

Corporate Identity Number: L01120AP1986PLC006728

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

Website: www.kaveriseeds.in Email: cs@kaveriseeds.in Tel: +91-40-27721457 Fax: +91-40-27811237

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF KAVERI SEED COMPANY LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement (the “**Public Announcement**”) is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended (the “**Buyback Regulations**”) and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER FOR BUYBACK OF UP TO 29,62,963 (TWENTY NINE LAKH SIXTY TWO THOUSAND NINE HUNDRED SIXTY THREE ONLY) FULLY PAID UP EQUITY SHARES OF THE FACE VALUE OF ₹2 (RUPEES TWO ONLY) EACH AT A PRICE OF ₹675 (RUPEES SIX HUNDRED AND SEVENTY FIVE ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. The Board of Directors (the “**Board**”) of Kaveri Seed Company Limited (the “**Company**”) passed a resolution on March 27, 2017 (the “**Board Meeting**”) to approve the proposal for Buyback of equity shares of the face value of ₹2 each (the “**Equity Shares**”) of the Company for up to 29,62,963 (Twenty Nine Lakh Sixty Two Thousand Nine Hundred and Sixty Three Only) Equity Shares from the equity shareholders/ beneficial owners of Equity Shares (the “**Equity Shareholders**”) of the Company as on the Record Date (*hereinafter defined*), on a proportionate basis, through the tender offer route (the “**Buyback**”), at a price of ₹675.00 (Rupees Six Hundred and Seventy Five Only) per Equity Share payable in cash, for an aggregate maximum amount of ₹200 Crores (Rupees Two Hundred Crores Only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc (the “**Buyback Size**”), subject to the approval of shareholders of the Company.

1.2. The shareholders approved the Buyback, by way of a special resolution, through postal ballot (including e-voting) pursuant to a postal ballot notice dated March 27, 2017 (the “**Notice**”), the results of which were announced on June 02, 2017. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI, and the Stock Exchanges.

1.3. The Buyback is in accordance with the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the “**Share Capital Rules**”) to the extent applicable and in accordance with Article 75 of the Articles of Association of the Company and subject to the provisions of the Buyback Regulations, and such other approvals, permissions as may be required from time to time from the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (**BSE and NSE collectively referred as, the “Recognized Stock Exchanges”**) where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by the Securities and Exchange Board of India, which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange.

1.4. In accordance with the provisions of the Companies Act, the Buyback Size is ₹200 Crores (Rupees Two Hundred Crores Only), which represents 21.84% and 22.06% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) as per the standalone and consolidated audited accounts of the Company for the financial year ended March 31, 2016, respectively, (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) as per the standalone audited financial statements of the Company for the financial year ended March 31, 2016. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the company in that financial year. The Company proposes to buy back up to 29,62,963 (Twenty Nine Lakh Sixty Two Thousand Nine Hundred Sixty Three Only) Equity Shares representing 4.29% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2016.

1.5. The Equity Shares of the Company are proposed to be bought back at a price of ₹675 per equity share (the “**Offer Price**”). The Offer Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in the audited accounts of the Company for the financial year ended March 31, 2016, the prevailing market price of the equity shares of the Company before the announcement of Board Meeting for consideration of Buyback, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

The closing market price of the Equity Shares as on the date of intimation of the date of the Board meeting for considering the Buyback, being March 20, 2017 was ₹549.80 and ₹551.15 on BSE and NSE respectively, and the Offer Price of ₹675.00 (Rupees Six Hundred and Seventy Five Only) per Equity Share represents a premium of 22.77% and 24.47% over the closing price of the Equity Shares on BSE and NSE, respectively. The Offer Price per Equity Share represents a premium of 56.61% and 56.53% over the average closing prices of the Company's Equity Shares on BSE and NSE respectively for 6 months preceding the date of intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback, being March 20, 2017 and 30.67% and 30.64% over the average closing prices of the Company's equity shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback. The basic earnings per Equity Share of the Company per Buyback as on March 31, 2016, considering the number of shares outstanding as on March 31, 2016 is ₹25.65 and ₹25.01 on a standalone and consolidated basis respectively, which will increase to ₹26.80 and ₹26.13 on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback. The return on networth of the Company per Buyback as on March 31, 2016 is 19.34% and 19.05% on a standalone and consolidated basis respectively, which will increase to 24.75% and 24.44% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback.

1.6. The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the “**Tender Offer**” process as prescribed under Regulation 4(1)(a) of the Buyback Regulations. Please see Clause 9 below for details regarding Record Date and shareholder's entitlement for tendering in the Buyback.

2. NECESSITY OF THE BUYBACK

2.1. Buyback will be beneficial to the Company and its Eligible Shareholders, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buyback, broadly in proportion to their shareholding, thereby, enhancing the overall return to the members;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.
- Optimizes the capital structure.

2.2. After considering the above mentioned factors and benefits to the Equity Shareholders, the Board of Directors decided to recommend Buyback of up to 29,62,963 (Twenty Nine Lakhs Sixty Two Thousand Nine Hundred Sixty Three Only) Equity Shares of ₹2 each (representing 4.29% of the total number of the equity share capital of the Company as at March 31, 2016) at the Offer Price of ₹675 (Rupees Six hundred and Seventy Five Only) per Equity Share not exceeding ₹200 Crores (Rupees Two Hundred Crores Only).

3. DETAILS OF PROMOTERS' SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK

3.1. The aggregate shareholding of the Promoters/Promoter Group and the persons who are in control of the Company, as on March 27, 2017, being the date of the notice convening the Postal Ballot for approval of Buyback by the shareholders and June 02, 2017, being the date of which the results of postal ballot were declared is given below:

(i) Shareholding of the promoters and promoter group of the Company:

Sr. No.	Name	No. of Equity Shares held		% of Issued Equity Share Capital		No. of Equity Shares held		% of Issued Equity Share Capital	
		As on March 27, 2017		As on June 02, 2017		As on March 27, 2017		As on June 02, 2017	
1.	Mr. Mithun Chand Chennamaneni	9,28,895	1.35%	9,28,895	1.35%	9,28,895	1.35%	9,28,895	1.35%
2.	Mr. Vamsheedhar Chennamaneni	10,99,320	1.59%	10,99,320	1.59%	10,99,320	1.59%	10,99,320	1.59%
3.	Mr. Pawan Gundavaram	25,09,000	3.63%	25,09,000	3.63%	25,09,000	3.63%	25,09,000	3.63%
4.	Ms. Vanaja Devi Gundavaram	1,57,75,050	22.84%	1,57,75,050	22.84%	1,57,75,050	22.84%	1,57,75,050	22.84%
5.	Mr. Gundavaram Venkata Bhaskar Rao	60,31,990	8.74%	60,31,990	8.74%	60,31,990	8.74%	60,31,990	8.74%
6.	Venkata Bhaskar Rao Gundavaram (HUF)	1,12,40,645	16.28%	1,12,40,645	16.28%	1,12,40,645	16.28%	1,12,40,645	16.28%
	Total	3,75,84,900	54.43%	3,75,84,900	54.43%	3,75,84,900	54.43%	3,75,84,900	54.43%

Apart from the above, no other member forming part of the promoter/ promoter group as disclosed in 3.1(i) above hold any equity shares in the company.

(ii) Shareholding of the Directors or Key Managerial Personnel of the Company:

Sl. No.	Name	Designation	No. of Equity Shares held		Percentage of Issued Equity Share Capital	
			As on March 27, 2017		As on June 02, 2017	
1.	Mr. Mithun Chand Chennamaneni	Whole-Time-Director	9,28,895	1.35%	9,28,895	1.35%
2.	Mr. Gundavaram Venkata Bhaskar Rao	Managing Director	60,31,990	8.74%	60,31,990	8.74%
3.	Ms. Vanaja Devi Gundavaram	Whole-Time-Director	1,57,75,050	22.84%	1,57,75,050	22.84%
4.	Mr. Vamsheedhar Chennamaneni	Whole-Time-Director	10,99,320	1.59%	10,99,320	1.59%
5.	Mr. Pawan Gundavaram	Director	25,09,000	3.63%	25,09,000	3.63%

Apart from the above, none of the other Directors or Key Managerial Personnel of the Company holds any equity share in the Company

3.2. No equity shares or other specified securities of the Company were either purchased or sold by any of the persons mentioned at 3.1 above, during the period of six months preceding the date of the Board Meeting i.e., March 27, 2017, was approved from that date till the date of the Notice i.e., March 27, 2017.

4. INTENTION OF THE PROMOTERS / PERSON IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK INDICATING THE NUMBER OF SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE.

4.1 The members of promoter and promoter group pursuant to their letters dated March 27, 2017 have declared and confirmed that they intend to participate in the buyback and they may intend to tender up to a maximum number of equity shares as detailed below or such other lower number of equity shares as may be permitted by the applicable law :

Sl. No.	Name of shareholder	Maximum number of shares Intended to Tender
1.	Mr. Vamsheedhar Chennamaneni	44,987
2.	Mr. Pawan Gundavaram	1,02,670
3.	Ms. Vanaja Devi Gundavaram	6,45,530
4.	Mr. Gundavaram Venkata Bhaskar Rao	2,46,835
5.	Venkata Bhaskar Rao Gundavaram (HUF)	4,59,978
	Total	15,00,000

The details of the date and price of acquisition of the Equity Shares that the Promoters intend to tender are set out below:

Vamsheedhar Chennamaneni					
Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer Price (In ₹)	Cumulative No. Shares
20.09.2006	77,600	Acquisition of Agritek	7,76,000	NA	77,600
20.09.2009	22,400	Gift from Gundavaram Venkata Bhaskar Rao	2,24,000	NA	1,00,000
03.05.2010	2,060	Off Market Purchase	20,600	300.00	1,02,060
02.04.2011	44,135	Market Purchase	4,41,350	386.60	1,46,195
26.07.2011	6,000	Off Market Purchase	60,000	330.00	1,52,195
26.03.2011	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	2,02,195
13.10.2011	57,138	Market Purchase	5,71,380	440.72	2,59,333
13.07.2012	50,000	Gift From Gundavaram Venkata Bhaskar Rao	5,00,000	NA	3,09,333
07.03.2013	5,000	Market Purchase	50,000	1,355.00	3,14,333
22.07.2013	(39,682)	Market sale	3,96,820	1,590.00	2,74,651
		Split of Each equity share of ₹10 each into Five equity shares of ₹2 Each			13,73,255
10.06.2014	(50,000)	Market sale	1,00,000	658.93	13,23,255
23.06.2015	(2,23,935)	Market sale	4,47,870	806.7	10,99,320

Pawan Gundavaram					
Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer Price (In ₹)	Cumulative No. Shares
26.02.1991	2,000	Allotment	20,000	10	2,000
29.03.1996	12,500	Allotment	1,25,000	10	14,500
27.06.2005	99,000	Allotment	9,90,000	10	1,13,500
26.07.2006	(14,500)	Sale	1,45,000	50	99,000
04.08.2006	99,000	Bonus issue	9,90,000	NA	1,98,000
20.09.2006	1,98,000	Rights	19,80,000	10	3,96,000
20.09.2006	1,05,800	Acquisition of Agritek	10,58,000	NA	5,01,800
		Split of Each equity share of ₹10 each into Five equity shares of ₹2 Each			25,09,000

Vanaja Devi Gundavaram					
Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer Price (In ₹)	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10	100
26.02.1991	8,900	Allotment	89,000	10	9,000
29.03.1996	30,000	Allotment	3,00,000	10	39,000
27.06.2005	59,500	Allotment	5,95,000	10	63,400
26.07.2006	(97,000)	Sale	9,70,000	50	53,700
04.08.2006	53,700	Bonus issue	53,70,000	NA	1,07,400
20.09.2006	10,74,000	Rights	1,07,40,000	10	21,48,000
20.09.2006	74,600	Acquisition of Agritek	7,46,000	NA	22,22,600
		Split of Each equity share of ₹10 each into Five equity shares of ₹2 Each			1,11,13,000
09.07.2014	(31,62,552)	Market sale	63,25,104	836.15	79,50,448
03.11.2014	73,20,000	Gift	1,46,40,000	NA	1,52,70,448
24.08.2015	4,19,865	Market purchase	8,39,730	426.63	1,56,90,313
26.08.2015	84,737	Market purchase	1,69,474	472.31	1,57,75,050

Gundavaram Venkata Bhaskar Rao					
Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer Price (In ₹)	Cumulative No. Shares
27.08.1986	100	Subscription to Memorandum	1,000	10	100
26.02.1991	12,400	Allotment	1,24,000	10	12,500
29.03.1996	44,000	Allotment	4,40,000	10	56,500
27.06.2005	39,000	Allotment	3,90,000	10	4,46,500
23.06.2006	6,50,000	Allotment	65,00,000	10	10,96,500
26.07.2006	1,43,500	Purchase	14,35,000	50	12,40,000
29.07.2006	(3,00,000)	Sale	30,00,000	50	9,40,000
01.08.2006	(71,000)	Sale	7,10,000	50	8,69,000
01.08.2006	(5,79,000)	Sale	57,90,000	10	2,90,000
04.08.2006	2,90,000	Bonus	29,00,000	NA	5,80,000
20.09.2006	5,80,000	Rights	58,00,000	10	11,60,000
20.09.2006	1,70,400	Acquisition of Agritek	17,04,000	NA	13,30,400
20.09.2006	(82,400)	Gift to C. Vamsheedhar and C. Mithunchand	8,24,000	NA	12,48,000
12.08.2009	45,852	Market Purchase	4,58,520	229.17	12,93,852
22.08.2009	43,401	Market Purchase	4,34,010	214.89	13,37,253
09.09.2009	21,145	Market Purchase	2,11,450	220.8	13,58,398
22.09.2009	48,000	Market Purchase	4,80,000	222.62	14,06,398
26.03.2011	(50,000)	Gift	5,00,000	NA	13,56,398
26.03.2011	(50,000)	Gift	5,00,000	NA	13,06,398
13.07.2012	(50,000)	Gift	5,00,000	NA	12,56,398
13.07.2012	(50,000)	Gift	5,00,000	NA	12,06,398
		Split of Each equity share of ₹10 each into Five equity shares of ₹2 Each			60,31,990

Venkata Bhaskar Rao Gundavaram (HUF)					
Date	No. of Shares	Nature of Transaction	Nominal Value (In ₹)	Issue Price / Transfer Price (In ₹)	Cumulative No. Shares
26.07.2006	5,79,000	Purchase	57,90,000	10	5,79,000
04.08.2006	5,79,000	Bonus Issue	57,90,000	NA	11,58,000
20.09.2006	11,58,000	Rights Issue	1,15,80,000	10	23,16,000
28.01.2013	(67,871)	Market sale	6,78,710	1,402	22,48,129
		Split of Each equity share of ₹10 each into Five equity shares of ₹2 Each			1,12,40,645

5. The Board confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

6. The Board has confirmed on the date of the Board Meeting (i.e. dated March 27, 2017) that it has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

- that immediately following the date of the Board Meeting i.e. March 27, 2017, and the date on which the results of postal ballot will be declared i.e. June 2, 2017, there will be no grounds on which the Company could be found unable to pay its debts;
- that as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e. March 27, 2017, approving the Buyback and the date on which the results of postal ballot will be declared, having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback and the date on which the results of postal ballot will be declared as the case may be; and
- In forming its opinion as for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

7. The text of the Report dated March 27, 2017 received from P.R. Reddy & Co, Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

To
The Board of Directors,
Kaveri Seed Company Limited
513-B, 5th Floor, Minerva Complex, SD Road, Secunderabad - 500003

Dear Sirs,

Subject: Report in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended)

1. In connection with the proposal of Kaveri Seed Company Limited (the 'Company'), and as approved by its Board of Directors at its meeting held on 27th March, 2017, to buy back its shares and in pursuance to the provisions of Section 68, Section 69 and Section 70 of the Companies Act, 2013 (the 'Act') and The Companies (Share Capital and Debentures) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the 'Regulations'), we have examined the Company's Audited Accounts for the year ended March 31, 2016 on standalone basis and according to the information and explanations given to us and on the basis of verification of relevant records as we consider appropriate, we report that

i) We have inquired into the Company's State of Affairs in relation to its audited financial statements as at March 31, 2016;

ii) The amount of permissible payments for the Buy Back of equity shares, as computed in the table below, has been properly determined in our view in accordance with Section 68(2) of the Act and Regulation 4(1) of the Buy Back Regulations. The amount of

- g. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Eligible Sellers' bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Sellers will be transferred to the Seller Member for onward transfer to the Eligible Sellers.
- h. Eligible Sellers who intend to participate in the Buyback should consult their respective Seller Member for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Seller, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Sellers.
- i. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

9. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 9.1 As required under the Buyback Regulations, the Company has announced the record date (the **"Record Date"**) of June 16, 2017 for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback Offer.
- 9.2 The Equity Shares to be bought back as a part of this Buyback Offer is divided into two categories:
 - Reserved category for Small Shareholders; and
 - General category for all other shareholders.
- 9.3 As defined in Regulation 2(1)(a) of the Buyback Regulations, a 'small shareholder' means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such security, as on record date is not more than ₹2,00,000 (Rupees Two Lakh Only).
- 9.4 In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (Fifteen per cent) of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- 9.5 On the basis of shareholdings as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Seller as on the Record Date and the ratio of Buyback applicable in the category by which such shareholder belongs.

- 9.6 In order to ensure that the same Eligible Seller with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Seller with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Sellers holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes / subaccounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 9.7 Shareholder's participation in the Buyback shall be voluntary. Eligible Sellers can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding in the Company post Buyback without additional investment. Further, Equity Shareholders of the Company shall have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall due to non-participation by some other Equity Shareholders, if any.
- 9.8 The maximum tender under the Buyback by any Eligible Sellers of the Company cannot exceed the number of Equity Shares held by such Eligible Sellers of the Company as on the Record Date.
- 9.9 The Equity Shares tendered as per the entitlement by the Eligible Sellers of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- 9.10 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Sellers. Eligible Sellers who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Sellers wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at clause 10 or clause 11 below. Eligible Sellers which have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode of the Company as on the Record Date.

10. COMPLIANCE OFFICER

Mr.G Vijay Kumar, Chief Financial Officer & Compliance Officer
513-B, 5th Floor, Minerva Complex, SD Road, Secunderabad – 500003, Telangana
Tel: +91- 40-27721457 Fax: +91-40-27811237
Email : cfo@kaveriseeds.in Website: www.kaveriseeds.in

Investor may contact the Compliance Officer for any clarification on the buyback offer or to address their grievances, if any, during office hours i.e. 10.30 a.m. to 5.30 p.m. on all working day (Monday to Friday).

11. REGISTRAR TO THE OFFER & INVESTOR SERVICE CENTRE

In case of any queries, Equity shareholders may contact the Registrar to the Buyback, during the office hours i.e., between 10.00 a.m. to 5.00 p.m. on all working days (Monday to Friday) at the following address:

BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072
Tel: +91-22-404 30 200 Fax: +91-22-2847 5207
E-Mail: buyback@bigshareonline.com Website: www.bigshareonline.com
Contact Person: Jibu John SEBI Reg. No.: INR000001385

12. MANAGER TO THE BUYBACK

KARVY || INVESTMENT BANKING

Karvy Investor Services Limited
Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500034, Telangana
Tel.: +91 40-23428774 / 23121454 Fax: +91 40-23374714
Email: cmg@karvy.com | Website: www.karvyinvestmentbanking.com
Contact Person: Mr. M.P. Naidu / Mr.G.Arun SEBI Registration No.: INM000008365

13. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(g) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for all the information contained in this Public Announcement or any other information, advertisement, circular, brochure, publicity material which may be issued in regard to the Buyback and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Kaveri Seed Company Limited

Sd/-
Mr. G. V. Bhaskar Rao
Managing Director
(DIN: 00892232)

Sd/-
Mr. C. Mithun Chand
Whole Time Director
(DIN: 00764906)

Sd/-
Mr. V R S Murti
Company Secretary
Membership .No.ACS3566

Date : June 05, 2017
Place : Hyderabad