

30th August 2017

Bombay Stock Exchange Ltd.,
1st Floor New Trading Ring
Rotimda Building
P.J.Towers, Dalal Street, Fort,
MUMBAI - 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E)
MUMBAI - 400 0051

Scrip Code : 532899

Scrip Code : KSCL

Dear Sir(s),

**Sub: Submission of AGM Notice which is dispatched to our shareholders
of the company - reg.**

In pursuance of Regulation 30 & 47 of the SEBI (LODR) Regulations, 2015, we are forwarding the Notice of the 30th Annual General Meeting to be held on **Monday the 25th day of September, 2017 at 12.15 P.M.** at the FTAPCCI Auditorium, Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad-500 004, Telangana

We request you to take the same on record.

Thanking you,

Yours faithfully,

For KAVERI SEED COMPANY LIMITED



C. MITHUN CHAND
WHOLE TIME DIRECTOR
DIN: 00764906



NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Kaveri Seed Company Limited will be held on **Monday the 25th day of September 2017 at 12.15 PM** at FTAPCCI Auditorium, Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at 31st March 2017, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2017 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C.Vamsheedhar (DIN :01458939) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions of the Companies Act, 2013 if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and based on the recommendations of the Audit Committee, M/s. M. Bhaskar Rao & Co., Chartered Accountants (ICAI Firm Registration No. 000459S) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. P.R.Reddy & Co., Chartered Accountants (Firm Registration No.0003268S) the retiring Auditors, to hold office from the conclusion of this 30th Annual General Meeting until the conclusion of 35th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at such remuneration as may be decided by the Board of Directors of the Company.

By Order of the Board of Directors
For KAVERI SEED COMPANY LIMITED
Sd/-

Date: 24.05.2017
Secunderabad

G V BHASKAR RAO
MANAGING DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/ authority as applicable. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September 2017 to 25th September 2017 (both days inclusive)**.
3. Shareholders who have not claimed their dividend for the years 2009-10 are requested to claim before the due date otherwise the same has been transfer to the Investor Education and Protection Fund Pursuant to Section 124 and 125 of the Companies Act, 2013. The Company has uploaded the details of the unpaid and unclaimed dividend amounts of the previous years' on the website of the Company (www.kaveriseeds.in) and also on the website of Ministry of Corporate Affairs. The unpaid/unclaimed dividend for the year 2009-10 will be transferred to the Investor Education and Protection Fund of the Central Government on the due date. The shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124(6) of the Companies Act, 2013, and the applicable rules.
4. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ depository participants. The annual report is also available on our website, i.e. www.kaveriseeds.in The physical copy of the annual report has been sent to those members who have either opted for the same

or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, free of cost, upon sending a request to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D. Road, Secunderabad – 500 003.

5. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communication via email.
6. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
7. 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 certificate form.
8. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc., to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D. Road, Secunderabad – 500 003.
9. 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, will be available for inspection by the members at the AGM.
10. Brief resume of Director(s) of those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
11. 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., 18th September 2017, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of Annual General Meeting. The E-voting period commences on **Friday the 22nd day of September 2017 at 9.00 A.M. and ends on Sunday the 24th day of September 2017 at 5.00 P.M.** The detailed instructions for E-voting are given as a separate attachment to this notice.
12. The route map showing directions to reach the venue of the 30th AGM is available on the reverse of the attendance slip.

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

Sd/-

G V BHASKAR RAO
MANAGING DIRECTOR

24.05.2017
Secunderabad



SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th Annual General Meeting to be held on 25th September, 2017. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The E-Voting facility is available at the link :

EVEN (E-VOTING, EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
170819050	22.09.2017	24.09.2017

These details and instructions form an integral part of the notice for the Annual General Meeting to be held on 25th September 2017.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from **Friday the 22nd day of September 2017 at 9.00 A.M. and ends on Sunday the 24th day of September 2017 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 18.09.2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Kaveri Seed Company Limited > on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xxi) You are advised to cast your vote only through E-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected.
- (xxii) GENERAL INSTRUCTIONS**
- a. The e-voting period commences on Friday the 22nd day of September 2017 at 9.00 A.M. and ends on Sunday the 24th day of September 2017 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18.09.2017, may cast their votes electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - b. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.09.2017 they not casting their vote electronically, may only cast their vote at the Annual General Meeting.



- c. Mr. L.Dhanamjai Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period of not exceeding three days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- e. The voting rights of the shareholders 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 18.09.2017.
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kaveriseeds.in and on the website of CDSL

within two days of passing of the resolutions at the 30th Annual General Meeting of the Company on 25th September 2017 and shall be communicated to BSE Ltd., and National Stock Exchange of India Ltd.

All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 30th Annual General Meeting of the Company.

24.05.2017
Secunderabad

By Order of the Board of Directors
For KAVERI SEED COMPANY LIMITED
Sd/-
G V BHASKAR RAO
MANAGING DIRECTOR



kaveri seed company limited

CIN: L01120AP1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D.Road,
Secunderabad – 500 003, Telangana State.

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

30th Annual General Meeting – Monday, 25th day of September, 2017.

ATTENDANCE SLIP

Folio No./Client Id: _____ No. of Shares: _____

Name and address of _____

First/Sole Shareholder: _____

I, hereby record my presence at the 30th Annual General Meeting of the Company to be held on Monday the 25th day of September 2017 at 12.15 PM at the FTAPCCI Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

ROUTE MAP



FTAPCCI Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry



kaveri seed company limited

CIN: L01120AP1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana State. Email: cs@kaveriseeds.in Website : www.kaveriseeds.in

30th Annual General Meeting – Monday, 25th day of September, 2017.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: Folio No. /Client Id: DP ID: _____

Folio No./Client ID No. _____ DP ID No. _____

I/We, being member(s) of Kaveri Seed Company Limited, holding shares of the Company, hereby appoint:

A. Name: _____ E-mail id _____

Address: _____

Signature _____

or failing him

B. Name: _____ E-mail id _____

Address: _____

Signature _____

or failing him

C. Name: _____ E-mail id _____

Address: _____

Signature _____

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 30th Annual General Meeting of the Company to be held on **Monday the 25th day of September 2017 at 12.15 PM** at the FTAPCCI Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. Approval the Audited Standalone & Consolidated Balance Sheet as at 31st March 2017, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2017 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C.Vamsheedhar (DIN :01458939) who retires by rotation and being eligible offers himself for reappointment.
3. Approval the Appointment of the Auditors M/s. M. Bhaskar Rao & Co., Chartered Accountants and fix their remuneration.

Signature of the Shareholder _____

Signature of the Proxyholder(s) _____

Signed this _____ day _____ of 2017

Revenue
Stamp

Notes:

- a) Proxy need not be a member of the Company.
- b) The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003, Telangana, at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.