Committee may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No.5 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.5 of the Notice for approval by the Members.

Item No. 6 - Appointment of Dr. Gundavaram Pawan (DIN: 00768751), Director as Whole time Director of the Company

Dr. Gundavaram Pawan, has been associated with Kaveri Seed since 2006 and has contributed significantly towards the growth of the Company by providing his significant role in the Company. Dr. G.Pawan as a Director helping hand to Chairman and Managing Director (CMD) in day to day activities and provided proactive suggestions. He has been instrumental in formulating strategic and long-term business plans, assisting the CMD to do justice to his role and take vital decisions for sustainable value creation of the Company and stakeholders. Considering the above experience and qualities, the contributions made by him in growth of the Company, the Board of Directors at its meeting held on 8th August 2022 (based on the recommendation of the Nomination and Remuneration Committee) has approved the appointment of Dr. Gundavaram Pawan, Director as a Whole time Director of the Company for a period of five years w.e.f. 8th August 2022 to 7th August 2027 at a remuneration mentioned in the resolution No.6, subject to the approval of the members at the ensuing Annual General Meeting. The terms of appointment of Dr. Gundavaram Pawan and remuneration payable to him are as set out in Item No.6 of the Notice. Dr. Gundavaram Pawan joined the Board of the Company in 2006 as Non-Executive Director. He belongs to the promoter group of the Company.

The details of Dr. Gundavaram Pawan as required under the provisions of Regulation 36(3) of the SEBI (Listing Regulations) and other information provided in Annexure A to this Notice.

No Director, Key Managerial Personnel or their relatives except Dr. Gundavaram Pawan to whom the resolution relates and his relatives Mr. G.V.Bhaskar Rao, Chairman and Managing Director and Mrs. G.Vanaja Devi, Whole time Director are interested/concerned in the Resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the members of the Company.

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

Sd/-
Date: 08.08.2022
Place: Secunderabad

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

Annexure A to the Notice of AGM

Details of Directors proposed to be appointed/re-appointed at the AGM scheduled to be held on 29th September 2022 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as given below:

Profile of Dr. Gundavarm Pawan

Dr. Gundavarm Pawan (DIN 00768751) is a MBBS from Jawaharlal Nehru Medical College, Karnataka, and holds Doctor of Medicine Degree from Illinois State University, USA. Dr. Pawan by profession an eminent medical doctor in the United States. Now, he is shifted to India and he looks after actively day to day operations of the Company. He is a second generation entrepreneur and experienced in general management. Dr. Pawan has zeal, enthusiasm, lot of creativity and unique thinking. Due to his consistent focus on strategic issues, long-term business and operational plans, it will help elevate Kaveri Seeds to reach a new zenith of competitiveness. As a Whole time Director will give a helping hand to Chairman and Managing Director (CMD) in day to day activities and give proactive suggestions. He has been instrumental in formulating strategic and long-term business plans, assisting the CMD to do justice to his role and take vital decisions for sustainable value creation of the Company and stakeholders.

Age	43
Qualification	MBBS, Doctor of Medicine
Date of Birth	21.08.1979
Experience (including expertise in specific functional area)/ Brief Resume	He is a second-generation entrepreneur experienced in general management.
Terms and Conditions of Appointment/ Reappointment	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting on 29th September, 2022 read with explanatory statement thereto Dr. Gundavaram Pawan, Director is proposed to be appointed as Whole-time Director of the Company.
Remuneration last drawn (including sitting fees if any)	NA
Remuneration proposed to be paid	As per resolution at Item No. 6 of the Notice convening Annual General Meeting on 29th September, 2022 read with explanatory statement thereto.
Date of first appointment on the Board	18.09.2006
Shareholding in the Company as on March 31, 2022	2228876 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	He is related to Mr. G.V.Bhaskar Rao, Chairman and Managing Director and Mrs. G.Vanaja Devi, Whole time Director
Number of meetings of the Board attended during the year	4
Directorships of other Boards as on March 31, 2022	Nil
Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2022	Nil
Directorships of other Listed entities from which he resigned in the past three years	Nil
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Nil