

# Notice of Annual General Meeting

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

Dear Member,

Notice is hereby given that the 37th Annual General Meeting (AGM) of the members of Kaveri Seed Company Limited (CIN: L01120TG1986PLC006728) will be held on **Monday the 30th day of September 2024 at 12.00 Noon** through Video Conferencing facility ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2024 along with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Balance Sheet, Profit & Loss, Cash Flow Statement and report of Auditors thereon.
3. To ratify the payment of Interim Dividend on Equity Shares of the Company for the Financial Year 2023-24.
4. To appoint a Director in place of Mr. C. Mithunchand (DIN: 00764906), who retires by rotation and being eligible offers himself for reappointment.

## SPECIAL BUSINESS

### 5. APPROVAL AND IMPLEMENTATION OF THE KAVERI SEED EMPLOYEE STOCK OPTION PLAN - 2024 (ESOP 2024) THROUGH TRUST ROUTE

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 62(1) (b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) ("**the Act**") read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB Regulations**"), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India ("**SEBI**") from time to time and the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Companies (Share

Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions which may be acceptable by the Board of Directors including the committee constituted by the Board, consent of the Company be and is hereby accorded to the Board to adopt and implement the proposed **Kaveri Seed Employee Stock Option Plan - 2024 ("ESOP 2024" or "Scheme")** the salient features of which are detailed in the Explanatory Statement to this Notice, for the benefit of present and future, employees working exclusively with the Company, whether in or outside India and its subsidiaries, including any director whether wholtime or otherwise (other than an employee who is a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the outstanding equity shares of the Company) on such terms and conditions as may be approved by the Board of Directors under the ESOP 2024 in accordance with the SEBI SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the ESOP 2024 be implemented through the Kaveri Employees Trust ("**ESOP Trust**") based on the guidelines formulated by the Nomination and Remuneration Committee of the Board ("**Compensation Committee**") provided that the total number of options that can be granted in one or more tranches under ESOP 2024 shall not exceed 25,00,000 options, exercisable into equivalent number of equity shares of ₹ 2/- each of the Company fully paid up (representing 4.86% of paid up capital of the company as at 31st March, 2024) ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to be acquired by the ESOP Trust from the secondary market, at an exercise price that shall be determined by the Compensation Committee for each grant which shall be at a discount not exceeding 50% of the prevailing market price (closing price on the Stock Exchange having the highest trading volume, where the equity shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant and on such other terms and conditions

as the Compensation Committee or the ESOP Trust, as the case maybe, may determine from time to time.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby authorized to:

- i. Delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of ESOP 2024 on such terms and conditions as it may specify;
- ii. determine the terms and conditions of grant, issue, re-issue, cancellation and withdrawal of options from time to time;
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;
- iv. to do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above resolution including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust; and
- v. to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of ESOP 2024 as it may in its absolute discretion determine subject to applicable laws including the SEBI SBEB Regulations.”

**FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2024.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the grantees under the ESOP 2024 shall automatically stand increased or reduced as the case may be, in the same proportion as the present face value of ₹ 2/- (Rupees Two only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board and/or the Compensation Committee be and is hereby authorised to devise, formulate, modify, change, vary, alter, extend, amend, suspend or terminate ESOP 2024, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the ESOP 2024 and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to ESOP 2024 and do all other things incidental to and ancillary thereof.”

#### 6. **APPROVAL TO EXTEND THE BENEFITS OF KAVERI SEED EMPLOYEE STOCK OPTION PLAN 2024 TO THE EMPLOYEES OF SUBSIDIARY(S) OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 62(1) (b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) (**“the Act”**) read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity ) Regulations, 2021 (**“the SEBI SBEB Regulations”**), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (**“SEBI”**) from time to time and the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions which may be acceptable by the Board of Directors including the committee constituted by the Board, consent of the company be and is hereby accorded to the Board to grant to the present and future, employees of the subsidiary company(ies) of the Company including their director(s) whether whole time director or not (other than a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the issued capital of the Company), such number of stock options which together with the stock options granted to the

employees of the Company under ESOP 2024 shall not in the aggregate exceed 25,00,000 options (“**Options**”), in one or more tranches, exercisable into equivalent number of equity shares of ₹ 2/- each of the Company fully paid up (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), under the **Kaveri Employee Stock Option Plan - 2024 (“ESOP 2024” or “Scheme”)**, as approved by the Board of Directors, at an exercise price that shall be determined by the Compensation Committee for each grant which shall be at a discount not exceeding 50% of the prevailing market price (closing price on the Stock Exchange having the highest trading volume, where the shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant and on such other terms and conditions as the Nomination and Remuneration Committee of the Board of the Company (“**Compensation Committee**”) or the Kaveri Employees Trust (“**ESOP Trust**”), as the case may be, may determine from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Compensation Committee be and is hereby authorized to do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby also authorized to determine, modify and vary all or any of the terms and conditions of ESOP 2024 as it may in its absolute discretion determine subject to applicable laws including the SEBI SBEB Regulations.”

## 7. **AUTHORIZATION TO ESOP TRUST FOR SECONDARY MARKET ACQUISITION OF EQUITY SHARES.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**the SEBI SBEB Regulations**”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, approval of the members of the Company be and is hereby accorded to the Kaveri Employees Trust (“**ESOP Trust**”)

to acquire equity shares of the Company, in one or more tranches, from the secondary market which shall in the aggregate not exceed 25,00,000 equity shares, provided that such acquisition in any financial year shall not exceed 2% of the paid up equity share capital of the Company as at the end of the previous financial year, for the purpose of implementation of the **Kaveri Seed Employee Stock Option Plan - 2024 (“ESOP 2024” or “Scheme”)** in accordance with SEBI SBEB Regulations and other applicable laws, as approved by the Board of Directors, at such price and at such terms and conditions that the ESOP Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard.

**RESOLVED FURTHER THAT** the trustee(s) of the ESOP Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange(s), the shareholding of the ESOP Trust shall be shown as ‘non-promoter and non-public shareholding’.

**RESOLVED FURTHER THAT** the ESOP Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary market acquisition as permitted under the SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Act, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**the SEBI SBEB Regulations**”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors (“**Board**” which term shall be deemed to include any Committee thereof) to extend an interest free loan to the ESOP Trust of such amounts from time to time whereby the value of shares to be purchased in the aggregate together with the money provided by the Company shall not exceed 5% (five per cent) of the aggregate of paid up capital and free reserves of the Company for the purpose of implementation of ESOP 2024 subject to overall limits, if any, specified under the Act and / or the SEBI ESOP Regulations.

**RESOLVED FURTHER THAT** the loan provided by the Company to the ESOP Trust shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/transfer of Shares including realization of exercise price and any other eventual income of the ESOP Trust.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares merger and sale of division etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Compensation Committee and the ESOP Trust be and is hereby authorized to do all such acts, deeds, things and matters as may be considered necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company”.

**8. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH ADITYA AGRITECH PRIVATE LIMITED WHICH IS SUBSIDIARY OF KAVERI SEED COMPANY LIMITED.**

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Aditya Agritech Private Limited, (AAPL) subsidiary Company of Kaveri Seed Company Limited and accordingly a related party of Kaveri Seed Company Limited under Regulation 2(1) (zb) of the SEBI Listing Regulations, in connection with sale of seeds on such terms and conditions as may be agreed between the Company and Aditya Agritech Private Limited, for an aggregate value of up to ₹ 200.00 Crores (Rupees Two Hundred Crores Only) for each financial year (for a period of three years) from the Financial Year 2024-25 to FY2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s)

being carried out at arm’s length and in the ordinary course of business of the Company”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**9. TO APPOINT MR. NARSING RAO SINGAYAPALLY (DIN: 00800362) AS AN 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 A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Narsing Rao Singayapally (DIN: 00800362)** who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from 18th September, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as

an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 18th September 2024 up to 17th September 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**10. TO APPOINT MR. KRISHNA MOHAN PRASAD (DIN: 09563997) AS AN 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 A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Krishna Mohan Prasad (DIN: 09563997)** who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from 18th September, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 18th September 2024 up to 17th September 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**11. TO APPOINT DR. RAJESH KUMAR MITTAL (DIN: 10738205) AS AN 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 A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Dr. Rajesh Kumar Mittal (DIN: 10738205)** who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from 18th September, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 18th September 2024 up to 17th September 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

Date: 12..08.2024  
Place: Secunderabad

Sd/-  
**V. Sreelatha**  
Company Secretary

**NOTES:**

1. The explanatory statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and reasons for the proposal is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
2. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2023 dated 25th September 2023 ( “MCA Circulars”) has 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 37th 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 37th 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](mailto:cs@kaveriseeds.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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 23rd September, 2024 (“cut-off date”).
12. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on 23rd September, 2024 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 23rd September, 2024 shall also follow the procedure stated herein. A person who is not a Member as on 23rd September, 2024 should treat this Notice for information purposes only.
14. The E-voting period commences on **27th day of September, 2024 at 9.00 A.M. and ends on 29th day of September, 2024 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 **25th day of September, 2024 to 27th day of September, 2024 (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](mailto:cs@kaveriseeds.in).
17. In compliance with the aforesaid MCA Circulars and SEBI Circular Notice of the AGM along with the Annual Report 2023-24 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 2023-24 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 [www.evotingindia.com](http://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 2023-24 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 2023-24, 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,.
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., **23rd September 2024**, 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. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), securities of listed companies can be transferred only in dematerialized form and also for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Limited for assistance in this regard..
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](mailto: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](http://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](http://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	Interim Dividend 2017-18	08.08.2017	13.09.2024
2	Interim Dividend 2018-19	14.11.2018	19.12.2025
3	Interim Dividend 2019-20	13.08.2019	19.09.2026
4	Interim Dividend 2020-21	10.11.2020	16.12.2027
5	Interim Dividend 2021-22	12.11.2021	18.12.2028
6	Interim Dividend 2022-23	08.08.2022	27.09.2029
7	Interim Dividend 2023-24	08.11.2023	15.12.2030

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](mailto: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 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)
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: 12.08.2024  
Place: Secunderabad

Sd/-  
**V. Sreelatha**  
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 **37th Annual General Meeting (AGM) to be held on 30th day of September, 2024 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](http://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
240831054	27th September 2024 ( 09.00 AM)	29th September 2024 (05.00 PM)

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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"> <li>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 <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>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.</li> <li>3) 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>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and</p> <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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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](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 Members holding shares in Demat Form 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 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"> <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.</li> </ul>

- (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](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](mailto: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](mailto: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](mailto: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 <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 022-23058542/43
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

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](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

- The remote e-voting period commences on Friday the **27th day of September 2024 at 9.00 A.M. IST and ends on Sunday the 29th day of September 2024 at 5.00 P.M. 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 Monday, 23rd September 2024, 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.
- 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. Monday, 23rd September 2024, 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.
- 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.
- 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.

- 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 Monday, 23rd September 2024.
- 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.
- 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.
- 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.
- 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: 12.08.2024  
Place: Secunderabad

Sd/-  
**V. Sreelatha**  
Company Secretary

# Explanatory Statement

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

**In respect of the Special Business Pursuant to Section 102(1) of the Companies Act, 2013 given hereunder sets out all the material facts relating to the Special Business mentioned at Item No.5 to 11 of the accompanying Notice dated 12th August 2024.**

## ITEM NO. 5 & 6 :

**Approval and implementation of the Kaveri Seed Employee Stock Option Plan - 2024 (ESOP 2024) through Trust route and Grant of Stock Options to the Employees of Subsidiary Companies under ESOP 2024**

Stock options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Stock options also have gone a long way in aligning the interest of the employees with that of the organization besides providing employees an opportunity to participate in the growth of the Company and creating long term wealth in their hands.

The Board of Directors of the Company at its meeting held on 22nd May 2024 have approved the Kaveri Seed Employee Stock Option Plan 2024 to be implemented through the Trust route involving acquisition of equity shares of the Company by the Trust through secondary market and the Board authorized the Nomination and Remuneration Committee (hereinafter referred to as Compensation Committee) for the superintendence of ESOP 2024.

Grant of stock options under ESOP 2024 shall be as per the terms and conditions as may be decided by the Compensation Committee from time to time in accordance with the provisions of Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”). The ESOP Plan 2024 is proposed to be implemented through the Kaveri Employees Trust (“ESOP Trust”). The ESOP Trust will acquire equity shares of the Company from the secondary market for this purpose.

As consequence to the aforesaid, the statement under Section 102 and relevant resolutions at Item No.5, 6 and 7 which is proposed for approval of the Shareholders are set out in this Notice.

The main features of ESOP 2024 and other details of the Scheme as required to be disclosed as per Part C of Schedule – I to SEBI SBEB Regulations pursuant to Regulation 6(2) thereof, are as under:

### 1. Brief description of the Scheme:

The Scheme contemplates grant of Options to the eligible employees as specified at clause 3 below, from time to time as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Scheme. After vesting of

Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale. The Compensation Committee of the Company shall supervise the Scheme as required under SEBI SBEB Regulations. All questions of interpretation of the Scheme shall be determined by the Compensation Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. The Trust shall administer the Scheme.

### 2. Total number of Options to be granted under the Scheme

- i. A total of 25,00,000 options ( not exceeding 4.86% of the paid up capital of the Company as at 31st March, 2024) would be available for grant to the eligible employees including employees of the subsidiaries of the Company and its Director(s) other than a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the outstanding shares of the Company under ESOP 2024.
- ii. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares, merger, sale of division etc. of the Company. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.
- iii. Each option when exercised would give the option holder a right to get one fully paid equity share of ₹ 2/- each of the Company.
- iv. In cases where options, whether vested or unvested, lapse or expire or are forfeited for any reason, the Compensation Committee may re-issue the options to other eligible employees. The options so issued shall be subject to the terms and conditions of ESOP 2024.

### 3. Identification of classes of employees entitled to participate in the Scheme:

Following classes of employees and directors (collectively referred to as “Employees”) are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a wholtime director or not, including a non-executive director, who

is not a promoter or member of the promoter group but excluding an independent director; and

(iii) an employee as defined in sub-clauses (i) and (ii), of a group company, in India or outside India, of the Company, but does not include:

- a) an employee who is a Promoter or a person belonging to the Promoter Group;
- b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Compensation Committee while granting the Options to any eligible employee(s), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

#### 4. Requirements of vesting and period of vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of 1 (one) year and not later than the maximum vesting period of 5 (Five) years from the date of grant as may be determined by the Compensation Committee.

The Options granted shall vest so long as the employee continues to be in the employment or service of the Company, on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting nor be subject to any disciplinary proceedings pending against him on such date of vesting.

Apart from this, the Compensation Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters to be issued in this regard.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SEBI SBEB Regulations.

#### 5. Maximum period within which the Option shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of 5 (Five) years from the date of grant of Options. The Compensation Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

#### 6. Exercise price or pricing formula:

The exercise price per such Option shall be at a discounted price as determined by the Compensation Committee which shall be at a discount not exceeding 50% of the prevailing market price (closing price on the Stock Exchange having the highest trading volume, where the shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant. Employee shall bear all tax liability in relation to the options.

#### 7. Exercise period and the process of Exercise:

The exercise period for vested Options shall be a maximum of 4 years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Compensation Committee at time of Grant.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

The Compensation Committee shall decide the exercise period from time to time which can be extended up to four years from the vesting date(s).

The grantee can exercise the options at any time after the vesting date and during the exercise period either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee, from time to time.

The ESOP 2024 will also permit cashless exercise of options to enable option grantees to fund the payment of the exercise price, the amount necessary to meet his/her tax obligations and offer related expenses pursuant to exercise of options granted under the ESOS, as permitted under the SEBI SBEB Regulations. When a grantee exercises the option, the corresponding shares relating to such option exercised will be sold within a reasonable time on a stock exchange on which the shares are listed and publicly traded at the time of such cashless exercise, and the grantee will be entitled to fund the payment of the exercise price and taxes payable on exercise/sale, if any, and other amounts, expenses and charges due from him including that in connection with the sale of shares.

For the purpose of implementing the cashless exercise, the Compensation Committee shall be entitled to specify such procedures and/or mechanisms for exercise of the

options as may be necessary and the same shall be binding on the grantee.

**8. Appraisal process for determining the eligibility of employees under the Scheme:**

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on various parameters, such as length of service, designation, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential etc., and such other functional and managerial parameters such as may be deemed appropriate by the Compensation Committee at its sole discretion, from time to time.

**9. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to each employee in any year shall in aggregate not exceed 1% (one percent) of the issued equity share capital. If the number of Options that may be offered to any specific employee shall exceed 1% (one percent) or more of the issued capital (excluding warrants & conversion) of the Company at the time of grant of Options, then the Company shall take prior approval from members of the Company.

**10. The conditions under which Options vested in employees may lapse:**

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

**11. The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of termination of employment due to misconduct, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the vested Options as on the date of submission of notice of resignation/termination shall be exercisable by the Option grantee by last working date or such other date of may be determined by the Compensation Committee, failing which the same shall lapse.

In the case of retirement, all vested Options can be exercised by the option grantee, within 6 (Six) months from the date of retirement.

In the case of termination of employment due to death or permanent incapacity of the option grantee, all vested Options can be exercised by the option grantee or its nominees or

legal heir, within 12 (twelve) months from the date of Death of the Option Grantee or such Permanent Incapacity.

**12. Maximum quantum of benefits to be provided per employee:**

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Exercise Price and the Market Price of the Equity Shares on the exercise date.

**13. Route of Scheme implementation:**

The ESOP 2024 would be implemented through the ESOP Trust since it is proposed that the equity shares of the Company would be acquired from the secondary market. The Company believes that the implementation of the ESOP through secondary market acquisition is in the best interests of the Company and its shareholders and it will not cause any loss to the existing shareholders from dilution in their shareholding besides being easier and efficient in implementation. The ESOP Trust shall be authorized to acquire equity shares of the Company from the secondary market. The Company proposes to provide financial assistance to the ESOP Trust for this purpose subject to the overall limits specified under the applicable laws. In terms of the SEBI ESOP Regulations, the Compensation Committee shall delegate the administration and implementation of ESOP 2024 to the ESOP Trust.

**14. Source of acquisition of shares under the Scheme:**

The Scheme contemplates acquisition of Shares from secondary market acquisition through the ESOP Trust.

**15. Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the ESOP Trust, subject to 5% of the paid up capital and free reserves, being the statutory ceiling under Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 as amended and SEBI SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the ESOP Trust. Any proceeds of exercise of vested Options prior to completion of all grants under ESOP 2024 shall be utilised by the ESOP Trust to purchase equity shares from secondary market and only after completion of such grants will such proceeds be used to repay the loan to the Company.

The ESOP Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

#### 16. Maximum percentage of secondary acquisition:

The Scheme envisages a maximum of secondary acquisition through the Trust of 25,00,000 (Twenty five Lakhs) Equity shares i.e. not exceeding 5% of the paid-up equity share capital, as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition. This is well within the statutory limit as prescribed under the SEBI SBEB Regulations.

#### 17. Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

#### 18. Method of Option valuation:

The Company shall use such valuation method(s) as may be prescribed from time to time in accordance with applicable laws for valuation of the Options granted, to calculate the employee compensation cost.

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

#### 19. Period of Lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

#### 20. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company and the Scheme confirms to the SEBI SBEB Regulations.

Regulation 6(1) of SEBI SBEB Regulations and other applicable provisions requires that every employee stock option scheme shall be approved by the Members of the Company by passing a special resolution in a general meeting. Accordingly, the Special Resolution set out at item Nos. 5 and 6 of this Notice is proposed for approval by the members.

A draft copy of the Scheme will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting on all working days (Monday to Friday) between 10.00 a.m. and 1.00 p.m. at the Corporate Office of the Company.

Directors/Key Managerial Personnel of the Company/ their relatives who may be granted Options under the Scheme may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 5 and 6 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

Accordingly, the Board recommends the Resolutions no. 5 and 6 of the accompanying notice for passing by the members of the Company as a Special Resolution.

The Members are requested to approve the Special Resolution.

### ITEM NO. 7

#### Authorization to ESOP Trust for Secondary Market Acquisition of Equity Shares

The Company intends to implement a new share-based employee benefit scheme namely '**Kaveri Seed Employee Stock Option Plan - 2024**' ("**ESOP 2024**" or "**Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 5 and 6. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**Kaveri Employees Trust**' ("**ESOP Trust**") being set up by the Company. The proposed Scheme contemplates acquisition of equity shares ("Shares") of the Company from secondary acquisition.

For facilitating acquisition of the Shares, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percent) of the aggregate of the paidup equity share capital and free reserves of the Company, being the statutory ceiling as per the SEBI SBEB Regulations read with relevant provisions of the Companies Act, 2013 and Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable



to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

**Necessary details in this regard are provided as under:**

**a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as “Employees”) are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; and

(iii) an employee as defined in sub-clauses (i) and (ii), of a Group Company, in India or outside India, of the Company, but does not include:

- a) an employee who is a Promoter or a person belonging to the Promoter Group;
- b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**b) The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SEBI SBEB Regulations and Companies Act, 2013 solely for the purposes of the Scheme. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

**c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The ESOP Trust is an irrevocable employee welfare trust with the name Kaveri Employees Trust settled by the Company, having its principal office at 513-B, 5th Floor, Minerva Complex, S.D. Road , Secunderabad – 500 003, Telangana or such other place as determined by Company from time to time.

**Name and description of Trustee**

S.No.	Name	Address	Occupation	Nationality
1.	Barclays Wealth Trustees (India) Private Limited	208, Ceejay House, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai – 400 018, India	SEBI registered trusteeship entity	Indian

The trustee(s) of the ESOP Trust shall be appointed/ amended/added/ removed by the Board / NRC of the Company in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Regulations from time to time. The trustees are neither a promoter, nor a director nor key managerial personnel of the Company nor is related to any of promoters, directors, or key managerial personnel.

**d) Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant Companies Rules read with SBEB Regulations.

**e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:**

The Options shall be granted to the eligible employees on grant date. After exercising of the Options and payment of exercise price with applicable taxes, the ESOP Trust shall transfer corresponding number of Shares to the eligible

employees at a pre-determined exercise price as per the terms of grant and such exercise price being lesser than the market price. The eligible employees can then sell the Shares in open market and can reap the benefit.

**f) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:**

The trustee(s) of the ESOP Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations and other applicable provisions.

Accordingly, the Board commends the Resolution no. 7 of the accompanying notice for passing by the members of the Company as a Special Resolution. The Members are requested to approve the Special Resolution.

**g) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s)**

Acquisition by the ESOP Trust in a financial year shall not exceed 2% of the paid up equity capital of the Company as at the end of the previous financial year and holding of shares acquired shall at no time exceed 5% of paid up equity capital as at the end of the financial year prior to the year of the passing of this resolution, in terms of the SEBI SBEB Regulations.

## ITEM NO. 8

Approval of the Material Related Party Transaction(S) with Aditya Agritech Private Limited which is Subsidiary of Kaveri Seed Company Limited

### Details and benefit of the Transaction:

Aditya Agritech Private Limited ('AAPL') is a subsidiary of Kaveri Seed Company Limited. Aditya Agritech is primarily in the business of marketing of hybrid seeds in all varieties including hybrid Bt. cotton and vegetable seeds.

Kaveri Seed Company Limited enters into transactions with Aditya Agritech Private Limited mostly the selling of varieties of seeds including Bt. cotton and vegetable seeds. The transactions also help both the companies for smoothen business operations and in generation of revenue and business enhancement while catering to their business requirements.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('Listing Regulations') was amended vide notification dated November 9, 2021, inter-alia, enhancing the scope of related party, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval i.e., if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the management has provided the Audit Committee with the relevant details, as required under law, of various proposed Related Party Transactions including material terms and basis of pricing. The Audit Committee, after reviewing the necessary information, has granted approval for entering into Related Party Transactions with Aditya Agritech Private Limited for an aggregate value not exceeding ₹ 200.00 Crores for the each financial year (for a period of three years) from the Financial Year 2024-25 to FY2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with AAPL, being a related party of the Company, are as follows:

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 is given below:

Sl.No.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee;	
a.	Name of the related party	Aditya Agri tech Private Limited as a subsidiary of Kaveri Seed Company Limited holds 70% of equity stake in Aditya Agritech Private Limite as on the date of this Notice.
b.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Sale of Seeds including Bt.cotton and vegetable seeds, the transactions are in the ordinary course of business and on arm's length basis for an aggregating up to ₹ 200 Crores for each financial year (period of three years) from the Financial Year 2024-25 to FY2026-27.
c.	Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Mr. G.V.Bhaskar Rao, Managing Director and Mr. C.Vamsheedhar, Whole time Director of Kaveri Seed Company Limited, both are the Directors in Aditya Agritech Private Limited, without having shares or any financial interest.
d.	Value of the proposed transaction	Up to ₹ 200 Crores for each financial year from 2024-25 to FY2026-27 (period of three years)
e.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	Up to 17.41%
2.	Justification for the transaction	Please refer to "details and benefits of the transaction" which forms part of the explanatory statement to the Resolution No. 8

SI.No.	Description	Details
3.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <b>Not Applicable</b></p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds; and</li> <li>- tenure</li> </ul> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	<p>Valuation or other external report - Not applicable -</p> <p>In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials as the case may be in the best interest of the Company.</p>
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The Board of Directors recommend the resolution as set out in Item Nos. 8 of the Notice for the approval of the Members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolutions under Item Nos. 8 of this notice.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution set out in Item No. 8 of the Notice.

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

## ITEM NO.9

### **Appointment of Mr. Narsing Rao Singayapally (DIN: 00800362) as an Independent Director of the Company:**

The Board of Directors on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC") at its meeting held on 12th August, 2024 approved the appointment of Mr. Narsing Rao Singayapally (DIN: 00800362) as an Additional (Independent) Director of the Company, for a period of 5 (five)

years commencing from 18th September 2024 up to 17th September 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Narsing Rao Singayapally will hold office up to the date of ensuing Annual General Meeting. Further, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/ declarations from Mr. Narsing Rao Singayapally, including (i) consent to act as a Director under Section 152 of the Act in Form DIR-2; (ii) declaration under Section 164 of the Act in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties (vi) disclosure of interest under Section 184(1) of the Act in Form MBP-1; and

all other necessary information/declarations. Mr. Narsing Rao Singayapally has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Narsing Rao Singayapally for the office of Independent Director of the Company.

Further, in the opinion of the Nomination and Remuneration Committee and the Board, Mr. Narsing Rao Singayapally possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications and expertise.

#### **Brief profile of Mr. Narsing Rao Singayapally:**

Mr. Narsing Rao, before the top post of Principal Secretary to the Chief Minister of Telangana (2014-2023) and Chairman of Coal India Limited (2012-2014), Shri Rao, an IAS officer of the 1986 batch from Andhra Pradesh Cadre, was Chairman of Singareni Collieries Company Limited (SCCL), the AP based coal mining company since September 2006. Shri Narsing Rao as CMD of SCCL, a joint venture between the Government of AP and Central Government, took the company up from a production of 36 Million Tonnes in 2006 to 53 MTs in 2011–12. Shri Rao had taken SCCL to a higher growth trajectory of 9%–10% from that of 2% to 3%. During his tenure at the helm of SCCL, the company experienced the first-ever strike-free year (2007–08). Singareni has witnessed substantial productivity gains during his tenure. A postgraduate in Chemistry and Economics, he also holds a post-graduate higher diploma in forestry. Before joining the IAS, he had undergone training in the Forestry and Rural Development sectors. After joining the IAS, he held various positions in the Government of Andhra Pradesh, both at the District Administration level and State Administration. Shri Rao has wide international exposure and his expertise includes consultant to the International Fund for Agriculture Development (IFAD), Rome, Italy, and Chief Technical Advisor, United Nations Office of Project Services, Asia & Pacific regions. He has extensive international experience in poverty alleviation and rural development in South and South East Asia. He rendered technical advice to the Governments of Bangladesh, Nepal, Bhutan, Maldives and Myanmar. He lived and functioned out of Rome (Italy), Yangon (Myanmar), Kuala Lumpur (Malaysia) and Bangkok (Thailand). Shri Rao's areas of interest include rural development, poverty alleviation, environment and ecology. He passionately worked for reforms in administration to make it responsive to the needs and aspirations of the communities. He is also a Director at HBL Power Systems Limited, Basis Laboratories Private Limited and SVLN Farm Fields Private Limited.

In conformity with the Company's Remuneration & Evaluation Policy, Mr. Narsing Rao Singayapally will be entitled to receive remuneration by way of sitting fees for attending the meetings

of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://www.kaveriseeds.in/images/pdf/images/appointment-of-independent-directors.pdf> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Mr. Narsing Rao Singayapally is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Mr. Narsing Rao Singayapally and his relatives, to the extent of his resolution, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 9.

The Board of Directors of the Company recommends the resolution set forth at Item No. 9 of the accompanying Notice, for the approval of the shareholders as special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **ITEM NO.10**

##### **Appointment of Mr. Krishna Mohan Prasad (DIN: 09563997) as an Independent Director of the Company:**

The Board of Directors on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC") at its meeting held on 12th August, 2024 approved the appointment of Mr. Krishna Mohan Prasad (DIN: 09563997) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from 18th September 2024 up to 17th September 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Krishna Mohan Prasad will hold office up to the date of ensuing Annual General Meeting. Further, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Mr. Krishna Mohan Prasad, including (i) consent to act as a Director under Section 152 of the Act in Form DIR2; (ii) declaration under Section 164 of the Act in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such

authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties (vi) disclosure of interest under Section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Mr. Krishna Mohan Prasad has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Krishna Mohan Prasad for the office of Independent Director of the Company.

Further, in the opinion of the Nomination and Remuneration Committee and the Board, Mr. Krishna Mohan Prasad possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications and expertise.

#### **Brief profile of Mr. Krishna Mohan Prasad:**

Mr. Krishna Mohan Prasad is a Graduate in Economics, Law, and Post Graduate in Education. An IRS officer of 1984 batch, he has long experience of working in the fields of assessment, search and seizure operations, tax-policy, tax-administration, representation before ITAT, Intelligence & Criminal Investigation, Legal & Research.

He was the first Principal Chief Commissioner of Income-tax, National e-Assessment Centre, and Member (Income-tax & Revenue) and (Audit & Judicial), Central Board of Direct Taxes (CBDT), Ministry of Finance. He has worked at Delhi, Mumbai and in the States of Bihar, Jharkhand, and North Eastern Region of India and has been working on various aspects of improvement of tax structure in the country. He has published articles in 'The Economic Times', 'The Financial Express', Journal of Indian Institute of Public Administration and contributed extensively to preparation of reports of various committees set up by CBDT and publications of the Income-Tax Department. With an overall stint of 36 years in the IRS, for 18 years, he has served on posts equivalent or above of the rank of a Joint Secretary to Govt. of India, and gained vast experience in the areas of Law, Finance and Administration.

#### **Specialization in Law:**

Applied laws of Income-tax, Wealth-tax, Gift-tax, Company, Banking, Securities, Insurance, Insolvency and Labour etc. in performing assessment function for eight years in passing 565 income-tax assessment orders, appellant function for 6 years; deciding 2070 Income-tax appeal cases and 19 FEMA Appeal cases, argued 356 cases in the period of two years before Income Tax Appellant Tribunal, Mumbai in large number of cases

of Banking/ Insurance, Manufacturing/Pharmacy/Telecom and Broking Companies.

- Has experience of about ten years of studying and analysing more than a thousand direct-tax cases for deciding whether to file appeals in Supreme Court/ High Courts/Tribunal.
- As Chief Editor of CBDT's e-journal 'Taxalogue', studied more than hundred of seminal articles, wrote 6 articles and 7 editorials, dealing with various aspects of law.
- On superannuation, enrolled as an Advocate with Bar Council of Delhi (Enrollment Number D/8854/2021) on 25.10.2021.

#### **Specialization in Finance:**

Acquired specialization in accounts by studying, scrutinizing, and investigating books of accounts, balance-sheets, profit & loss accounts, notes on accounts, tracking and analysing transactions while passing assessment orders in 565 cases, deciding appeals in 2089 cases, revision orders in 152 cases and arguing 356 cases. Supervised the work relating to collection, collation, dissemination, and data mining of large financial data as Director General of Income-tax (Intelligence & Criminal Investigation) for two years.

#### **Specialization in Administration:**

Worked from the level of Assistant Commissioner of Income-tax up to level of Special Secretary & Member, CBDT, over a period of more than 35 years, and in the process learned specialised skills and practiced it in the areas of office administration, human resource management, supervision, guidance, training, reporting and review of work of subordinates, coordination with other offices, management of financial & infrastructure resources at local, state level and all India jurisdictions. Learned and practiced planning, organizing, communicating, interpersonal skills, plan implementation skills, punctuality, teamwork & collaborative skills, and work-ethics etc. He is also a Director at Shuchirdaksha Projects Private Limited and RMKM Enterprises Private Limited.

In conformity with the Company's Remuneration & Evaluation Policy, Mr. Krishna Mohan Prasad will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://www.kaveriseeds.in/images/pdf/images/appointment-of-independent-directors.pdf> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Mr. Krishna Mohan Prasad is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Mr. Krishna Mohan Prasad and his relatives, to the extent of his resolution, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way,

concerned or interested, whether financially or otherwise, in the resolution set out at item no. 10.

The Board of Directors of the Company recommends the resolution set forth at Item No. 10 of the accompanying Notice, for the approval of the shareholders as special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

## ITEM NO.11

### **Appointment of Dr. Rajesh Kumar Mittal (DIN: 10738205) as an Independent Director of the Company:**

The Board of Directors on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC") at its meeting held on 12th August, 2024 approved the appointment of Dr. Rajesh Kumar Mittal (DIN: 10738205) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from 18th September 2024 up to 17th September 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Dr. Rajesh Kumar Mittal will hold office up to the date of ensuing Annual General Meeting. Further, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Dr. Rajesh Kumar Mittal, including (i) consent to act as a Director under Section 152 of the Act in Form DIR-2; (ii) declaration under Section 164 of the Act in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties (vi) disclosure of interest under Section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Dr. Rajesh Kumar Mittal has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Dr. Rajesh Kumar Mittal for the office of Independent Director of the Company.

Further, in the opinion of the Nomination and Remuneration Committee and the Board, Dr. Rajesh Kumar Mittal possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications and expertise.

### **Brief profile of Dr. Rajesh Kumar Mittal:**

Dr. Rajesh Kumar Mittal is Former Vice Chancellor of Sardar Vallabhbhai Patel University of Agriculture & Technology, Meerut, Uttar Pradesh (2019-22) and Rajendra Agricultural University (now Dr. Rajendra Prasad Central Agricultural University), Pusa, Samastipur, Bihar (2012-15). In between, he was OSD (International Relations) (2015-17) with additional charge as the first Head, BRICS Agricultural Research Platform, (2016-17), ICAR, New Delhi.

Prior to that, Dr. Mittal was Assistant Director General (Education Quality Assurance & Reforms), ICAR, New Delhi (2007-12) with additional charge of ADG (Education Planning & Development) and ADG (Technical Coordination), ICAR at different times. Dr. Mittal has also worked as Danida Visiting Scientist in Denmark (1997-98), NSERC Visiting Fellow in Canada (1984-87) and travelled to twelve other countries as leader or member of Indian delegations and for research paper presentations and trainings.

He established several new academic institutions (three new colleges, 12 new KVKs), initiated 41 new programmes, did pioneering work in field pathology of pulses and oilseeds (associated in development of four improved varieties, identified 36 new diseases/pathogens and recommended 16 cultural/chemical/integrated management practices) and seed pathology of 15 forest trees (fungal problems during collection, storage, germination and testing of orthodox and recalcitrant seeds studied and five management practices recommended), worked as ICAR Nodal Officer of Indo-US Agricultural Knowledge Initiative, Modernization of AU Farms, Accreditation Board, ICAR International Fellowships, India-Africa Fellowships, India- Afghanistan Fellowships, Revision of ICAR Model Act and Revision of PG Course Curricula and syllabi), and made significant policy level contribution in enhancement of quality of national agricultural education and international cooperation in agricultural research and education.

Dr. Mittal has been the President of the Indian Association of Agricultural Universities, New Delhi; President of the IMS, Kolkata and ISMPP, Udaipur; Fellow of six scientific societies (IPS, ISMPP, IMS, ISST, ISNS, ISEPSA); Member of the ISTA Forest Tree Seed and Shrub Committee, ISTA Tree Seed Pathology Working Group, Switzerland, and American Phytopathological Society, USA; recipient of the Man of the Year-1998 award by the ABI, USA; Prof. H.K. Barua Memorial Lecture Award (2006) by the IMS, Kolkata; National Education Award 2015 for Outstanding Contribution to Education by the ABP News; Prof. S.S. Chahal Life Time Achievement Award- 2019 by the ISMPP, Udaipur; Rajesh Pilot Memorial Award- 2019 and Hukum Singh Memorial Award-2020 by Hi-Tech Horticultural Society; Honorary Fellow-2019 by the U.P. Academy of Agricultural Sciences, Lucknow; Member

and Senior Consultant, TAAS, New Delhi; Lifetime Achievement Award- 2021 of Advance Research Institute For Development of Social Science, Meerut, and acted as Chairman/Member/Member Secretary of several academic and administrative committees of ICAR, ICAR institutes, agricultural universities, search-cum-selection of Vice Chancellors and others.

Dr. Rajesh Kumar Mittal was born on September 19, 1955 in Muzaffarnagar, UP and did graduation and post-graduation from Meerut University, Ph.D. from HNB Central University, Srinagar and post- doctoral research at F.R.I. & Colleges, Dehradun. Present Address: A-422, T-4, Ashiana Upvan, Ahinsa Khand II, Indirapuram, Ghaziabad, 201014, UP.

In conformity with the Company's Remuneration & Evaluation Policy, Dr. Rajesh Kumar Mittal will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://www.kaveriseeds.in/images/pdf/images/appointment-of-independent-directors.pdf> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Dr. Rajesh Kumar Mittal is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Dr. Rajesh Kumar Mittal and his relatives, to the extent of his resolution, none of the other Directors, Key Managerial

Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 11.

The Board of Directors of the Company recommends the resolution set forth at Item No. 11 of the accompanying Notice, for the approval of the shareholders as special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

Date: 12.08.2024  
Place: Secunderabad

Sd/-  
**V. Sreelatha**  
Company Secretary

**Registered Office:**  
Kaveri Seed Company Limited  
CIN: L01120TG1986PLC006728  
513-B, 5th Floor, MinervaComplex,  
SD Road, Secundrabad-530003,  
Telangana, India  
Email id: [cs@kaveriseeds.in](mailto:cs@kaveriseeds.in)  
Website: [www.kaveriseeds.in](http://www.kaveriseeds.in)

## Annexure A

### DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of the Director	Mr. Narsing Rao Singayapally	Mr. Krishna Mohan Prasad	Dr. Rajesh Kumar Mittal	Mr. C. Mithunchand
DIN No.	00800362	09563997	10738205	00764906
Date of Birth	03/05/1958	20/08/1961	19/09/1955	11.08.1976
Type of appointment	Independent Director	Independent Director	Independent Director	Whole time Director - retire by rotation.
Date of first Appointment	18.09.2024	18.09.2024	18.09.2024	18.09.2006
Expertise in specific functional areas	39 years of experience of various senior positions in the State and Central Government of India.	With an overall stint of 36 years in the IRS, for 18 years, he has served on posts equivalent or above of the rank of a Joint Secretary to Govt. of India, and gained vast experience in the areas of Law, Finance and Administration.	43 years of experience of various senior positions including Former Vice Chancellor of Sardar Vallabhbhai Patel University of Agriculture & Technology, Meerut, Uttar Pradesh and Dr. Rajendra Prasad Central Agricultural University, Bihar	20 years of experience to lead in the Finance & Accounts, Corporate Affairs and Administration of the Company.
Qualification	IAS, M.Sc., MA (Economics), PG Diploma in Forestry (Forestry, Environment, and Allied Sciences)	IRS, LL. B B.A. (Economics Honours) M.A. (Education)	Post-graduation from Meerut University, Ph.D. from HNB Central University, Srinagar and post- doctoral research at F.R.I. & Colleges, Dehradun	MBA
Shareholding of the Company as on 31st March 2024	Nil	Nil	Nil	7,96,560
Directorship of other Boards as on 31st March 2024	HBL power Systems Limited, Basis Laboratories Private Limited, SVLN Farm Fields Private Limited	Shuchirdaksha Projects Private Limited, RMKM Enterprises Private Limited	Nil	Kaveri Microteck Private Ltd.
Membership/ Chairmanship of Committees of other Boards as on 31st March 2024	Nil	Nil	Nil	Nil
Details of the last remuneration drawn.	NA	NA	NA	₹ 1,50,47,081/- per annum
Relationship with other Directors/ KMP.	Nil	Nil	Nil	Brother of Mr. C.Vamsheedhar, Whole time Director.
Terms and conditions of appointment	Refer Item No.9 of the Notice	Refer Item No.10of the Notice	Refer Item No.11 of the Notice	NA

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