

9th January 2014

The Manager - Listing Department,
The National Stock Exchange
of India Limited,
Bandra Kurla Complex,
Bandra (E), MUMBAI - 400 051.

Corporate Relationship Department
The Bombay Stock Exchange Ltd.
Dalal Street, Fort, Exchange Plaza,
MUMBAI - 400 001

Scrip Code : KSCL

Scrip Code : 532899

Sub: Result of Postal Ballot

Dear Sir,

Pursuant to the Listing Agreement, we wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of Postal Ballot to the Ordinary/Special Resolution(s) set out in the Postal Ballot Notice dated 14th November 2013, sent to them pursuant to Section 192A of the Companies Act, 1956 (Corresponding Section 110 of Companies Act, 2013) read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, for the following proposals:

1. Ordinary Resolution under section 94 and other applicable provisions, if any, of the Companies Act, 1956 (Corresponding Section 61 of the Companies Act, 2013) and Article 9 and other enabling provisions of the Articles of Association of the Company for sub-division of the Company's equity share of Rs.10/- each into 5 equity shares of Rs.2/- each fully paid-up, with effect from the Record Date
2. Ordinary Resolution pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (Corresponding Section 13 of the Companies Act, 2013) 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, (Corresponding Section 14 of the Companies Act, 2013) amendment to the existing Article 3 of the Articles of Association of the Company

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For KAVERI SEED COMPANY LTD.


(G.V. BHASKAR RAO)
Managing Director

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In this regard, please find enclosed herewith the following:

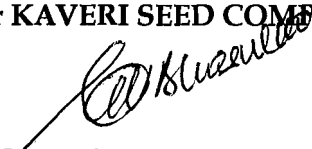
- i. The Postal Ballot Result in the format prescribed under Clause 35A of the Listing Agreement as Annexure - I
- ii. A copy of the Scrutinizer's Report as Annexure - II
- iii. Extract of the Resolutions passed by the shareholders through Postal Ballot on 9th January 2014 as Annexure III

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For KAVERI SEED COMPANY LIMITED



G.V. BHASKAR RAO
CHAIRMAN & MANAGING DIRECTOR

Encl:- a/a

CC : National Securities Depository Ltd.,
Trade World, 4th Floor, Kamala Mills Compound
S. Bapat Marg, Lower Parel, MUMBAI - 400 013.

Central Depository Services (India) Ltd.,
Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street,
MUMBAI - 400 023.

Bigshare Services Pvt. Ltd.,
G-10, Left Wing, Amrutha Ville,
Opp. Yashodha Hospital, Somajiguda,
Raj Bhavan Road, HYDERABAD - 500082.

Annexure - I

Date of the AGM/EGM : 9th January 2014
(The date of declaration of Result)
Total number of shareholders on record date : 6,294

No. of Shareholders present in the meeting either
in person or through proxy : NA
Promoters and Promoter Group : NA
Public : NA

No. of Shareholders attended the meeting
through video conferencing : NA
Promoters and Promoter Group : NA
Public : NA

Agenda for Postal Ballot : Sub-division of Company's Equity Share of Rs.10/- each into 5 equity shares of Rs.2/- each and consequent to amend capital clause of Memorandum and Articles of Association of the company.

Resolution required : Ordinary and Special

Mode of voting : (Show of hands/Poll/Postal ballot/E-voting)

Result of Poll/Postal Ballot/e-voting:

Promoter/Pub lic	No.of Shares held	No.of votes polled	% of Votes Polled on outstandi ng shares	No.of Votes in favour	No.of Votes again st	% of votes in favour on Votes Polled	% of votes against on votes Polled
	(1)	(2)	(3) = $\{(2)/(1)*100\}$	(4)	(5)	(6) = $\{(4)/(2)*100\}$	(7) = $\{(5)/(2)*100\}$
Promoter and Promoter group	8749217	5932163	67.80	5932163	0	100	0
Public – Institutional Shareholders	3604439	885351	24.56	885351	0	100	0
Public – Others	1394785	79687	5.71	79685	2	99.99	0.01
Total	13748441	6897201	50.16	6897199	2	99.99	0.01

For KAVERI SEED COMPANY LTD.


(G.V. BHASKAR RAO)
Managing Director

A.N. SARMA

Practicing Company Secretary

Flat No. 502, Maheshwari Chambers, Somajiguda Main Road, Hyderabad - 500 082. A.P.
Ph : 040 - 23320728, 9177509864 e-mail : an_sarma@yahoo.co.in

Annexure - II



SCRUTINIZER'S REPORT

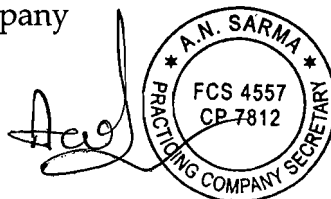
To

The Chairman & Managing Director
M/s. KAVERI SEED COMPANY LIMITED,
513-B, 5th Floor, Minerva Complex,
S.D.Road, Secunderabad - 500 003.

Respected Sir,

The Board of Directors of the Company by a resolution passed in their Board Meeting held on 14th November 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following Ordinary Resolutions:

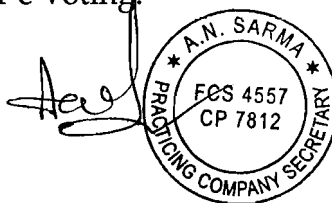
1. Ordinary Resolution under section 94 and other applicable provisions, if any, of the Companies Act, 1956 (Corresponding Section 61 of the Companies Act, 2013) and Article 9 and other enabling provisions of the Articles of Association of the Company for sub-division of the Company's equity share of Rs.10/- each into 5 equity shares of Rs.2/- each fully paid-up, with effect from the Record Date
2. Ordinary Resolution pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (Corresponding Section 13 of the Companies Act, 2013) 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, (Corresponding Section 14 of the Companies Act, 2013) amendment to the existing Article 3 of the Articles of Association of the Company





I submit my report as under:

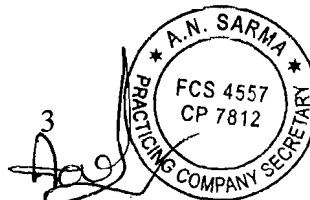
1. The Company has completed dispatch of Postal Ballot Notices, Forms along with self-addressed postage prepaid business reply envelope on 6th December 2013 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on 29th November 2013.
2. The particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The ballot boxes were opened after working hours on 8th January 2014 in my presence.
5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/ list of beneficiaries as on 29th November 2013.
6. All postal ballot forms received up to 6.00 P.M. on 28th January 2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny and none of the envelopes containing postal ballot forms received after the working hours on 8th January 2014 were considered for the purpose of this report.
7. There were 37 envelopes containing postal ballot forms, which were returned undelivered & these envelopes were not opened and are separately kept.
8. I did not find any defaced or mutilated ballot paper.
9. The shareholders have exercised their voting by physical ballot. There was no shareholder who opted for e-voting.





10. The total paid up Equity Share Capital of the Company as on 29th November 2013 was Rs.13,74,84,410/- (Rupees Thirteen Crores Seventy Four Lakhs Eighty Four Thousand Four Hundred Ten Only) divided into 1,37,48,441 (Once Crore Thirty Seven Lakhs Fourty Eight Thousand Four Hundred Fourty One) Equity Shares of Rs.10/- (Rupees Ten Only) each.
11. A summary of the Postal Ballot Result is given below:

Sl.No.	Particulars	Res. No.1 (Ordinary) Sub-division of Face Value of Equity Shares		Res. No.2 (Ordinary) Alteration of Clause V (Capital Clause) of Memorandum of Association		Res. No.1 (Specila) Alteration of Caluse 3 (Capital Clause) of Articles of Association	
		No. of PBF	No.of Shares	No. of PBF	No.of Shares	No. of PBF	No.of Shares
a.	Postal Ballot forms received	170	6897206	170	6897206	170	6897206
b.	Less: Invalid Postal Ballot Forms	1	5	1	5	1	5
d.	Net Valid Postal Ballot Forms	169	6897201	169	6897201	169	6897201
i.	Postal Ballot Forms with Assent for the Resolution	167	6897199	167	6897199	167	6897199
	% of Assent	98.81	99.99	98.81	99.99	98.81	99.99
ii.	Postal Ballot Forms with Dissent for the Resolution	2	2	2	2	2	2
	% of Dissent	1.18	0.00002	1.18	0.00002	1.18	0.00002



12. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolutions are as under:

Number of votes polled in favour of the resolutions 68,97,199 (99.99% of total valid votes); Accordingly, the above mentioned resolutions were passed by the requisite majority.

13. Details of the Voting Result as per Clause 35A of the Listing Agreement for the above said Resolutions:

Promoter/Pub lic	No.of Shares held	No.of votes polled	% of Votes Polled on outstandi ng shares	No.of Votes in favour	No.o f Vote s agai nst	% of votes in favour on Votes Polled	% of votes against on votes Polled
	(1)	(2)	(3) = $\{(2)/(1)*100\}$	(4)	(5)	(6) = $\{(4)/(2)*100\}$	(7) = $\{(5)/(2)*100\}$
Promoter and Promoter group	8749217	5932163	67.80	5932163	0	100	0
Public - Institutional Shareholders	3604439	885351	24.56	885351	0	100	0
Public - Others	1394785	79687	5.71	79685	2	99.99	0.01
Total	13748441	6897201	50.16	6897199	2	99.99	0.01

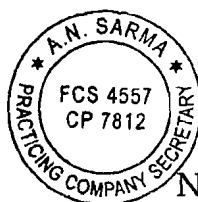
14. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Managing Director, authorized by the Board to supervise the postal ballot process.

15. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place: Hyderabad.

Date : 9th January 2014



A.N.SARMA

Name & Signature of Scrutinizer
CP No.7812

Annexure III

Extract of the Resolutions passed by the shareholders through Postal Ballot on 9th January 2014:

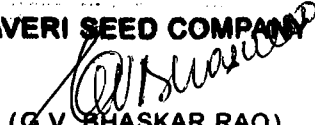
1. "RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act 1956, (including any statutory modification or re-enactment thereof for the time being in force) and Article 9 and other enabling provisions of the Articles of Association of the Company 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

For KAVERI SEED COMPANY LTD.


(G.V. BHASKAR RAO)
Managing Director

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. **"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. **"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."

//CERTIFIED TRUE COPY//



For KAVERI SEED COMPANY LTD.,

[Signature]
V. BHASKAR RAO
MANAGING DIRECTOR