

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Kaveri Seed Company Limited will be held on **Thursday the 18th day of September 2014 at 11.15 AM** at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI House) 11-6-841, Red Hills, Hyderabad – 500 004, Telangana, to transact the following business:

ORDINARY BUSINESS:

Item No.1 – Adoption of Financial Statements

To receive, consider and adopt the Balance Sheet as at 31st March 2014 and the Profit & Loss Account of the Company for the year ended on that date along with the reports of the Directors and Auditors thereon.

Item No.2 – Declaration of Dividend

To declare final dividend of Rs.2.40 per equity share and to confirm the interim dividend of Rs.2.40 per equity share, already paid for the year ended 31st March 2014.

Item No.3 – Re-Appointment of Director

To appoint a Director in place of Dr. G.Pawan, (DIN : 00768751) who retires by rotation, and being eligible, seeks re-appointment as Non-Executive and Non Independent Director of the company.

Item No.4 – Appointment of an Independent Director

To appoint a Director in place of Dr. Y.L.Nene (DIN : 01372263), who retires by rotation, and being eligible, seeks re-appointment as non-retiring Independent Director for a period of 5 (five) years.

Item No.5 – Appointment of an Independent Director

To appoint a Director in place of Sri M. Srikanth Reddy (DIN : 00026249), who retires by rotation, and being eligible, seeks re-appointment as non-retiring Independent Director for a period of 5 (five) years.

Item No.6 – Appointment of Auditors

To re-appoint the Statutory Auditors to hold office from the conclusion of this AGM until the conclusion of the 30th AGM and to fix their remuneration and to pass the following resolution thereof.

“RESOLVED THAT pursuant to the provisions of Section 139(2), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. P.R.Reddy & Co., Chartered Accountants (ICAI Firm Registration No. 0003268S), the retiring auditors who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of

the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 27th Annual General Meeting up to the conclusion of the 30th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

7. TO APPOINT MR. P.VARAPRASAD RAO AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTIONS 149(4),149(6) AND 152 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. Varaprasad Rao (DIN: 1971782) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to the conclusion of the 32nd AGM of the Company.”

8. TO APPOINT DR. S. RAGHUVARDHAN REDDY AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTIONS 149(4),149(6) AND 152 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. S.Raghuvardhan Reddy (DIN: 1992206) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to the conclusion of the 32nd AGM of the Company.”

9. TO APPOINT DR. S.M. ILYAS AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTIONS 149(4),149(6) AND 152 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. S.M.Ilyas (DIN: 3542011) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to the conclusion of the 32nd AGM of the Company.”

10. TO APPOINT MR. K. PURUSHOTHAM AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTIONS 149(4),149(6) AND 152 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. K. Purushotham (DIN: 01540645) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to the conclusion of the 32nd AGM of the Company.”

11. VARIATION IN THE TERMS OF APPOINTMENT OF MR. R. VENUMANOHAR RAO, WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. R.Venumanohar Rao (DIN: 00637125) Whole time Director, by making his office liable to retire by rotation.”

12. TO APPROVE THE INCREASE OF REMUNERATION PAYABLE TO MR. G.V.BHASKAR RAO, MANAGING DIRECTOR

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

“RESOLVED THAT in partial modification of the resolution passed at the 24th AGM and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Sri G.V.Bhaskar Rao, (who was appointed as a Managing Director of the Company for a period of 5 years with effect from 15.11.2011) be and is hereby revised with effect from 01.04.2014 up to the remaining period of his tenure, which the details are given below:

- a) Salary : Rs.7,70,400/- Per Month
- b) House Rent Allowance : Rs.3,08,160 /- Per month
- c) Other allowable allowances : Rs.2,05,440/- Per month
- d) Medical Reimbursement : a) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.
b) Mediclaim Insurance as per rules of the Company.
- e) Personal Accident Insurance : Premium not exceeding Rs.25,000/- per annum.
- f) Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and life Membership fee.
- g) Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- h) Provision of Company's Car with Driver.
- i) Provision of free Telephone at Residence and
- j) Encashment of leave as per the rules of the Company

COMMISSION:

In addition to the above salary and perquisites, commission will also be payable up to 1% (one percent) per annum on the net profits of the company calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors of the company.

RESOLVED FURTHER THAT subject to the above mentioned overall limit, the Board of Directors of the

Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Sri G.V.Bhaskar Rao

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri. G.V.Bhaskar Rao, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under Section 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as in force from time to time”.

13. TO APPROVE THE INCREASE OF REMUNERATION PAYABLE TO MRS. G.VANAJA DEVI, WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th AGM and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to **Mrs. G.Vanaja Devi**, (who was appointed as a Whole time Director of the Company for a period of 5 years with effect from 15.11.2011) be and is hereby revised with effect from 01.04.2014 up to the remaining period of her tenure, which the details are given below:

- | | |
|--------------------------------|--|
| a) Salary | : Rs.4,76,400/- Per Month |
| b) House Rent Allowance | : Rs.1,90,560 /- Per month |
| c) Other allowable allowances | : Rs.1,27,040/- Per month |
| d) Medical Reimbursement | : a) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month’s salary in a year.
b) Mediclaim Insurance as per rules of the Company. |
| e) Personal Accident Insurance | : Premium not exceeding Rs.25,000/- per annum. |
| f) Club Fees | : Fees of clubs subject to a maximum of two clubs. This will not include admission and life Membership fee. |

- g) Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- h) Provision of Company's Car with Driver.
- i) Provision of free Telephone at Residence and
- j) Encashment of leave as per the rules of the Company

COMMISSION:

In addition to the above salary and perquisites, commission will also be payable upto 1% (one percent) per annum on the net profits of the company calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors of the company.

RESOLVED FURTHER THAT subject to the above mentioned overall limit, the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Smt. G.Vanaja Devi.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Smt. G.Vanaja Devi, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under Section 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as in force from time to time”.

14. TO APPROVE THE INCREASE OF REMUNERATION PAYABLE TO MR. R.VENUMANOHAR RAO, WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th AGM and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Mr. R.Venumanohar Rao (who was appointed as a Whole time Director of the Company for a period of 5 years with effect from 15.11.2011) be and is hereby revised with effect from 01.04.2014 up to the remaining period of his tenure, which the details are given below:

- a) Salary : Rs.3,64,800/- Per Month
- b) House Rent Allowance : Rs.1,45,920 /- Per month
- c) Other allowable allowances : Rs.97,280/- Per month
- d) Medical Reimbursement : a) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.
b) Mediclaim Insurance as per rules of the Company.
- e) Personal Accident Insurance : Premium not exceeding Rs.25,000/- per annum.
- f) Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and life Membership fee.
- g) Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- h) Provision of Company's Car with Driver.
- i) Provision of free Telephone at Residence and
- j) Encashment of leave as per the rules of the Company

COMMISSION:

In addition to the above salary and perquisites, commission will also be payable upto 1% (one percent) per annum on the net profits of the company calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors of the company.

RESOLVED FURTHER THAT subject to the above mentioned overall limit, the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Sri R.Venu Manohar Rao

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri R.Venu Manohar Rao, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as in force from time to time”.

15. TO APPROVE THE INCREASE OF REMUNERATION PAYABLE TO MR. C. VAMSHEEDHAR, WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th AGM and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Mr. C. Vamsheedhar (who was appointed as a Whole time Director of the Company for a period of 5 years with effect from 15.11.2011) be and is hereby revised with effect from 01.04.2014 up to the remaining period of his tenure, which the details are given below:

- a) Salary : Rs.2,29,200/- Per Month
- b) House Rent Allowance : Rs.91,680 /- Per month
- c) Other allowable allowances : Rs.61,120/- Per month
- d) Medical Reimbursement : a) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.
b) Mediclaim Insurance as per rules of the Company.
- e) Personal Accident Insurance : Premium not exceeding Rs.25,000/- per annum.
- f) Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and life Membership fee.
- g) Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- h) Provision of Company's Car with Driver.
- i) Provision of free Telephone at Residence and
- j) Encashment of leave as per the rules of the Company

COMMISSION:

In addition to the above salary and perquisites, commission will also be payable upto 1.0% per annum on the net profits of the company calculated in the manner referred to in Section 198 of the Companies Act, 1956, as may be decided by the Board of Directors of the company.

RESOLVED FURTHER THAT subject to the above mentioned overall limit, the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Sri C.Vamsheedhar.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri. C.Vamsheedhar, the Company has no profits or its profits are inadequate,

the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as in force from time to time”.

16. TO APPROVE THE INCREASE OF REMUNERATION PAYABLE TO MR. C. MITHUN CHAND, WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th AGM and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Mr. C. Mithun Chand (who was appointed as a Whole time Director of the Company for a period of 5 years with effect from 15.11.2011) be and is hereby revised with effect from 01.04.2014 up to the remaining period of his tenure, which the details are given below:

- a) Salary : Rs.1,89,600/- Per Month
- b) House Rent Allowance : Rs.75,840 /- Per month
- c) Other allowable allowances : Rs.50,560/- Per month
- d) Medical Reimbursement : a) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month’s salary in a year.
b) Mediclaim Insurance as per rules of the Company.
- e) Personal Accident Insurance : Premium not exceeding Rs.25,000/- per annum.
- f) Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and life Membership fee.
- g) Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
- h) Provision of Company's Car with Driver.
- i) Provision of free Telephone at Residence and
- j) Encashment of leave as per the rules of the Company

COMMISSION:

In addition to the above salary and perquisites, commission will also be payable upto 1% (one percent) per annum on the net profits of the company calculated in the manner referred to in Section 198 of the Companies Act, 2013, as

may be decided by the Board of Directors of the company.

RESOLVED FURTHER THAT subject to the above mentioned overall limit, the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Sri C.Mithunchand.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri. C.Mithun Chand, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as in force from time to time”.

17. APPROVAL OF THE BORROWING LIMITS OF THE COMPANY:

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

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company at the Extra Ordinary General Meeting (“EGM”) held on 4th December 2006 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereto from time to time) and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution) to borrow from time to time of such sum(s) of money(ies), secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount up to which money(ies) may be borrowed shall not exceed the sum of Rs.400.00 Crores (Rupees Four Hundred Crores Only) outstanding at any point of time.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby authorized to execute the documents and such other agreements to sign all such forms and returns and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution”

18. AUTHORISATION TO MORTGAGE AND CHARGE FOR BORROWING UPTO RS.400.00 CRORES:

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

“RESOLVED THAT, in modification of the resolution passed at the Extra Ordinary General Meeting held on 4th December 2006, the consent of the Company be and is hereby accorded to the Board of Directors pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 186 of the Articles of Association of the Company, (which term shall include any duly constituted committee of Directors thereof) for mortgaging and/or charging on such terms and conditions for borrowing up to Rs.400.00 Crores (Rupees Four Hundred Crores Only) at such time or times and from time to time and in such form or manner, as they may think fit the whole or the substantially the whole of the Company’s any one or more of the undertakings including the present and/or future properties, whether movable or immovable comprised in any or new undertaking(s) of the Company as the case may be, in favour of financial institutions, corporation, banks, mutual funds, government/other agencies or any other person(s), entities which give, provide or extend loans to the Company or in favour of trustees of such lenders to secure the said amount of loans / debentures together with interest thereon, commitment charges, liquidated damages, premium on redemption, trustees remuneration, costs, charges, expenses and all other moneys under the agreement(s)/arrangement(s) entered into/ to be entered into by the Company in respect of the said loans as the Board may deem fit in the best interests of the Company.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby authorized to finalize the terms and conditions for creating the aforesaid mortgages and / or charges and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution”

19. TO APPROVE THE CONTRACT AGREEMENT WITH M/s. ADITYA AGRI TECH PVT. LTD. A WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby given for entering into sale contract with Aditya Agritech Private Limited, which is a wholly-owned subsidiary of the Company, for sale of seed on such terms and conditions as detailed in agreement

for a period of 5 years for an estimated contract value not exceeding Rs.100.00 Crores per annum.

“RESOLVED FURTHER THAT, the Board of Directors (hereinafter referred to as “the Board” to alter and vary the terms and conditions of the said agreement as it may deem fit and as may be acceptable between the company to M/s. Aditya Agritech Private Limited, subject to the amount not exceeding the contract value specified above.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

20. TO APPROVE THE CONTRACT AGREEMENT WITH M/s. GENOME AGRITECH PVT. LTD. A WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby given for entering into sale contract with M/s.Genome Agritech Private Limited, which is a wholly-owned subsidiary of the Company, for sale of seed on such terms and conditions as detailed in agreement for a period of 5 years for an estimated contract value up to Rs.50.00 Crores per annum.

“RESOLVED FURTHER THAT, the Board of Directors (hereinafter referred to as “the Board” to alter and vary the terms and conditions of the said agreement as it may deem fit and as may be acceptable between the company to M/s. Genome Agritech Private Limited, subject to the amount not exceeding the contract value specified above.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

21. TO APPROVE THE RELATED PARTY TRANSACTION OF LAND LEASE AGREEMENTS WITH THE PROMOTERS/ DIRECTORS AND SUBSIDIARY OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby given for entering into land lease agreements with the promoters/directors and subsidiary of the company for taking land on lease basis and such period of terms and conditions as detailed in the lease agreements with the respective parties for an estimated contract value up to Rs.2.00 Crores per annum.

“RESOLVED FURTHER THAT, the Board of Directors (hereinafter referred to as “the Board” to alter and vary the terms and conditions of the said agreements as it may deem fit and as may be acceptable between the company with the promoters/directors and subsidiaries of the company, subject to the amount not exceeding the contract value specified above.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

NOTES:

1. The statement pursuant to Schedule IV and Section 102(1) of the Companies Act, 2013 in respect of the ordinary business and special business respectively, set out in the Notice is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 188 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **17th September to 18th September 2014 (both days inclusive)**.
8. The Board of Directors of the Company at their Meeting held on 29th May 2014 has recommended a dividend of Rs.2.40 per share on equity share of Rs.2/- each as final dividend for the financial year 2013-14. Dividend, if declared, at the Annual General Meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 16th September 2014.
9. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, additional information including brief profile of each of the Independent Directors has been given in a separate sheet forming part of this notice..
10. The annual report for the financial year 2013-14 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. www.kaveriseeds.in. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2013-14, free of cost, upon sending a request to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003.
11. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communication via email.
12. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
13. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
14. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.

15. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held by them in certificate form.
16. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the Company Secretary at 513-B, 5th Floor, Minerva Complex, S.D.Road, Secunderabad – 500 003..

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited.
18. 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 are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

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

29.05.2014,
Secunderabad.

G.V. BHASKAR RAO
MANAGING DIRECTOR

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4 & 5

Appointment of Independent Directors of the Company

Dr. Y.L.Nene and Mr. M. Srikanth Reddy, Independent Directors are retiring by rotation at the ensuing AGM under the provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Y.L.Nene and Mr. M. Srikanth Reddy being eligible, offer themselves for re-appointment.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence, should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term of up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors considered for retirement by rotation.

Hence, it is proposed that Dr. Y.L.Nene and Mr. M. Srikanth Reddy be appointed for a term of 5 (five) years respectively, not liable to retire by rotation.

The Company has received from each of Dr. Y.L.Nene and Mr. M. Srikanth Reddy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Y.L.Nene and Mr. M. Srikanth Reddy fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Dr. Y.L.Nene and Mr. M. Srikanth Reddy are independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Dr. Y.L.Nene and Mr. M. Srikanth Reddy available for inspection, without any fee, by the members at the Company's registered office during the normal hours on working days up to the date of AGM.

Dr. Y.L.Nene and Mr. M. Srikanth Reddy are interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice with regard to their respective appointments.

The relatives of Dr. Y.L.Nene and Mr. M. Srikanth Reddy may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice, 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 these resolutions.

The Board recommends the resolutions set forth in the Item Nos. 4 & 5 of the Notice for approval of the members.

Item Nos. 7, 8,9 & 10

Appointment of Independent Directors of the Company

The Company had appointed each of Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham as Independent Directors of the Company pursuant to Clause 49 of the Listing Agreement. In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 that have come into effect from 1 April 2014 and subsequent notification by the Ministry of Corporate Affairs vide its General circular no.14/2014 dated 9 June 2014, the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies Act, 2013 before 31 March 2015. Further, pursuant to the above provisions, the term of such Independent Directors is not liable to determination by rotation.

Accordingly, it is proposed to appoint Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office as under:

NAME	NO. OF YEARS	TERM
Mr. P. Varaprasad Rao	5	Up to the conclusion of 32nd AGM
Dr. S. Raghuvardhan Reddy	5	Up to the conclusion of 32nd AGM
Dr. S.M. Ilyas	5	Up to the conclusion of 32nd AGM
Mr. K. Purushotham	5	Up to the conclusion of 32nd AGM

The Company has received from each of Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Directors for the office of Directors of the Company.

In the opinion of the Board, Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and are independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham are interested in the resolutions set out respectively at Item Nos. 7, 8, 9, & 10 of the Notice with regard to their respective appointments.

The relatives of Mr. P.Varaparasad Rao, Dr. S.Raghuvardhan Reddy, Dr. S.M.Ilyas and Mr. K. Purushotham may be deemed to be interested in the resolutions set out respectively at Item Nos. 7, 8, 9 & 10 of the Notice, 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 these resolutions.

The Board recommends the resolutions set forth in the Item Nos. 7, 8, 9 & 10 of the Notice for approval of the members.

A brief profile of the Independent Directors to be appointed is given below:

Dr. Yeshwant Laxman Nene is a renowned Plant Pathologist and Science Administrator. He did his PhD from the University of Illinois, Urbana, U.S.A., Soon after his return to India, taught at college of Agriculture at Pantnagar. An outstanding researcher, Dr. Y.L.Nene published many scientific papers in peer reviewed journals and guided several students for their Ph.D. Early recognition of his research came from studies on kaira disease of rice. He is one of our well respected and honoured scientist. He has worked as the Asst. Associate, Professor and Head of the Department of Plant Pathology at GB Pant University of Agriculture, Pantnagar. He served as a member of the Governing Body of ICAR. After his superannuation started Asian Agri History Foundation, which is a non profit trust which he established in 1994 and is the chairperson of the trust. Those of you who are aware of the publication brought out by the Foundation, on linking Vedic cultures with Agriculture appreciate the inquisitive and unique contribution he has been making to high light the culture in agriculture.

Sri M.Srikanth Reddy holds a Bachelor's Degree in Science, majoring in Agriculture, from Andhra Pradesh Agricultural University in 1974. He has wide experience in various agricultural and business fields for above 35 years. He actively participates, guides and advises in the various policies and functions of the Company and actively participating in advising in secretarial and financial matters of the company. His contribution to the organization is invaluable.

Sri P.Varaprasad Rao, is a Bachelor of Science and he has vast experience in forest contract works and he has managing partner of a SSI Unit. He has been exposed to various business transactions structuring and intricacies in business negotiation. He has experience in the field of banking and finance. He actively participates, guides and advises in the various policies and functions of the Company and actively participating in advising in secretarial and financial matters of the company. His contribution to the organization is invaluable.

Dr. S.Raghuvardhan Reddy is a Ph.D (Agriculture) and Ex-Vice-Chancellor of Acharya N.G.Ranga Agricultural University having vast experience in the Agriculture & Research activities. He has held several eminent professional positions including as Vice Chancellor of ANGRAU. He has been awarded several gold medals including "Jawaharlal Nehru Birth Centenary Award" for significant and life time contribution to the development of Science and Technology specially in Agricultural Sciences.

Dr. S.M.Ilyas is an M.Sc., Agricultural Engineering from Indian Agricultural Research Institute, New Delhi and D.Sc. Agricultural Engineering from University of Novi Sad (Yugoslavia) he was retired as a Director of National Academy of Agricultural Research Management (NAARM), Hyderabad and he has been reemployed as Project Director (Distance Education) National Institute of Rural Development (NIRD), Hyderabad and having vast experience in the Agriculture & Research activities and other International Assignments. He has held several eminent professional positions including that Vice Chancellor of Narendra Deva University of Agriculture and Technology, Faizabad (U.P). He has been awarded several gold medals including "Indian Society of Agricultural Engineers Award" & "Institution of Engineers (I) in 1997 & 2002" and "Fellowship and Commendation Medal for Outstanding Contribution by the Indian Society of Agricultural Engineers (ISAE)".

Mr. K.Purushotham is a B.Sc., (Agricultural) from A.P. Agricultural University and passed Banking examinations conducted by the Institute of bankers, Mumbai, retired as General Manager in the top executive cadre of Indian Overseas Bank (IOB). He has held several eminent professional positions including that General Manager of IOB and having vast experience of 36 years in the Banking Sector. He was deputed by IOB to Bradford University, London for specialized Programme on Agricultural Development.

Other details of the Independent Directors whose appointment is proposed at Item Nos.4,5 and 7,8,9 & 10 of the accompanying Notice, have been given in the annexure attached.

Item No.11

Variation in the appointment terms

Mr. R.Venu Manohar Rao, was, by way of a resolution passed at the 24th Annual General Meeting of the Company held on 27th September 2011, re-appointed as Whole-time Director of the Company with effect from 15th November 2011 for a period of 5 (five) years ending on 14th November 2016 and as per the terms of such appointment, was not liable to retire by rotation.

The provisions of the Companies Act, 2013 including provisions in relation to appointment of directors have been notified with effect from 1 April 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation.

Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. R.Venu Manohar Rao be amended to provide that he shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013.

The other terms and conditions of his appointment including remuneration approved at the AGM held on 27th September 2011 shall remain unchanged.

Mr. R.Venu Manohar Rao is interested in the resolution set out respectively at Item No. 11 of the Notice with regard to his respective appointment.

The relatives of Mr. R.Venu Manohar Rao may be deemed to be interested in the resolution set out at Item No. 11 of the Notice, 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/his relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolution set forth in the Item No.11 of the Notice for approval of the members.

Item Nos.12, 13, 14, 15 & 16

Increase of Remuneration payable to MD & Whole time Directors

Mr. G.V.Bhaskar Rao is a Managing Director and Mrs. G.Vanaja Devi, Mr. R. Venu Manohar Rao, Mr. C.Vamsheedhar and Mr. C.Mithunchand, are the Whole time Directors of the Company for a period of five years with effect from 15th November 2011. The Board, upon the recommendations of the Remuneration Committee at its meeting held on 29th May 2014, recognizes the significant

and invaluable contribution made by Mr. G.V.Bhaskar Rao, Mrs. G.Vanaja Devi, Mr. R. Venu Manohar Rao, Mr. C.Vamsheedhar and Mr. C.Mithunchand, in the present operations and increased performance of turnover and profit of the Company. Hence, the upward revision in the remuneration is commensurate with the responsibilities shouldered by them. Therefore, the Board proposes to increase their remuneration with effect from 1st April 2014 on such terms and conditions as set out in the proposed Resolution Numbers 12, 13, 14, 15 & 16.

Under the provisions of Sections 196, 197 and all other applicable provisions read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company is required for increase in remuneration payable to Mr. G.V.Bhaskar Rao, Mrs.. G.Vanaja Devi, Mr. R. Venu Manohar Rao, Mr. C.Vamsheedhar and Mr. C.Mithunchand, in modification of the resolutions passed by the members at their 24th Annual General Meeting held on 27th September 2011. The Board of Directors, is of the view that the remuneration package is commensurate with the operations of the Company.

No director, key managerial personnel or the relative, except Mr. G.V.Bhaskar Rao, Mrs. G.Vanaja Devi, Mr. R. Venu Manohar Rao, Mr. C.Vamsheedhar and Mr. C.Mithunchand, to whom the resolution relates, is interested or concerned in the resolution.

Accordingly, the Board recommends the resolutions set forth in Item No.12, 13, 14, 15 & 16 for the approval of members.

Item No.17

Approval of the Borrowing Limits of the Company

Pursuant to Section 180 of the Act, the Board of Directors of a company can borrow money subject to consent of the shareholders by a special resolution where the money to be borrowed, together with the money already borrowed by the company will not exceed the aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The said provision of the Act is similar to the provisions of Section 293(1)(d) of the Companies Act 1956 (Old Act), except that the approval of the shareholders is through a special resolution instead of ordinary resolution specified under the Old Act. The shareholders of the Company, at the Extra Ordinary General Meeting held on 4th December 2006, had authorized the Board to borrow up to Rs.100 Crores. The Ministry of Corporate Affairs, vide their circular dated 25th March 2014 has clarified that the resolutions passed under the provisions of the Old Act will be valid till 12th September 2014.

In view of the above it is necessary for the Company to pass a Special Resolution under the provisions of Section 180(1)(c) to ensure continuous compliance pertaining to

borrowing of funds up to Rs.400 Crores, over and above the aggregate of the paid up share capital and free reserves of the Company, to meet the funds requirement of the Company from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, in these resolutions.

The Board commends the Special Resolution set out at Item No. 17 for approval by the shareholders.

Item No.18

Authorisation to Mortgage and Charge

As per the existing limits, the Board of Directors have powers to create charge on the movable and immovable assets of the company up to an amount of Rs. 100 Crores (Rupees One Hundred Crores only) in excess of the aggregate of the paid up capital and free reserves in favour of lending Financial Institution (s) / Bank (s) etc. To meet the future requirement of the company, the Board of Directors are required to borrow funds from time to time, for which mortgages / charges / hypothecations are to be created on the movable and immovable assets of the company and hence it is considered necessary to enhance the said limit up to Rs.400 Crores (Rupees Four Hundred Crores only) in excess of the aggregate of the Company's paid up capital and free reserves.

The Directors recommends the resolution for members' approval as a Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item Nos.19 & 20

Approval of Contracts

M/s. Aditya Agri Tech Private Limited and M/s. Genome Agritech Private Limited as wholly-owned subsidiaries of the company and a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49-II(B)(2) of the Listing Agreement (effective October 1, 2014) and thus the transaction requires the approval of members by a special resolution under Section 188 of the Companies Act, 2013.

The particulars of the transaction pursuant to Para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- 1. Name of the Related Parties :** Aditya Agri Tech Private Limited and Genome Agritech Private Limited
- 2. Name of the director or key managerial personnel who is related :** Mr. G.V.Bhaskar Rao & Mr. C.Vamsheedhar

3. Nature of relationship: M/s. Aditya Agri Tech Private Limited and M/s. Genome Agritech Private Limited as wholly-owned subsidiaries of Kaveri Seed Company Limited, Mr. G.V.Bhaskar Rao and Mr. C.Vamsheedhar are common board members.

4. Material terms of the contract /arrangement/ transactions: Sale of

Hybrid Seeds on arm's length basis to both the subsidiaries of the company

5. Monetary value: Estimated contract amount up to Rs.100 Crores per annum of Aditya Agri Tech Pvt. Ltd., and Rs.50.00 Crores per annum of Genome Agritech Pvt. Ltd.,

6. Any other information relevant or important for the members to make a decision on the proposed transaction : None

The above said contracts/arrangements/transactions have been approved by the Audit Committee and Board of Directors for recommending the same to the unrelated shareholders of the company for their approval.

No Director, Key Managerial personnel or their relatives, except Mr. G.V.Bhaskar Rao & Mr. C.Vamsheedhar, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item Nos.19 & 20 for the approval of the members as a special resolution.

Item No.21

Approval the Related Party Transactions of land lease agreements

As required to produce seeds, the company has been availing lands on lease basis in the ordinary course of business. Accordingly, the company has entered land lease agreements with promoters/directors and subsidiary of the company and the lease fixed to the respective land owners on the prevailing market prices. In terms of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement the related party transaction requires the approval of unrelated shareholders of the company by a special resolution.

The particulars of the transaction pursuant to Para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- 1. Name of the Related Parties :** Mr.G.V.Bhaskar Rao, Mrs.G.Vanaja Devi, Dr.G.Pawan, Mrs.G.Madhshree, Mr.R.Venumanohar Rao, Mr.C. Vamsheedhar Mr.G.V.Bhaskar Rao HUF, M/s. Kaveri Infra and M/s. Kexveg India Pvt. Ltd.,

2. **Name of the director or key managerial personnel who is related** : Mr. G.V.Bhaskar Rao, Mrs.G.Vanaja Devi, Dr. G.Pawan, Mr. R.Venumanohar rao and Mr.C.Vamsheedhar
3. **Nature of relationship** : Mr.G.V. Bhaskar Rao, Mrs.G.Vanaja Devi, Dr.G.Pawan, Mr.R.Venumanohar Rao and Mr.C. Vamsheedhar are the common board members of Kaveri Seed Company Ltd.,M/s. Kaveri Infra, which is a partnership firm of Mr. G.V.Bhaskar Rao and M/s.Kexveg India Pvt. Ltd as a 100% wholly owned subsidiary of the company,
4. **Material terms of the contract /arrangement/ transactions:** The Company has entered land lease agreements with the related parties and such period and other terms as mentioned in the respective agreements.
5. **Monetary value** : Estimated the total land lease amount up to Rs.2.00 Crores per annum to be paid.
6. Any other information relevant or important for the members to make a decision on the proposed transaction : None

The above said contracts/arrangements/transactions have been approved by the Audit Committee and Board of Directors for recommending the same to the unrelated shareholders of the company for their approval.

No Director, Key Managerial personnel or their relatives, except Mr. G.V.Bhaskar Rao, Mrs.G.Vanaja Devi, Dr.G.Pawan, Mrs.G.Madhshree, Mr.R.Venumanohar Rao and Mr.C. Vamsheedhar, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item Nos.21 for the approval of the members as a special resolution.

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

29.05.2014,
 Secunderabad.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 27th Annual General Meeting to be held on 18th September 2014. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The E-Voting facility is available at the link :

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
140816019	13.09.2014	15.09.2014

These details and instructions form an integral part of the notice for the Annual General Meeting to be held on 18th September 2014.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from **10.00 AM on Saturday the 13th day of September 2014 and ends at 5.00 PM on Monday the 15th d day of September 2014**. 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) 15th August 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Kaveri Seed Company Limited > on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.
- (xx) You are advised to cast your vote only through E-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected.
- (xxi) **GENERAL INSTRUCTIONS**
- a. The e-voting period commences on 13th September 2014 (10.00 AM) and ends on 15th September 2014 (5.00PM). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th August 2014, may cast their votes electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - b. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (15 August 2014) they not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - c. Mr. L.Dhanamjai Reddy, Practicing Company Secretary, Hyderabad (Membership No.13104), has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
 - d. The Scrutinizer shall, within a period of not exceeding three days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
 - e. The voting rights of the shareholders shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of 15 August 2014
 - f. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.kaveriseeds.in and on the website of CDSL within two days of passing of the resolutions at the

27th Annual General Meeting of the Company on 18 September 2014 and shall be communicated to BSE Ltd., and National Stock Exchange of India Ltd.

All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 27th Annual General Meeting of the Company.

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

29.05.2014,
 Secunderabad.

Additional information on Independent Directors recommended appointment as required under clause 49 of the Listing Agreement

Particulars	Dr. Y.L. Nene	Mr. M. Srikanth Reddy	Mr. P. Varaprasad Rao	Dr. S. Raghuvardhan Reddy	Dr.S.M. Ilyas	Mr. K. Purushotham
Date of Birth	24.11.1936	21.06.1951	15.12.1948	09.03.1947	25.07.1947	05.07.1946
Date of Appointment	18.01.2007	18.01.2007	31.01.2008	21.10.2010	16.05.2011	14.02.2013
Qualifications	Ph.D in Agriculture	B.Sc., Agriculture	B.Sc.,	Ph.D - Agriculture	M.Sc., Agriculture	B.Sc., Agriculture
Expertise in specific functional areas	Wide experience in Agriculture Industry and R&D activities	Vast experience in Agriculture Industry, business fields, finance and general management.	Vast experience in Agriculture, business fields and general management	Vast experience in Agriculture and Research activities	Vast experience in Agricultural & Research activities and other International assignments.	Wide experience in Banking and Financial markets
Directorships held in other companies	Nil	Ganga Kaveri Seeds Pvt Ltd., Ganga Kaveri Industries Pvt Ltd., Ganga Kaveri Health Care Pvt Ltd., Ganga Kaveri Infrastructure India Pvt Ltd., Vijay Textiles Ltd., Shrivani Agri Farms Pvt Ltd., Akshara Agri Farms Pvt Ltd., Spruha Biosciences Pvt Ltd.,	Nil	Prathista Industries Limited	Nil	Rithwik Projects Limited, Puri Gramya Bank
Memberships/ Chairmanships of committees of other companies	Nil	Audit Committee Member in Vijaya Textiles Ltd.,	Nil	Nil	Nil	Nil
Number of shares held in the company	Nil	Nil	Nil	Nil	Nil	Nil