

6th December 2013

The Listing Department,
THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), MUMBAI - 400 051.

Dear Sir,

Sub: Submission of Notice which is dispatched to shareholders - Reg.,
Ref: Company Code No.KSCL - M/s. Kaveri Seed Company Ltd.

As required in terms of Clause 31 of the Listing Agreement, we are enclosing herewith six ~~copies~~ of the following:

1. Copies of the Postal Ballot Notice being sent to shareholders, pursuant to Section 192A(2) of the Companies Act, 1956, seeking approval of the shareholders for the proposed sub-division of each Equity Share of the face value of Rs.10/- into 5 Equity Shares of Rs.2/- each and the consequent amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.
2. Copies of Postal Ballot Form
3. Calender of Events for Postal Ballot Process
4. A copy of the Public Notice being issued is also enclosed herewith.

This is for your information and record.

Thanking you,

Yours faithfully,
For KAVERI SEED COMPANY LIMITED


C.MITHUN CHAND
Whole Time Director

Encls:- a/a..

**POSTAL BALLOT FORM****1. Name & Address of the Shareholder :****2. Name (s) of the Joint holder(s) if any :****3. Registered Folio No./**

DPID No./Client ID No.

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 14th November 2013, by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark in the appropriate box below:

S. No.	Description of Resolution	No. of Shares	I/We assent to the resolution (for)	I/We dissent to the resolution (against)
1.	Ordinary Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, and Article 9 and other enabling provisions of the Articles of Association of the Company for sub-division of the Company's shares (1 equity share of Rs.10/- each to be sub-divided into 5 equity shares of Rs.2/- each).			
2.	Ordinary Resolution pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Clause V of the Memorandum of Association of the Company			
3.	Special Resolution pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Article 3 of the Articles of Association of the Company.			

Place:
Date :

Signature of the Shareholder

Note: Please read the instruction printed overleaf carefully before exercising your vote.

**POSTAL BALLOT NOTECE**

(Pursuant to Section 192A of the Companies Act, 1956)

To the Members of the Company,

Notice is hereby given that the draft Resolutions set out below are proposed to be passed through Postal Ballot in accordance with Section 192A of the Companies Act, 1956 (the Act) read with the Rules made there under, the Board of Directors of the Company (the Board) proposes the same for the approval by Members.

An Explanatory Statement pursuant to Section 173(2) of the Act setting out all material facts relating to the Resolution(s) is annexed hereto along with a Postal Ballot Form for consideration of Members.

The Board has appointed Mr. A.N.Sarma, Practicing Company Secretary, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before **Wednesday the 8th day of January 2014**.

Postal Ballot Forms received from members after **8th January 2014** shall be treated as if no response is received in terms of Rule 5(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Members are therefore requested to send the duly completed Postal Ballot Forms well before **8th day of January 2014** providing sufficient time for postal transit.

The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on **Thursday the 9th day of January 2014**.

Draft Resolutions to be passed through Postal Ballot:**1. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act 1956, (including any statutory modification or re-enactment thereof for the time being in force) and Article 9 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each Equity Share of the Company having a face value of Rs.10/- (Rupees Ten) each fully paid up be sub-divided into 5 (Five) Equity Shares of the face value of Rs.2/- (Rupees Two) each fully paid up, with effect from the Record Date.

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division,

RESOLVED FURTHER THAT the five equity shares of Rs.2/- each on sub-division to be allotted in lieu of the existing one equity share of Rs.10/- each shall be subject to the terms of Memorandum & Articles of Association of the company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of Rs.10/- each of the company and shall be entitled to participate in full in any dividend(s) to be declared after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee of Directors of the Company as it may deem appropriate."

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

"RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be altered by substituting in its place and stead the following Clause:

"V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.2/- (Rupees Two Only) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

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

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be altered by substituting in its place and stead the following Article:

"3. The Authorized share capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.2/- (Rupees Two Only) each and the same may be increased or reduced in accordance with the Companies Act, 1956 and the Memorandum of Association of the Company as and when thought fit."

Date 14.11.2013
Place: SecunderabadBy order of the Board
For KAVERI SEED COMPANY LIMITEDSd/-
G.V.BHASKAR RAO
MANAGING DIRECTOR

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Act setting out all material facts pertaining to the resolution(s) is annexed hereto along with a Postal Ballot Form for consideration of the members.
2. The Board of Directors has appointed Mr. A.N.Sarma, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting Process in a fair and transparent manner. He will continue to act as such, till the submission of the final report i.e. **Thursday the 9th day of January 2014**
3. The members desiring to exercise vote by postal ballot may complete the enclosed postal ballot form to give their consent/dissent and send it in the enclosed self addressed, postage pre-paid business reply envelope. The envelope containing the postal ballot should reach the Scrutinizer not later than the close of working hours (17:00 hours) on **Wednesday the 8th day of January 2014**
4. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
5. The member may request for the duplicate postal ballot form, if so required. However, duly filled form should reach the Scrutinizer not later than the date specified at item No.3
6. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
7. The result of the Postal Ballot should be announced by the Chairman, or in his absence any other person authorized by the Chairman, on **Thursday the 9th day of January 2014** at the Registered Office of the Company and the resolution(s) shall be passed effectively on the announcement of the result. If the results of the postal ballot indicates that the requisite majority of the shareholders had assented to the respective resolution.
8. Shareholders are requested to read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
9. The Result will also be communicated to the Stock Exchanges (BSE & NSE) where the shares of the company are listed, and subsequently published in the newspapers. The results of the Postal Ballot will also be noted at the next general meeting of the company.
10. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11:00 hours to 17:00 hours up to **8th day of January 2014**.
11. In view of the reports about the little response on the part of shareholder for exercising their vote through e-voting, the company has not opted for e-voting for the time being.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 1

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Board of Directors of the Company (the Board), at its Meeting held on 14th November, 2013, has approved the proposal of sub-division (stock split) of each Equity Share of the Company having a face value of Rs.10/- each into 5 (Five) Equity Shares of the face value of Rs.2/- (Rupees Two) each, subject to the approval of the shareholders and all authorities concerned.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Company after the approval of the shareholders is obtained. The Company's shares are listed on Bombay Stock Exchange and National Stock Exchange.

The Board is of the opinion that the aforesaid sub-division of the face value of Equity Shares is in the best interest of the investors and hence commends passing of the Resolutions at Item No. 1 and 2 as Ordinary Resolutions and the Resolution at Item No. 3 as a Special Resolution through Postal Ballot.

Item No. 2

The resolution mentioned at Item No. 2 of the notice relates to the alteration to Clause V of the Memorandum of Association of the Company with respect to substitution of the said Clause.

The existing Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Share of Rs.10/- (Rupees Ten) each out of which the Issued, Subscribed and Paid-Up Equity Share Capital consists of 1,37,48,441 (One Crore Thirty Seven Lakhs Forty Eight Thousand Four Hundred Forty One) Equity Shares of Rs.10/- (Rupees Ten) each.

The change made to the Memorandum of Association pertains to change in the Authorised Capital of the Company from Rs.20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.20,00,00,000/- (Rupees Twenty Crores) to be divided into 10,00,00,000 (Ten Crores) Equity Shares with face value of Rs.2/- (Rupees Two) each.

Item No. 3

Pursuant to provisions of Section 31 of the Companies Act, 1956, alteration of Article No. 3 of the Articles of Association requires approval of members by way of Special Resolution.

The change made to the Articles of Association pertains to change in the Authorised Capital of the Company from Rs.20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.20,00,00,000/- (Rupees Twenty Crores) to be divided into 10,00,00,000 (Ten Crores) Equity Shares with face value of Rs.2/- (Rupees Two) each.

Accordingly, the Resolutions at Items 1 to 3 seek the approval of the shareholders for the proposed sub-division of the Equity Shares of the face value of Rs.10/- each into 5 Equity Shares of Rs.2/- each and the consequent amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company along with the proposed changes is available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days (except Sundays and Public Holidays) up to **8th day of January 2014**.

The Directors of the Company may be deemed to be concerned or interested in the Resolution as set out in the Notice to the extent of their shareholding in the Company.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 192A of the Companies Act read together with the provisions of the Rules for passing the Resolutions as set out in this Notice.

By order of the Board

For KAVARI SEED COMPANY LIMITED

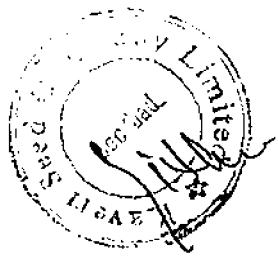
INSTRUCTIONS

1. A member desiring to exercise vote through Postal Ballot Form shall send the Form to the Company in the enclosed self-addressed envelope. Postage will be born and paid by the Company. However, envelopes containing Postal Ballots if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
3. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. The consent or dissent may be recorded by placing a tick mark (✓) in the prescribed column for assent and dissent given in the Postal Ballot Form.
5. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Unsigned/Unticked Postal Ballot Forms will be rejected.
7. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on **Wednesday the 8th day of January 2014**. All Postal Ballot Forms received after this date will be strictly treated as invalid, or if reply from such shareholder has not been received. Facility of voting through electronic mode is not being provided by the company.
8. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. All envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Members are requested to fill the Postal Ballot Form in the indelible ink (and avoid filling if by using erasable writing, medium/s like pencil).
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 29th November 2013.
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint Holders.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

KAVERI SEED COMPANY LIMITED

Calendar of Events for Postal Ballot

Sl.No.	Events	Date of Event
1.	Date of consideration of the matter in the Board Meeting	14.11.2013
2.	Date on which consent given by the scrutinizer to act as such	14.11.2013
3.	Date of Appointment of Scrutinizer	14.11.2013
4.	Date of Board Resolution authorizing Functional Director(s) and Company Secretary to be responsible for the entire poll process	14.11.2013
5.	Intimation to the Stock Exchanges about Postal Ballot	14.11.2013
6.	Filing of the Board Resolution and calendar of events for conduction postal ballot to the Registrar of Companies	06.12.2013
7.	Completion of dispatch of Postal Ballot notice along with Postal Ballot Form	06.12.2013
8.	Publication of Notice in newspapers about having dispatched the Notice and Ballot Paper	07.12.2013
9.	Last date for receiving Postal ballot papers by scrutinizer	08.01.2014
10.	Preparation and submission of Scrutinizers Report to the Chairman and Managing Director	09.01.2014
11.	Declaration of results of Postal ballot and to inform to the Stock Exchanges and display on the website of the Company	09.01.2014
12.	Publication of the results in newspapers	10.01.2014
13.	Signing of the minutes book by the Chairman in which the results of postal ballot is recorded	10.01.2014
14.	Returning the Ballot Papers, register and other related papers to the Chairman and Managing Director by the Scrutinier	10.01.2014





KAVERI SEED COMPANY LIMITED

Regd.Off: 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad - 500 003.

NOTICE

Notice is hereby given that the Company has completed the dispatch of a Notice with Explanatory Statement to the shareholders on 6th day of December 2013 and reasons thereof u/s. 192A of the Companies Act, 1956 along with a Postal Ballot Form and a self addressed envelop for which the postage will be paid by the Company, to obtain the Shareholders' assent/dissent on the following Resolution(s).

- By Ordinary Resolution under Section 94 and other applicable provisions, if any , of the Companies Act, 1956, and Article 9 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents , permissions and sanctions as may be necessary from the authorities concerned, each Equity Share of the Company having a face value of Rs 10/- (Rupees Ten) each fully paid up be sub - divided into 5 (five) Equity Shares of the face value of Rs 2/- (Rupees Two) each fully paid up;
- By Ordinary Resolution under Section 16 and all other applicable provisions, if any, of the Companies Act , 1956, the existing Clause V of the Memorandum of Association of the Company be altered.
- By Special Resolution under Section 31 and all other applicable provisions , if any of the Companies Act, 1956 , the existing Article 3 of the Article of Association of the Company be altered ; and

The Shareholders are requested to carefully read the instructions printed overleaf of the Postal Ballot and return the same after duly completed and signed, to reach the Scrutinizer on or before the normal working hours of 8th day of January 2014. All Postal Ballot Forms received after the said date will be treated as if the Company has not received the reply from such shareholder.

For KAVERI SEED COMPANY LTD.

Sd/-

G.V.BHASKAR RAO
MANAGING DIRECTOR

Place: Secunderabad

Date: 06.12.2013

