



kaveri seed company limited

CIN: L01120TG1986PLC006728

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

Tel.: +91- 40-49192345/55; **Fax:** +91-40-27811237

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

POSTAL BALLOT NOTICE

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

E-Voting Start Date: 20.07.2023

E-Voting end Date: 18.08.2023

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the members of Kaveri Seed Company Limited (“**the Company**”) by means of (“**Postal Ballot**”) only by way of remote e-voting process (“e-voting”) pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time) ('the Rules') and other applicable provisions of the Act and the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings (SS 2) issued by the Institute of Companies Secretaries of India and other applicable laws, rules and regulations guidelines prescribed to the extent applicable read with 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 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations that the Special Resolution(s) , as appended below are proposed to be passed by the members through postal ballot, only by way of remote e-voting process ('e-voting').

Accordingly, the proposed special resolutions together with the explanatory statement setting out the material facts as required under Section 102 of the Companies Act, 2013 are annexed herewith for consideration of the members.

In accordance with the MCA circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its Shareholders and are requested to read the instructions in the Notes under the section "Instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 18th August, 2023 (5.00 pm) to be eligible for being considered, failing which it will be considered that no vote has been received.

In accordance with the provisions of the MCA Circulars, the postal ballot is being sent only through electronic mode to those members whose email addresses are registered with the company/depositories/registrar and share transfer agents as on cut-off date of Friday 14th July 2023. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice for obtaining Login Credentials for e-Voting for the resolution proposed in this Notice.

The Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules thereunder, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. The Board of Directors of the Company passed the resolution at their meeting held on 19th July 2023 has appointed Mr. L. Dhananjaya Reddy, Company Secretary (ACS 13104/CP 3752) in Practice as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Board of Directors of the Company or to any officer authorized by the Board. The results shall be declared on 18th August, 2023 and will be displayed on the Company's website www.kaveriseeds.in and will also be communicated to the Stock Exchanges and also results will be placed on the website of Central Depository Services (India) Limited (www.evotingindia.com). The resolution, if passed by the requisite majority, shall be deemed to have been passed on 18th August, 2023 i.e., the last date specified for receipt of votes through the e-voting process.

SPECIAL BUSINESS

1. TO RE-APPOINT MRS. MUSINIPALLY CHAYA RATAN (DIN: 08085687) AS AN INDEPENDENT DIRECTOR FOR SECOND CONSECUTIVE TERM OF FIVE YEARS.:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to 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 other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time and the Articles Association of the Company, Mrs. Musinipally Chaya Ratan (DIN: 08085687), who was appointed as an Independent Director of the Company at the 31st Annual General Meeting of the Company and holds office up to 23rd May, 2023 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and Board of Director of the Company, consent and approval of the members of the Company be and is hereby accorded for re-appointment of Mrs. Musinipally Chaya Ratan as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing from 24th May, 2023 to 23rd May, 2028 as well as to continue to hold the position of Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. CONTINUATION OF HOLDING OF OFFICE OF WHOLE TIME DIRECTOR BY MRS. G. VANJA DEVI (DIN 00328947) WHO HAS ATTAINED THE AGE OF 70 (SEVENTY) YEARS.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and

Board of Director of the Company, consent and approval of the members of the Company be and is hereby accorded for continuation of holding of office of Whole time Director by Mrs. G. Vanaja Devi (DIN 00328947) who has attained the age of 70 (Seventy) years as on 24th June 2023 up to the end of her present term of office, on the existing terms and conditions as mentioned the resolution was approved by the shareholders at their 34th Annual General Meeting of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
513-B, 5th Floor,
Minerva Complex,
S D Road,
Secundrabad-500 003, India
CIN: L01120TG1986PLC006728
Email id: cs@kaveriseeds.in

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

Sd/-
V Sreelatha
Company Secretary
Mem. No.ACS10317

Place: Hyderabad

Date: 19.07.2023

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the resolution proposed to be passed through postal ballot is annexed herewith;
2. M/s. L.D. Reddy & Co., Practicing Company Secretaries (Membership No. ACS: 13104, C.P. No.3752) has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the e-voting of the Postal Ballot shall be final;
3. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as the only mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote;
4. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of

Members/ list of beneficial owners as on 14th July, 2023 ('cut-off date') received from the Depositories and whose e-mail address is registered with the Depositories/ Registrar & Transfer Agents.

5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at www.kaveriseeds.in and on the website of the CDSL at www.evotingindia.com;

6. The members who have not registered their email addresses or there is any change in their registered email address(es), are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details;

7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear in the list of beneficial owners provided by Depositories/Register of members as on the cut-off date will only be considered eligible for the purpose of e-voting;

8. Persons who become member of the Company after the cut-off date, should treat this notice only for information purpose and are not entitled to vote;

9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';

10. The e-voting period will **commence at 9.00 a.m. (IST) on Thursday, the 20th July, 2023 and ends at 5:00 p.m. (IST) on Friday the 18th August, 2023**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.

11. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting;

12. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., **Friday, the 18th August, 2023**; and

13. The Scrutinizer will submit the report, after the completion of scrutiny, to the Board of Directors or to a person duly authorized by Board. The results of the e-voting will be announced on 18th August, 2023 after conclusion of postal ballot process and will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company website at www.kaveriseeds.in and on the website of CDSL AT www.evotingindia.com.

INSTRUCTION FOR VOTING:

1. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on Friday, 14th July, 2023, and who have registered their e-mail addresses with the Registrar & Transfer Agent or with the Depositories.

Further, Members can vote on the Resolutions only through remote e-voting. Remote e-voting will **commence at 9.00 a.m. (IST) on Thursday, the 20th July, 2023 and ends at 5:00 p.m. (IST) on Friday the 18th August, 2023**. When the remote e-voting will be blocked by CDSL.

2. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members Friday, 14th July, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes; and

3. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Friday, the 18th August, 2023.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER

The voting period begins on **9.00 a.m. (IST) on Thursday, the 20th July, 2023 and ends at 5:00 p.m. (IST) on Friday the 18th August, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 14th July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The E-voting facility is available at the link:

Electronic Voting Sequence Number (EVSN)	Commencement of E-voting	End of E-Voting
230719001	20th July 2023 (09.00 AM)	18th August 2023 (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.

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

Process for those shareholders whose email are not registered with the depositories for obtaining Login Credentials for e-Voting for the resolution proposed in this Notice.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id at bsshhd@bigshareonline.com**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) and

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

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.

OTHER INSTRUCTIONS

- a) The Scrutinizer shall submit the Scrutinizer's Report to the Board of Directors of the Company or such other officer duly authorized by the Board. Further, the results of the Postal Ballot will be announced on 18th August 2023 after conclusion of postal ballot process and the same will be hosted on website of the Company i.e., www.kaveriseeds.in, service provider, i.e., www.evotingindia.com and the same will also be communicated simultaneously to the Stock Exchanges namely BSE Limited and National Stock Exchange of India Limited;
- b) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at website of the Service Provider i.e., www.evotingindia.com; and
- c) Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

M/s. Bigshare Services Pvt. Ltd,
306, Right Wing, 3rd Floor,
Amrutha Ville, Opp.Yashoda Hospital,
Somajiguda, Rajbhavan Road,
Hyderabad – 500082, India.
Email ID: bsshyd@bigshareonline.com
Phone No: 040 4014 4967

By order of the Board of Directors
For Kaveri Seed Company Limited
Sd/-
V Sreelatha
Company Secretary
Mem. No.ACS10317

Place: Hyderabad,
Date: 19.07.2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

The members of the Company in their 31st Annual General Meeting held on 21st September 2018 approved the appointment of Mrs. Musinipally Chaya Ratan (DIN: 08085687) as an Independent Director of the Company for a period of five years with effect from 24th May 2018 to 23rd May 2023. Accordingly, her first term as an Independent Director expired on 23rd May 2023.

During her tenure as an Independent Director of the Company over the last five years, Mrs. Musinipally Chaya Ratan has contributed immensely in the Board and Committee deliberations.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mrs. Musinipally Chaya Ratan (DIN: 08085687) as Independent Director for a second consecutive term of five years from 24th May, 2023 to 23rd May, 2028 as well as to continue to hold the position of Independent Director beyond 75 years of age, not liable to retire by rotation. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing her candidature for the office of Director.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Musinipally Chaya Ratan as member of Board and its committees, her background, experience and contribution in the Board and committee deliberations, rated her satisfactory on all parameters and recommended her re-appointment, would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director of the Company.

The Company has received from Mrs. M. Chaya Ratan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mrs. M. Chaya Ratan has confirmed that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mrs. M. Chaya Ratan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. M. Chaya Ratan are provided as Annexure to this Postal Ballot Notice.

In the opinion of the Board, Mrs. M. Chaya Ratan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company. In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Mrs. M. Chaya Ratan as an Independent Director of the Company for a second term for a period of five consecutive years commencing from 24th May, 2023 to 23rd May, 2028 is being placed before the members for their approval by way of a Special Resolution. Mrs. M. Chaya Ratan, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment Mrs. M. Chaya Ratan as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at cs@kaveriseeds.in.

Annexure

Brief Profile of Mrs. Musinipally Chaya Ratan

Mrs. Musinipally Chaya Ratan, IAS, was an able administrator to implement several reforms to uplift the rural mass. She is a 1977 batch IAS officer retired. She pursued her MSc. Eco- Social Policy & Planning from London School of Economics, University of London, London. She is responsible for the several changes in the development in various departments such as College & School education, Health & Family Welfare , Tribal welfare etc. Her main concern was empowerment of poor and marginal society to provide access to basic services. Her thought power to implement noble idea of teacher's transfers through counselling in the state to stop corruption is still practiced. Due to her initiatives 45 PHC centres were established in tribal areas and her proposal of doctors to serve 2 years in tribal PHCs, 3 years in rural and 4 years in urban areas was implemented by the Govt. She is also instrumental for reducing the physical qualifying criteria for lady constables, revise teachers training curriculum, i.e. Diploma in Education, disabled students, hearing impaired and visually challenged to run separate classes in the school and junior colleges. Her ambition to serve the rural mass to uplift their livelihood has transformed the millions of lives on the path of progress.

The Board has reviewed her knowledge and immense experience of Mrs. Musinipally Chaya Ratan as an Independent Director would be beneficial to the Company and to meet comply the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Musinipally Chaya Ratan does not hold any shares of the Company and she not related to any other Directors/KMPs of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mrs. Musinipally Chaya Ratan as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mrs. Musinipally Chaya Ratan, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 1 of this Notice for approval of the Members.

Details of the Director proposed to be re-appointed as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), issued by the Institute of Company Secretaries of India are as given below:

Name of the Director	Mrs. Musinipally Chaya Ratan
Age	70 years
Qualifications	MSc. Eco- Social Policy & Planning from London School of Economics, University of London, London
Experience (including expertise in specific functional area)/ Brief Resume	Indian Administration and Social Development, Management and Finance etc.,
Terms and Conditions of Appointment/ Reappointment	As per the Resolution in the Postal Ballot Notice read with explanatory statement thereto, Mrs. Musinipally Chaya Ratan is proposed to be reappointed as an Independent Director of the Company for the second term of five consecutive years w.e.f. 24th May 2023. Entitled for sitting fees for attending meetings of the Board and Board Committees.
Remuneration last drawn (including sitting fees, if any)	During the financial year ended on 31st March 2023 sitting fee of Rs.4.00 lakhs was paid to Mrs. Musinipally Chaya Ratan. During the current financial year sitting fee of Rs.1,00,000/- was paid till date to Mrs. Musinipally Chaya Ratan.
Remuneration proposed to be paid	No remuneration other than sitting fee for attending Board/Committee meetings is payable.
Date of first appointment on the Board	24 th May, 2018
Number of shares held in the Company	Nil

Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year (as on date of this notice)	She attended One Board Meeting held during the financial year
Directorships of other Boards	Member - Audit Committee and Nomination and Remuneration Committee
Board Membership of other listed companies and the Membership of Committees of the board	Nil
Directorships of other Listed Entities from which he resigned in the past three years	Nil
Membership/Chairmanship of Committees of other Boards	Nil

ITEM NO.2

Continuation of holding of office of Mrs. G Vanaja Devi, Whole Time Director, who has attained the age of 70 (seventy) years on 24th June 2023

Pursuant to Section 196(3) of the Companies Act, 2013 which inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole - time Director or Manager unless it is approved by the members by passing a special resolution.

Mrs. G. Vanaja Devi was appointed as Whole time Director of the Company with effect from 15th November 2021, in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 and the rules made there under, at the 34th Annual General Meeting held on 30th September 2021 for a period of five years.

Since, Mrs. G. Vanaja Devi, Whole time Director, has attained the age of 70 (seventy) years on 24th June, 2023, the continuation of her remaining term as Whole time Director requires the approval of members by way of special resolution under the above said provisions of Companies Act, 2013. The Board of Directors at their meeting held on 19th July 2023 decided to seek approval of the Shareholders by way of special resolution through postal ballot.

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.

Details of Director seeking continuation of Directorship:

Name of the Director	Mrs. G. Vanaja Devi	
DIN No.	00328947	
Date of Birth	24.06.1953	
Qualifications	Graduation	
Date of Appointment/ Reappointment	15.11.2021	
Expertise in specific functional areas	She looks after CSR responsibility activities, in addition to assisting the MD in general functioning of the company	
No. of Shares Held in the Company	23,57,318	
Directorship held in outside Public Limited Companies	Nil	
Chairman/member of the Committee of the Board of Directors of this Company	Member - CSR Committee Member	
Number of board meetings attended during the FY 2022-23	Held	5
	Attended	5
Chairman/member of the Committee of the Board of Directors of other Companies	Nil	
Relation with Key Managerial Personnel and Directors	Promoter Group and related with promoter	

The Board recommends the special resolution set forth in Item No. 2 for approval of the members.

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

Registered Office:

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Secundrabad-500 003, India
CIN: L01120TG1986PLC006728
Email id: cs@kaveriseeds.in

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

Sd/-
V Sreelatha
Company Secretary
Mem. No. ACS10317

Place: Hyderabad,
Date: 19.07.2023