



Date: 09th February 2024

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051
Script Code: KSCL

BSE Limited
1st Floor, New Trading Ring,
Rotimda Building,
P.J. Towers, Dalal Street,
Mumbai - 400 001
Script Code: 532899

Dear Sir/ Madam,

Sub: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In continuance to our letter dated 9th January 2024, we wish to inform you that the Members of the Company have approved the Special Resolutions for approval of Buy-back of fully paid-up equity shares of the Company through Tender offer route as stated in the Postal Ballot Notice dated 05th January 2024 with the requisite majority.

The aforesaid Special Resolution(s) shall be deemed as passed on Friday, 09th February 2024.

In this regard, please find enclosed herewith the following:

- I. The e-voting Results of the Postal Ballot Regulation 44(3) of SEBI (LODR) Regulations, 2015 as **Annexure-I**
- II. A copy of the Scrutinizer's Report as **Annexure-II**

The aforementioned documents have also been uploaded on the website of the Company at www.kaveriseeds.in

The above is for your information, records and dissemination please.

Thanking You

Yours faithfully,
For **KAVERI SEED COMPANY LIMITED**



G.V. BHASKAR RAO
CHAIRMAN & MANAGING DIRECTOR
DIN: 00892232

Encl: a/a

DETAILS OF THE VOTING RESULTS BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

Date of declaration of Results of Postal Ballot (including e-voting)	09th February 2024
Total number of shareholders on record date (Cut-off date) on 14th July 2023	52354
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.1:	Approved the Buy-back of fully paid-up equity shares of the Company through tender offer route
Resolution Required: (Ordinary Resolution/ Special Resolution):	Special Resolution
Whether Promoter/ Promoter Group are interested in the agenda/ resolution?	No

CATEGORY	Mode of Voting	No.of Shares held	No.of votes polled	% of votes polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour of 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 & Promoter Group	E-voting	3,34,97,143	3,34,97,143	100.00	3,34,97,143	-	100.00	-
	Poll		NA	NA	NA	NA	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,34,97,143	100.00	3,34,97,143	-	100.00	-
Public - Institutions	E-voting	1,24,76,411	11436063	91.66	11436063	0	100.00	-
	Poll		NA	NA	NA	NA	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,14,36,063	91.66	1,14,36,063	-	100.00	-
Public - Non Institutions	E-voting	99,48,275	225463	2.27	224427	1036	99.54	0.46
	Poll		NA	NA	NA	NA	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,25,463	2.27	2,24,427	1,036	99.54	0.46
Grand Total		5,59,21,829	4,51,58,669	80.75	4,51,57,633	1,036	100.00	0.00

For KAVERI SEED COMPANY LTD.

(G.V. BHASKAR RAO,
Managing Director



L. Dhanajay Reddy B.Com.LL.B., ACS.

Scrutinizer's Report

[Pursuant to Section 110 and 108 of the Companies Act,2013 and Rules 20 and 21 of the Companies (Management and Administration), Rules,2014 and read with the SEBI (LODR) Regulations 2015]

To
The Chairman
Kaveri Seed Company Limited
513B, 5th Floor, Minerva Complex,
S.D. Road, Secunderabad - 500003
Telangana.

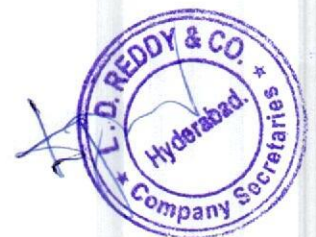
Dear Sir,

1. I L. Dhanamjay Reddy, Company Secretary in Whole Time Practice was appointed as Scrutinizer(s), by the Board of Directors of Kaveri Seed Company Limited having CIN: L01120TG1986PLC006728 (the company) for conducting and scrutinizing the postal ballot e-voting process carried out as per the provision of section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (management and administration) Rules, 2014 (Rules) for approval of Special Resolution(s).

2. Accordingly as Scrutinizer, I Report as under:

A. The Board of Directors of Kaveri Seed Company Limited appointed me as Scrutinizer and I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot e-voting process in a fair and transparent manner.

B. I have given my consent in writing to be the scrutinizer for the postal ballot e-voting process under reference and made myself available for the purpose of ascertaining the requisite majority.



- C. In accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular no. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred " the MCA circulars"), the Company has sent the Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the members took place through remote e-voting system only.
- D. The Company has sent Postal Ballot Notice electronically to all those Members whose name appeared on the Register of Members/List of Beneficiaries and whose e-mail id(s) were registered with the Company and/or their depositories as on cut-off date Friday, 05th January 2024 and Postal Ballot Notice and the Explanatory Statement also announced through an advertisement in 1 (one) English newspaper, all India and 1 (one) Telugu newspaper , in Hyderabad where the registered office of the Company is situated, and also on websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of CDSL at www.evotingindia.com. And published on the Company website www.kaveriseeds.in.
- E. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders (including companies /FIs/FILs etc.) to enable them to cast their votes electronically. The remote E-voting started on Wednesday, 10th January, 2024 at 09.00 a.m. (IST) and ended on Thursday, 08th February, 2024 at 05.00 p.m. (IST).
- F. The Company has engaged Central Depository Services Limited (CDSL) as the service provider, for extending the facility of e-voting to all the Members of the Company.



- G. We have monitored the process of e-voting through the scrutinizer's secured link provided by CDSL through its designated website.
- H. The e-voting was unblocked by us on 08/02/2023 after the end of e-voting period in presence of two witnesses not in the employment of the Company and we have downloaded the E-voting report from the website of CDSL in respect of members, who voted through e-voting.
- I. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including MCA circulars; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting by electronic means.
- J. Our responsibility as Scrutinizer for e-voting process is restricted to making Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- K. After our scrutiny, the summary of E-voting is given below: -

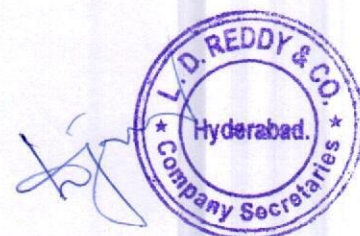
Resolution No 1:

SPECIAL RESOLUTION

TO APPROVAL OF BUY-BACK OF FULLY PAID-UP EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER

MODE: EVOTING FOR RESOLUTION NO: 1	NUMBER OF MEMBERS VOTED	NO. OF SHARES VOTED	PERCENTAGE
Total Number of votes cast in favour of the resolution through the postal ballot e-voting	316	45157633	100
Total number of votes cast against the resolution by postal ballot e-voting	8	1036	0.00
Invalid votes	Nil	Nil	Nil
Total Voting (For+ Against)	324	45158669	100

**Percentage reckoned to the total number of shares / votes covered in the postal ballot e-voting.



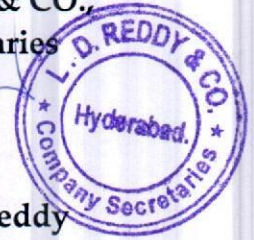
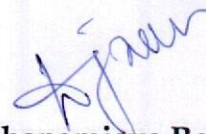
L. In View of the above I report that the Resolution No.1 made in pursuance of Section 110 of the Companies Act, 2013 is assented to by the requisite majority of the shareholders by means of postal ballot e-voting means.

The results of the voting by members through Postal Ballots E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman or any other authorized Directors or Company Secretary of the Company.

Place: Hyderabad

Date: 09.02.2024

**For L D REDDY & CO.,
Company Secretaries**



L.Dhanamjaya Reddy

C.P.No. 3752

M.No- 13104

UDIN: A013104E003403931

MINUTES BOOK

MINUTES OF THE DECLARATION OF RESULTS OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT (E-VOTING) BY THE MEMBERS OF KAVERI SEED COMPANY LIMITED ON FRIDAY, FEBRUARY 09, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 513-B, 5TH FLOOR, MINERVA COMPLEX, S.D. ROAD, SECUNDERABAD - 500003, TELANGANA.

In the Presence of:

- | | |
|----------------------------|--|
| 1. Mr. G.V. Bhaskar Rao | - Chairman cum Managing Director |
| 2. Mr. C. Vamsheedhar | - Whole Time Director |
| 3. Mr. C. Mithunchand | - Whole Time Director |
| 4. Mrs. V. Sreelatha | - Company Secretary |
| 6. Mr. L. Dhanamjaya Reddy | - Scrutinizer (Practicing Company Secretary) |

1. Mr. G.V. Bhaskar Rao, Chairman cum Managing Director, present at the Registered Office of the Company at 1.30 P.M. to declare the Postal Ballot Results of the Company conducted as per the Company's Postal Ballot Notice dated 05th January 2024 issued to the Members of the Company on 09th January 2024.

2. Mr. G.V. Bhaskar Rao placed on record the following actions, inter alia, of the Board:

a. The appointment of Mr. L. Dhanamjaya Reddy, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting through Postal Ballot (including the e-voting) process;

b. Appointment of the Central Depository Services (India) Limited, (CDSL) for providing for e-voting facility to the Members of the Company;

c. Fixation of the voting period i.e. from 09:00 AM on Wednesday, January 10, 2024 and ends at IST 05:00 PM on Thursday, February 08, 2024.

d. Fixation of the cut-off date, for the purpose of determining the number of members as on 05th January 2024 and the total number of members as on the cut-off date were 52354.

e. The Company had carried out the Postal Ballot exercise including e-voting as per the provisions of Section 110 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

3. Mr. L. Dhanamjaya Reddy, carried out the work of a Scrutinizer from the close of working hours on January 10, 2024 to February 08, 2024 and prepared Scrutinizers' Report (Postal Ballot and e-voting), on the basis of the data/ reports received by him.

4. The Scrutinizer handed over the Scrutinizer's Report dated February 09, 2024 to Mr. G.V. Bhaskar Rao, Chairman cum Managing Director of the Company enabling him for declaring the results with regard to the Special Resolution as set out in the Notice.

CHAIRMAN'S INITIALS

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5. Thereafter, Mr. G.V. Bhaskar Rao, Chairman cum Managing Director of the Company proceeded with declaration of Postal Ballot Results based on the Scrutinizer's Report on the following items:

ITEM NO.1: SPECIAL RESOLUTION

APPROVED THE BUY-BACK OF FULLY PAID-UP EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE:

RESOLVED THAT in accordance with Articles 75 of the Articles of Association of Kaveri Seed Company Limited (the "**Company**") and pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 as amended and the Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and including any amendments, statutory modification(s) or re-enactment(s) for the time being in force, and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Hyderabad (the "**ROC**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") and/ or other authorities, institutions or bodies (the "**Appropriate Authorities**"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the board of directors of the Company (the "**Board**", which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Consent of the Shareholders be and is hereby accorded for Buyback of up to **44,82,758** (Forty Four lakhs Eighty Two Thousand Seven Hundred Fifty Eight) fully paid-up equity shares of the Company, each having a face value of Rs. 2/- ("**Equity Shares**"), representing up to 8.01% of the total number of equity shares in the paid-up share capital of the Company, at a price of **Rs.725/-** (Indian Rupees Seven Hundred and Twenty Five only) per Equity Share ("**Buyback Price**") payable in cash, for an aggregate amount not exceeding **Rs. 325,00,00,000/-** (Indian Rupees Three Hundred and Twenty Five Crores Only) (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.) ("**Buyback Size**"), being 23.79% and 23.31% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31 2023, respectively (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements

CHAIRMAN'S INITIALS



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of the Company, under the shareholders' approval route as per the provisions of the Companies Act and Buyback Regulations), on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the equity shareholders/ beneficial owners of the Company, including the promoters of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as "Promoters"), who hold Equity Shares as of the record date (the "Record Date" and such buy-back the "Buyback").

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its securities premium account, free reserves and / or such other sources as may be permitted by law, and the Buyback shall be through the tender offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the Eligible Shareholders, on a proportionate basis under the tender offer route, provided 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by the SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("SEBI Circulars").

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors / foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or any obligation on the Company or the Board to buyback any Equity Shares or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred vide this resolution as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorized Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the letter of offer with the SEBI, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the SEBI, RBI, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, Depositories and / or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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The details of the voting on Special Resolution is as under:

MODE: EVOTING FOR RESOLUTION NO: 1	NUMBER OF MEMBERS VOTED	NO. OF SHARES VOTED	PERCENTAGE
Total Number of votes cast in favour of the resolution through the postal ballot e-voting	316	45157633	100
Total number of votes cast against the resolution by postal ballot e-voting	8	1036	0.00
Invalid votes	Nil	Nil	Nil
Total Voting (For+ Against)	324	45158669	100

Percentage reckoned to the total number of shares / votes covered in the postal ballot e-voting.

Mr. G.V. Bhaskar Rao, based on the above results provided by the Scrutinizer, declared that the Special Resolution carried out with requisite majority by the members of the Company.

6. Mr. G.V. Bhaskar Rao, Chairman cum Managing Director confirmed that the Special Resolution of the Notice, was considered and passed by the members of the Company with requisite majority through Postal Ballot (e-voting) on Friday, February 09, 2024.

7. Thereafter, Mr. G.V. Bhaskar Rao directed the Company Secretary for the following actions:

- To intimate the outcome of the Postal Ballot voting Results to the BSE Limited and NSE Limited;
- To upload the same on the website of the company and
- To arrange for publishing the voting results of the Postal Ballot in the newspapers.

Place: Secunderabad,

Date: 09.02.2024


CHAIRMAN

CHAIRMAN'S INITIALS

