

29th August 2025

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 - 400 051

Scrip Code: 532899

Scrip Code: KSCL

Dear Sir,

Sub: Submission of Notice of 38th Annual General Meeting of the Company

Please find enclosed notice for the **38th Annual General Meeting** scheduled to be held on **Tuesday, the 23rd September 2025 at 12.00 Noon** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The notice of 38th AGM and Annual Report for FY 2024-25 is also made available on Company's website at

<https://www.kaveriseeds.in/wp-content/uploads/2025/08/Notice-of-AGM.pdf>

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **KAVERI SEED COMPANY LIMITED**


PAWAN GUNDAVARAM
WHOLE TIME DIRECTOR



Encl: a/a

NOTICE OF ANNUAL GENERAL MEETING

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

Dear Member,

Notice is hereby given that the **38th Annual General Meeting (AGM)** of the members of Kaveri Seed Company Limited (CIN: L01120TG1986PLC006728) will be held on **Tuesday 23rd day of September 2025 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 2025, together with the Balance Sheet, Profit & Loss and Cash Flow Statement for the year ended on 31st March 2025 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 2025, 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 2024-25.
4. To appoint a Director in place of Dr. Pawan Gundavaram (DIN: 00768751), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

5. **TO APPROVE THE APPOINTMENT OF DR. MADHUSHREE GUNDAVARAM (DIN :10978554) AS A DIRECTOR (NON-EXECUTIVE, NON INDEPENDENT) OF THE COMPANY**

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

"RESOLVED THAT Dr. Madhushree Gundavaram (DIN:10978554), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non Independent) of the Company with effect from 13th August, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Article 112 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Dr. Madhushree Gundavaram (DIN :10978554) be and is hereby appointed as Director (Non-Executive, Non-Independent) of the Company for a period of 5 (five) years commencing from 13th August 2025 up to 12th August, 2030, be and is hereby approved, whose office shall be liable to retirement by rotation.

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

6. **TO APPROVE THE RE-APPOINTMENT OF DR. RAYAPPA RAMAPPA HANCHINAL (DIN: 08138621), AS AN INDEPENDENT DIRECTOR (NON EXECUTIVE) FOR SECOND CONSECUTIVE TERM OF FIVE YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and the Articles Association of the Company, Dr. Rayappa Ramappa Hanchinal (DIN: 08138621), who was appointed as an Independent Director of the Company at the 34th Annual General Meeting of the Company and holds office up to 8th February, 2026 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member

under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and Board of Director of the Company, consent and approval of the members of the Company be and is hereby accorded for re-appointment of Dr. Rayappa Ramappa Hanchinal as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years commencing from 09th February 2026 to 08th February 2031 as well as to continue to hold the position of Independent Director beyond 75 years of Age.

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

7. TO APPROVE THE APPOINTMENT OF DR. GOVINDA RAJULU CHINTALA (DIN: 03622371) AS AN INDEPENDENT DIRECTOR (NON EXECUTIVE) OF THE COMPANY :

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

“**RESOLVED THAT** Dr. Govinda Rajulu Chintala (DIN: 03622371), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Non-Executive, Independent Director) of the Company with effect from 13th August, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Article 112 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Dr. Govinda Rajulu Chintala (DIN: 03622371), who meets the criteria for independence as

provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment, as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 13th August, 2025 up to 12th August, 2030, be and is hereby approved.”

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

8. TO APPROVE THE APPOINTMENT OF M/s. L.D. REDDY & CO, COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of L.Dhanamjaya Reddy, Proprietor of M/s L.D. Reddy & Co, Practicing Company Secretary peer reviewed by the Institute of Company Secretaries of India (ICSI) (Registration vide membership no:ACS:13104, CP no: 3752), as Secretarial Auditor of the Company for a term of five consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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

Sd/-
V. Sreelatha
Company Secretary

Date: 13.08.2025
Place: Secunderabad

NOTES:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 38th Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 38th AGM of the Company is being held through VC/OAVM on Tuesday 23rd September 2025 at 12.00 Noon (IST). The proceedings of the AGM will be conducted at the Registered Office of the Company at #1-7-36 to 42, Sardar Patel Road, Secunderabad – 500 003, Telangana which shall be the deemed venue of the AGM. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.
2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
3. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 5 to 8 above and the details of Directors seeking appointment / re-appointment under Item Nos. 4 to 8 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (SS-2), issued by The Institute of Company Secretaries of India are annexed hereto.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
5. 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.
6. 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.
7. 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.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to cs@kaveriseeds.in with a copy marked to helpdesk.evoting@cdslindia.com
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 16th September, 2025 ("cut-off date").
12. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on 16th September, 2025 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 16th September, 2025 shall also follow the procedure stated herein. A person who is not a Member as on 16th September, 2025 should treat this Notice for information purposes only.
14. The E-voting period commences on **20th day of September, 2025 at 9.00 A.M. and ends on 22nd day of September, 2025 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 17th day of September, 2025 to 19th day of September, 2025 (both days inclusive).
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the by sending email cs@kaveriseeds.in.
17. In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY25 in electronic form only to those Members whose email addresses are registered with the Company/ RTA/ NSDL and/or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively 'Depositories'). A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the Annual Report for FY25 only to those Members who specifically request for the same at cs@kaveriseeds.in mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY25 have been uploaded on the website of the Company at <https://www.kaveriseeds.in/investors/financial-information/#tab-annual-reports>, the websites of BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com, on which the equity shares of the Company are listed and on the website of CDSL at www.evotingindia.com.
18. 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.
19. 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., 16th September 2025, 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.
20. 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.
21. 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..
22. 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.
23. 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.
24. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the meeting through email on cs@kaveriseeds.in. The same will be replied by the Company suitably.
25. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
26. Pursuant to the provisions of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and

Refund) Rules, 2016, the Company has uploaded the details of unclaimed dividend amounts lying with the Company as on date, at the website of the Company (www.kaveriseeds.in) and also on the website of Ministry of Corporate Affairs.

27. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection fund (IEPF) are given below:

S. No	Dividend for the financial year	Date of Declaration	Due date for transfer to the IEPF Authority
1	Interim Dividend 2018-19	14.11.2018	19.12.2025
2	Interim Dividend 2019-20	13.08.2019	19.09.2026
3	Interim Dividend 2020-21	10.11.2020	16.12.2027
4	Interim Dividend 2021-22	12.11.2021	18.12.2028
5	Interim Dividend 2022-23	08.08.2022	27.09.2029
6	Interim Dividend 2023-24	08.11.2023	15.12.2030
7	Interim Dividend 2024-25	13.11.2024	19.12.2031

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

28. 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.
29. The certificate from the Secretarial 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
30. 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**

Sd/-
V. Sreelatha
Company Secretary

Date: 13.08.2025
Place: Secunderabad

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 **38th Annual General Meeting (AGM) to be held on Tuesday 23rd day of September, 2025 at 12.00 Noon**. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing remote e-voting facility to its members.

The remote e-voting facility is available at the link www.evotingindia.com. The e-voting event number (EVEN) and period of remote e-voting are set out below:

Electronic Voting Sequence Number (EVSN)	Commencement of E-voting	End of E-Voting
250826009	20th September 2025 (09.00 AM)	22nd September 2025 (05.00 PM)

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

- The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.kaveriseeds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

For Physical shareholders and other than individual shareholders holding shares in Demat.

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
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- 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kaveriseeds.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kaveriseeds.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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

Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

GENERAL INSTRUCTIONS

- a) The remote e-voting period commences on Saturday the 20th day of September 2025 at 9.00 A.M. IST and ends on Monday the 22nd day of September 2025 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 Tuesday, 16th September 2025, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- b) Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e. Tuesday, 16th September 2025, may obtain user ID and password by sending a request at helpdesk.evoting@cdsl.com. However, if you are already registered with CDSL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'forgot user details/password?' or 'physical user reset password?' option available on www.evotingindia.com or contact CDSL at the following toll free no.: 022-23058542/43.
- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) The facility for voting through electronic voting system shall be made available during the AGM and only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- e) The voting rights of members shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of Tuesday, 16th September 2025.
- f) Mr. L.Dhanamjaya Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed by the board as the scrutinizer to scrutinize the voting through electronic means during AGM and remote e-voting process in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than forty eight hours after the conclusion of the AGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall declare the result of the voting forthwith.
- i) The voting results declared along with the scrutinizer's report shall be placed on the company's website www.kaveriseeds.in 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**

Sd/-
V. Sreelatha
Company Secretary

Date: 13.08.2025
Place: Secunderabad

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 8 of the accompanying Notice dated 13th August 2025.

ITEM NO. 5

APPOINTMENT OF DR. MADHUSHREE GUNDAVARAM (DIN :10978554) AS A DIRECTOR (NON-EXECUTIVE NON INDEPENDENT DIRECTOR)

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors at their meeting held on 13th August 2025, the Board had appointed Dr. Madhushree Gundavaram (DIN :10978554) as an additional Director of the Company, subject to the approval of the members of the Company for a period of Five years from 13th August 2025 to 12th August 2030. The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, the Board is of the opinion that Dr. Madhushree continues to possess the core skills, expertise and competencies which is fundamental for effective functioning in her role and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. Dr. Madhushree has confirmed that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164 of the Act and has given her consent for the said appointment and meets the fit and proper criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines/circulars issued from time to time.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Dr. Madhushree Gundavaram is provided in Annexure to the Notice.

Brief Profile of Dr. Madhushree Gundavaram

Dr. Madhushree Gundavaram brings with her a distinguished background in medical research, education, and clinical leadership, offering a unique and valuable perspective that will support our on-going business operations to innovate and grow within in the agricultural sector.

Dr. Madhushree Gundavaram aged about 48 years and obtained her M.B.B.S. (Bachelor of Medicine and Bachelor of Surgery) from Kasturba Medical College, Manipal Academy of Higher Education, graduating with high distinction. She pursued Post-Graduate

training at the University of Illinois at Chicago, further deepening her academic and clinical expertise.

A board-certified Pulmonary and Critical Care Physician, Dr. Gundavaram has over 20 years of experience in clinical practice, having served across several leading hospitals in Illinois, USA. Beyond her clinical work, she has also been actively involved in medical research, contributing to peer-reviewed publications and national conference presentations.

Her breadth of expertise and commitment to innovation align perfectly with Kaveri Seeds' mission to advance leadership, health-focused agricultural practices, biosecurity, farming sustainability and growth in the agricultural sector. We are confident that Dr. Gundavaram's insights will enhance our strategic direction and foster continued excellence across our business operations of the Company.

The Board has reviewed her knowledge and immense experience of Dr. Madhushree Gundavaram as Director would be beneficial to the Company and to meet comply the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Madhu S. Gundavaram (48) has been appointed by the Board as an Additional Director (Non-Executive & Non Independent) under Sections 152 and other applicable provisions, if any, of the Companies Act 2013 effective from 13th August 2025 and designated as Non-Executive Director on the Board of the Company.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, the Board of Directors recommends the resolution as set out as Item No.5 in the Notice for approval of Members as an Ordinary Resolution.

Dr. Madhushree Gundavaram is interested in the resolution set out at Item No. 5 of this Notice with regard to her appointment. Shri G.V.Bhaskar Rao, Chairman and Managing Director, Mrs. G.Vanaja Devi and Dr. G.Pawan, Executive Directors, being related to Dr. Madhushree Gundavaram may be deemed to be interested in the resolution set out at Item No. 5 of this Notice. Shri G.V.Bhaskar Rao, Mrs. G.Vanaja Devi, Dr. G.Pawan and Dr. Madhushree Gundavaram may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members.

ITEM NO.6

RE-APPOINTMENT OF DR. RAYAPPARAMAPPA HANCHINAL (DIN: 08138621), AS AN INDEPENDENT DIRECTOR FOR SECOND CONSECUTIVE TERM OF FIVE YEARS

The members of the Company in their 34th Annual General Meeting held on 30th September 2021 approved the appointment of Dr. Rayappa Ramappa Hanchinal (DIN: 08138621) as an Independent Director of the Company for a period of five years with effect from 09th February 2021 to 08th February 2026. Accordingly, his first term as an Independent Director expired on 08th February 2026.

During his tenure as an Independent Director of the Company over the last five years, Dr. Rayappa Ramappa Hanchinal has contributed immensely in the Board and Committee deliberations.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Rayappa Ramappa Hanchinal (DIN: 08138621) as Independent Director for a second consecutive term of five years from 09th February 2026 to 08th February 2031 as well as to continue to hold the position of Independent Director beyond 75 years of age, not liable to retire by rotation. The Company has in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

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

The Company has received from Dr. Rayappa Ramappa Hanchinal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Dr. Rayappa Ramappa Hanchinal has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Dr. Rayappa Ramappa Hanchinal has

confirmed 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 as an Independent Director of the Company.

The profile and specific areas of expertise of Dr. Rayappa Ramappa Hanchinal are provided as Annexure to this Notice.

In the opinion of the Board, Dr. Rayappa Ramappa Hanchinal is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company. In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Dr. Rayappa Ramappa Hanchinal as an Independent Director of the Company for a second term for a period of five consecutive years commencing from 09th February 2026 to 08th February 2031 is being placed before the members for their approval by way of a Special Resolution. Dr. Rayappa Ramappa Hanchinal, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment Dr. Rayappa Ramappa Hanchinal as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at cs@kaveriseeds.in.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Dr. Rayappa Ramappa Hanchinal is provided in Annexure to the Notice.

Brief Profile of Dr. Rayappa Ramappa Hanchinal

Dr. R.R. Hanchinal, aged 73 years and obtained his Ph.D in Agriculture, Genetics and Plant Breeding. He is also Fellow of National Academy of Agricultural Sciences, National Academy of Biological Sciences and Honorary fellow/fellow of many professional societies including Bioversity International- Rome.

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

As Chairperson, PPVFRA promoted conservation, protection of Biodiversity, farmers' varieties and establishment of community seed banks/clonal banks. The model "Take it to the Farmer-

Farmers' Rights through awareness" and "Take it to the Plant Breeder-Breeder & Researchers' Rights through awareness" helped to protect Biodiversity and promote Patent/IPR.

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

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

For his outstanding work, he was awarded with as many as 32 national /international Awards. Also, a grantee for the Obama-Singh 21st Century knowledge initiative (2012). Recently he was awarded with The Borlaug Global Rust Initiative Gene Stewardship Award by the Borlaug Global Rust Initiative, Cornell University, Ithaca, USA (2018), M.S.Swaminathan Award 2015-16 by RICAREA, Hyderabad, and Certificate of Appreciation from World Bank group. Also, Dr. Hanchinal is a recipient of Sir M. Visvesvaraya Senior Scientist Life Time Achievement Award of Government of India in 2024.

Dr. Hanchinal also served as Senior National Expert of Indo-German Seed Project, consultant to Cornell University-Sathguru, for implementing Bill and Melinda Gates Foundation supported project at Agriculture and Forestry University, Rampur, Nepal, Agricultural University, Malawi.

The Board has reviewed his knowledge and immense experience of Dr. R.R. Hanchinal as an Independent Director would be beneficial to the Company and to meet comply the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. R.R. Hanchinal does not hold any shares of the Company and he is not related to any other Directors/KMPs of the Company.

Except as an Independent Director of Nagaingarh Sugar Mills Limited, Dr. R.R. Hanchinal is not a Director of any other companies/ bodies corporates.

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

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

The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members.

ITEM NO.7

TO APPROVE THE APPOINTMENT OF DR. GOVINDA RAJULU CHINTALA (DIN: 03622371) AS AN INDEPENDENT DIRECTOR (NON EXECUTIVE)

The Board of Directors on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC") at its meeting held on 13th August, 2025 approved the appointment of Dr. Govinda Rajulu Chintala (DIN: 03622371) as an Additional Director (Independent) of the Company, for a period of 5 (five) years commencing from 13th August 2025 up to 12th August 2030, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Dr. Govinda Rajulu Chintala (DIN: 03622371) 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. Govinda Rajulu Chintala, 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. Dr. Govinda Rajulu Chintala 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. Govinda Rajulu Chintala for the office of Independent Director of the Company.

Further, in the opinion of the Nomination and Remuneration Committee and the Board, Dr. Govinda Rajulu Chintala possesses the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications and expertise.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Dr. Govinda Rajulu Chintala is provided in Annexure to the Notice.

Brief profile of Dr. Govinda Rajulu Chintala

With over 35 years of leadership in agricultural finance, rural development, and financial inclusion, Dr. G.R. Chintala has played a pivotal role in transforming India's rural banking and agri-finance ecosystem. His visionary stewardship as Chairman of NABARD (2020–2022) marked a period of remarkable growth and innovation, positioning the institution as a global leader in rural development finance.

During his tenure, NABARD's balance sheet surged from ₹5.32 lakh crore to ₹7.57 lakh crore. Dr. Chintala spearheaded several ground breaking initiatives, including the geo-tagging of over 1.1 lakh warehouses, full-scale digitization of Primary Agricultural Credit Societies (PACS), formation of 10,000 Farmer Producer Organizations (FPOs), and expansion of the Rural Infrastructure Development Fund (RIDF), directly impacting millions of farmers and rural entrepreneurs across India.

As Chairman of NAB VENTURES Ltd., Dr. Chintala led strategic investments in agri-tech startups, delivering 4x returns and strengthening India's agricultural value chain. Earlier, as Managing Director & CEO of NABFINS Ltd., he expanded microfinance through Self-Help Groups (SHGs) and Joint Liability Groups (JLGs), broadening credit access for rural communities.

Beyond his national roles, Dr. Chintala has provided expert advisory support to global institutions and contributed to policy frameworks for initiatives such as the National Rural Livelihood Mission (NRLM) and the rationalization of Regional Rural Banks (RRBs).

Currently, he serves as Non-Executive Chairman of Sugar Group, overseeing five large-scale sugar manufacturing units, and sits as an Independent Director on the boards of three major Non-Banking Financial Companies (NBFCs), each managing billion-dollar portfolios.

Internationally recognized, Dr. Chintala has represented India at global forums organized by APRACA and participated in high-level conferences in the USA, Germany, China, Kenya, and Brazil, championing sustainable agriculture and inclusive finance models.

He holds a Master's degree from the Indian Agricultural Research Institute (IARI), New Delhi (CGPA: 3.86/4.0), is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB, 2015), and has been awarded an Honorary Doctor of Science by Professor Jayashankar Telangana State Agricultural University. He is also the author of "Microfinance & Financial Inclusion in India" (SAGE, 2022), and was named Asia's Most Promising Business Leader (2020–21) by The Economic Times.

He currently serves as Director on the boards of AYE Finance Limited, IIFL Samasta Finance Limited, Annapurna Finance

Private Limited, NSL Krishnaveni Sugars Limited and NSL Sugars Limited.

Dr. Govinda Rajulu Chintala 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.

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

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Dr. Govinda Rajulu Chintala, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set forth at Item No. 7 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.8

APPOINTMENT OF M/s. L.D. REDDY & CO, COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY;

Pursuant to the recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for the term of five consecutive years, subject to Members approval at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, at its meeting on 13th August 2025, approved the appointment of L.Dhanamjaya Reddy, Proprietor of M/s. L.D. Reddy & Co., Practicing Company Secretaries (Registration No. ACS:13104, CP NO: 3752), as the Company's Secretarial Auditor for a period of five years commencing from FY2025-26 to FY2029-30, subject to Members approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from L.Dhanamjaya Reddy, Proprietor of M/s L.D. REDDY & Co, Practicing Company Secretaries confirming his willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if

any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

L.Dhanamjaya Reddy, Proprietor of M/s L.D. REDDY & Co, Practicing Company Secretaries hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, M/s. L.D. Reddy & Co., confirms that they hold a valid peer review certificate issued by ICSI and it fulfils all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI Circular dated December 31, 2024.

M/s. L.D. Reddy & Co., is a leading firm of Practicing Company Secretaries with over 25+ years of experience in delivering comprehensive professional services including handling the Public issues, Rights issues, Mergers, Demergers, Takeovers and other restructures, representation in IBC matters before NCLT, conducting AGMs, EGMs, Board Meeting, Secretarial Audits, Due Diligence and well versed with Statutory Compliances under SEBI Regulations, FEMA Regulations, RBI, ESI, PF, IBC, Company Law and related Acts.

At such remuneration and on such terms and conditions as may be determined by the Board on recommendation of Audit Committee of Directors in consultation with M/s. L.D.Reddy & Co, Practicing Company Secretaries. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which M/s. L.D.Reddy & Co. will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 8 of the accompanying Notice.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of M/s. L.D.Reddy & Co is provided in Annexure A to the Notice.

The Board recommends the Ordinary Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

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

Sd/-
V. Sreelatha
Company Secretary

Date: 13.08.2025
Place: Secunderabad

Registered Office:

Kaveri Seed Company Limited
CIN: L01120TG1986PLC006728
#1-7-36 to 42, Sardar Patel Road,
Secundrabad-530003,
Telangana, India
Email id: cs@kaveriseeds.in
Website: www.kaveriseeds.in

Annexure

Details of Directors proposed to be appointed/re-appointed at the AGM scheduled to be held on 23rd September 2025 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as given

Name of the Director	Dr. Madhushree Gundavaram	Dr. Rangappa Rayappa Hanchinal	Dr. Govinda Rajulu Chintala	Dr. G.Pawan
DIN No.	10978554	08138621	03622371	00768751
Date of Birth	03/08/1977	01.06.1952	15.07.1962	21.08.1979
Designation/ Category of Directorship	Non-Executive Non Independent Director	Independent Non-Executive Director	Independent Non-Executive Director	Executive Director (retire by rotation)
Date of first Appointment on the Board	13.08.2025	09.02.2021	13.08.2025	18.09.2006
Expertise in specific functional areas	20 years of experience in clinical practice, having served across several leading hospitals in Illinois, USA.	Vast experience in Agricultural and Research activities. and the implementation of innovative farming techniques.	Over 35 years of leadership in agricultural finance, rural development, and financial inclusion.	He is a second-generation entrepreneur with a strong background in general management, he brings a unique blend of legacy insight and modern business penetration to every venture he leads.
Qualification	MBBS, Doctor of Medicine and Post-Graduate training at the University of Illinois at Chicago,	Ph.D in Agriculture, Genetics and Plant Breeding.	Ph.D in Agriculture & Horticulture	MBBS, Doctor of Medicine.
No. of shares held in the Company either by self or as a beneficial owner	Nil	Nil	Nil	20,70,852
Directorships held in other companies (excluding foreign companies)	Nil	Nagaingarh Sugar Mills Limited	AYE Finance Limited, IIFL Samasta Finance Limited, Annapurna Finance Private Limited, NSL Krishnaveni Sugars Limited and NSL Sugars Limited.	Nil
Committee position held in other Companies (excluding foreign companies)	Nil	Audit Committee, Risk Management Committee, CSR Committee and Shareholders Relationship Committee.	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	None	None	None	None
Details of the last remuneration drawn.	NA	NA	NA	Rs.1,60,73,718/- Per annum.

Name of the Director	Dr. Madhushree Gundavaram	Dr. Rangappa Rayappa Hanchinal	Dr. Govinda Rajulu Chintala	Dr. G.Pawan
Inter se relationship with other Managers, Directors and Key Manager Personnel of the Company.	She is related to Mr. G.V.Bhaskar Rao, Chairman and Managing Director and Mrs. G.Vanaja Devi and Dr. G.Pawan, Whole time Directors.	Nil	Nil	He is related to Mr. G.V.Bhaskar Rao, Chairman and Managing Director and Mrs. G.Vanaja Devi, Whole time Director
Terms and conditions of appointment/Re-appointment	Appointment as an Non-Executive Non Independent Director for a term of five years commencing from August 13, 2025 up to 12th August, 2030, liable to retire by rotation	Appointment as an Independent Director for a term of five years commencing from February 09, 2026 up to 08th February 2031, not liable to retire by rotation.	Appointment as an Independent Director for a term of five years commencing from August 13, 2025 up to 12th August, 2030, not liable to retire by rotation.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.

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.

Annexure - A

As required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated July 13, 2023, are enclosed as Annexure A.

Details of M/s.L.D. Reddy & Co , Practicing Company Secretary

S. No	Particulars	Details
1	Reason for change viz. Appointment	Appointment of M/s. L.D. Reddy & Co, Peer Reviewed Firm of Company Secretary in Practice (Firm registration number: (Registration No. ACS:13104, CP NO: 3752), as Secretarial Auditors of the Company. As required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated July 13, 2023
2	Date of appointment & term of appointment	The Board at its meeting held on 13th August 2025 approved the appointment of M/s. L.D. Reddy & Co as Secretarial Auditors, for audit period of five consecutive years commencing from FY 2025-26 till FY 2029-2030, subject to approval of the Members at the ensuing AGM.
3	Brief Profile	<p>Brief Profile of M/s. L.D. Reddy & Co Practicing Company Secretary:</p> <p>CS Lebaka Dhanamjay Reddy, proprietor of M/s. L.D. Reddy & Co, Company Secretary, Hyderabad ACS:13104, CP: 3752. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.</p> <p>He has over 25+ years of post-qualification experience in the field of Secretarial and Legal matter of various companies. Exposure in Handling Public, Rights issues, Mergers, Demergers, Takeovers and other restructures, representation in IBC matters before NCLT, Conducting AGMs, EGMs, Board Meeting, Secretarial Audits, Due Diligence and well versed with Statutory Compliance under SEBI Regulations, Stock Exchange Listing Agreements, FEMA, RBI, ESI, PF, IBC, Company Law and related acts.</p> <p>Practicing Company Secretary since 2001 in the name of M/s. L.D. Reddy & Co. Sole Proprietary Firm, located at Hyderabad. The firm has adequate infrastructure facilities and is manned with qualified, semi-qualified & experienced professionals to provide efficient, diligent and timely delivery of services to its client companies.</p> <p>The firm acts as corporate consultants to various Listed, Unlisted & Private Limited Companies in Hyderabad and look after Secretarial & legal matters of the client companies which includes compliances under the provisions of Companies Act & other Statutory laws applicable to the companies, Formation of Companies, E-filings of various Forms with ROC, maintenance of statutory records, registers under the companies act, advises/ opinions, drafting agreements/ MOU's, mergers, acquisitions, compliances and Certifications required by various regulatory bodies for listed & unlisted Companies, viz Stock Exchange listing agreements, SEBI Guidelines, Corporate Governance reports, RBI, Banks & Financial Institutions, Secretarial Audit report, Secretarial due diligence report to the banks and others, liaison with ROC, RBI, Banks, Advocates for any legal matters of the companies.</p>
4	Disclosure of relationships between Directors (in case of appointment of a Director).	Not Applicable