

BSE Limited,
Dept. of Corporate Services – CRD,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

November 05, 2019

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051

Sub: Filing of the special resolution passed by the shareholders of the Company through postal ballot, for approving the buyback of equity shares of the Company, in terms of Regulation 5(v) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

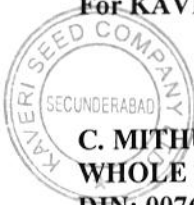
Dear Sir / Madam,

Please find enclosed the certified True copy of the resolution passed by the Shareholders of the Company through postal ballot, results of which was declared on 05th November, 2019.

Thanking you,

Yours faithfully

For KAVERI SEED COMPANY LIMITED



[Signature]
C. MITHUNCHAND
WHOLE TIME DIRECTOR
DIN: 00764906

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF KAVERI SEED COMPANY LIMITED ON TUESDAY, NOVEMBER 05, 2019.

“RESOLVED THAT in accordance with Article 75 of the Articles of Association of Kaveri Seed Company Limited (“Company”) and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), the Companies (**Share Capital and Debentures**) Rules, 2014 (“Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (**“Management Rules”**), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (**“Buyback Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Obligations”**) including any amendments and subject to such other approvals, permissions 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, Telangana (**“ROC”**) and/ or other appropriate authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of ₹ 2/- (Rupees Two only) each up to 28,00,000 (Twenty Eight Lakhs Only) equity shares (representing 4.44% of the total issued and paid-up equity share capital of the company) at price of ₹ 700/- per equity share (from the equity shareholders of the Company, as on record date (**“Record Date”**), payable in cash for an amount not exceeding ₹ 19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only), being 20.01% and 20.14% of the total paid-up equity capital and free reserves of the Company as on March 31, 2019 based on Standalone and Consolidated financials respectively, excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to the Securities and Exchange Board of India (**“SEBI”**), transaction costs viz. brokerage, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, Buyback tax and other related and incidental expenses (hereinafter referred to as the **“Buyback Offer Size”**), being less than 25% (Twenty five per cent.) of the total paid-up equity capital and free reserves of the Company as per the latest audited balance sheet as on March 31, 2019 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on such date, or any other date as may be decided by the Board to be the record date, the (**“Record Date ”**) through the **“tender offer”** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback”**).”

For KAVERI SEED COMPANY LTD.


Whole Time Director

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RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit, subject to members' approval by way of postal ballot.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through BSE Limited ("**BSE**") and/or the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE collectively referred to as the "**Stock Exchanges**")" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereto.

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

RESOLVED FURTHER THAT the members of the Company will be eligible to participate in the Buyback including the promoters of the Company who hold Equity Shares as of the Record Date.

RESOLVED FURTHER THAT the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, Income Tax Act, 1961 and rules and regulations framed there under, as amended if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolution and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback like record date, Buyback price, entitlement ratio, fixing the Record Date, the schedule of activities for Buyback

For KAVERI SEED COMPANY LTD.

Whole Time Director

including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback, appointment of intermediaries/ agencies, as may be required, for the implementation of the Buyback, preparation, signing and filing of the public announcement, the draft letter of offer, letter of offer with 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 SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules and 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 SEBI, RBI, stock exchanges, RoC, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board (which expression includes a Buyback Committee constituted for this purpose) be and is hereby authorized 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 SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, RoC, 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."

//CERTIFIED TRUE COPY//
For KAVERI SEED COMPANY LTD.

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Whole Time Director