

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Avanti Feeds Limited (CIN: L16001AP1993PLC095778) will be held on Saturday, the 8th August, 2015 at 11.00 A.M. at Vedika Hall, Hotel Daspalla, Jagadamba Junction, Visakhapatnam-530020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 including Balance Sheet as on 31st March, 2015 and the Statement of Profit and Loss for the year ended 31st March, 2015 along with the Report of Board of Directors and Auditors thereon.
2. To declare dividend of Rs.27.50 ps. per equity share of Rs. 10/- each fully paid-up for the year 2014-15.
3. To appoint a Director in place of Mr. Bunluesak Sorajjakit, (DIN: 02822828), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Wai Yat Paco Lee (DIN:02931372), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

RESOLVED that in terms of the provisions of Sections 139 to 142 and other applicable provisions if any, of the Companies Act 2013 read with the underlying rules viz., Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the Twenty-first (21st) Annual General Meeting (AGM) held on 2nd August, 2014, the appointment of M/s Karvy & Company, Chartered Accountants, Hyderabad (ICAI Registration No.01757S), as independent auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of Twenty-third (23rd) AGM of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other taxes (as may be applicable) and reimbursement of out-of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of Audit Committee.

SPECIAL BUSINESS:

6. Appointment of Sri N.V.D.S. Raju, as Independent Director:

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

RESOLVED THAT pursuant to Sec.161,149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the 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, Sri N.V.D.S. Raju (DIN: 05183133), be and is hereby appointed as Independent Director, not liable to retire by rotation with effect from 11th March, 2015 in respect of whom the Company has received a Notice in writing under Sec.160 of the Companies Act, 2013 from a member proposing his candidature to be appointed as Independent Director to hold office for a term up to the conclusion of 26th Annual General Meeting of the Company in the Calendar year 2019.

7. Appointment of Smt. K. Kiranmayee, as Independent Director:

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

RESOLVED THAT pursuant to Sec. 161, 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the 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, Smt. K. Kiranmayee (DIN: 07117423), be and is hereby appointed as Independent Director, not liable to retire by rotation with effect from 11th March, 2015 in respect of whom the Company has received a Notice in writing under Sec. 160 of the Companies Act, 2013 from a member proposing her candidature to be appointed as Independent Director to hold office for a term up to the conclusion of 26th Annual General Meeting of the Company in the Calendar year 2019.

By Order of the Board
for Avanti Feeds Limited

Place: Hyderabad
Date: 09.05.2015

A. Indra Kumar
DIN: 00190168
Chairman & Managing Director

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member of the Company.
2. 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 commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.
3. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. A member holding more than 10% (ten percent) of the share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or share holder.
4. The business set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting forms part of this notice.
5. The Explanatory Statement pursuant to Sec.102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
6. Register of Members and Share Transfer Books of the Company shall remain closed from 03.08.2015 to 08.08.2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders for the dividend for the year 2014-15, if declared, at the Annual General Meeting.
7. The dividend on equity shares, if declared at the Annual General Meeting, will be credited / dispatched before 23rd August, 2015 as under:
 - a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) as of the close of the business hours on 2nd August, 2015 and
 - b) To all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent (i.e. Karvy Computershare Pvt., Ltd.) on or before the close of business hours on 2nd August, 2015.
8. To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, (i) in case of shares held in demat, to the respective depository participant and (ii) in case of shares held in physical form to transfer agent of the Company i.e. Karvy Computershare Private Limited, Hyderabad, on or before 2nd August, 2015.
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
10. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members / depositories as at closing hours of business on 26th June, 2015.
11. Members desiring to seek any information on the annual accounts are requested to write to the Company at an early date to enable compilation of information.

12. All communications relating to shares are to be addressed to the Company's Registrars and Transfer Agents i.e. i.e. M/s.Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad 500 008. India, Phone No.: +91 040 67161524 Fax:040-23001153,e-Mail id: einward.ris@karvy.com, website: www.karvycomputershare.com
13. As per the provisions of the Sec.205 C of the Companies Act, 1956, Unclaimed Dividend amount in respect of 2006-07 has been transferred to Investor Education and Protection Fund. For the financial year ended 31.03.2008, unclaimed dividend will be transferred to the Investor Education and Protection Fund, upon expiry of 7 years period. As such, members who have not en-cashed their dividend warrant(s) for the financial year ended 31.03.2008 and / or subsequent years are requested to submit their claims to the Registrars and Transfer Agents of the Company without any delay.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in Electronic Form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agents of the Company.
15. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
16. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members to exercise their right to vote through electronic voting . The members who have not cast their vote by remote e-voting shall be able to vote at the meeting.
17. The members whose names appear on the Register of Members/list of beneficial owners as on 1st August, 2015 are eligible to participate in e-voting on the resolutions set forth in this notice.
18. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5 PM, on the date preceding the AGM. Accordingly, the remote e-voting period will commence at 9 A.M. (IST) on 4th August, 2015 and will end at 5 P.M. (IST) on 7th August, 2015.
19. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be disabled by Karvy Computershare Private Limited, the agency engaged by the company to provide e-voting facility.
20. The member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
21. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
22. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their Notice, the Company is enclosing a Ballot form with the Notice. Resolution (s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
23. The Company has appointed Sri V. Bhaskara Rao, practising Company Secretary, Hyderabad to act as Scrutinizer to scrutinize the poll at the Annual General Meeting, remote e-voting process and through ballot form in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
24. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. Bombay Stock Exchange and National Stock Exchange.

25. Subject to approval of the requisite number of votes, the resolutions set forth in the Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. 8th August, 2015.

Procedure for remote e-voting :

I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as agency to provide e-voting facility for AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from Karvy :

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering the above details Click on - Login.
- (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting Event
- (vi) Select the EVENT of Avanti Feeds Limited and click on - Submit .
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at bhaskararaoandco@gmail.com they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.

- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. Members who have acquired shares after the despatch of the Annual Report and before the books closed may approach Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL : MYEPWD <SPACE> In12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXX1234567
- a. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001
- d. Member may send an e-mail request to evoting@karvy.com

By Order of the Board
for Avanti Feeds Limited

Place: Hyderabad
Date : 09.05.2015

A. Indra Kumar
DIN: 00190168
Chairman & Managing Director

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paper less compliances by the Companies and has issued circulars stating that the services of notice / documents including Annual Report can be sent by email to its members. To support this Green Initiative in full measure, members who have not registered their email addresses so far, are requested to register their email address in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with Karvy Computershare Pvt Ltd., Hyderabad.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS:

(Pursuant to Sec.102 of the Companies Act, 2013)

Item Nos. 6 and 7 :**Appointment of Sri N.V. D.S. Raju and Smt. K. Kiranmayee as Independent Directors:**

As per the provisions of the Companies Act and relevant schedule appointment of Independent Directors require approval of the members.

The Board of Directors of the Company appointed Sri N.V.D.S. Raju and Smt K. Kiranmayee as additional directors who would also be Independent Directors of the company with effect from 11.3.2015, for a term upto the conclusion of 26th Annual General Meeting of the Company in the calendar year 2019 subject to approval of members.

The above additional directors will hold office pursuant to Section 161(1) of Companies Act, 2013 up to the date of this Annual General Meeting and are eligible for appointment as directors.

Sri N.V. D.S. Raju and Smt. K. Kiranmayee are not disqualified from being appointed as independent Directors in terms of Section 164 of the Act and Clause 49 of the Listing Agreement and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act, proposing the candidatures of each of Sri N.V.D.S. Raju and Smt. K. Kiranmayee for the office of Directors of the Company.

The Company has also received declarations from Sri N.V. D.S. Raja und Smt K Kiranmayee that they meet with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Sri N.V. D.S. Raju and Smt. K. Kiranmayee fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Sri N.V.D.S. Raju and Smt. K. Kiranmayee are independent of the management. Brief resume and personal details of Sri N.V. D.S. Raju and Smt. K. Kiranmayee are as under:

1. Name	Sri N.V.D.S.Raju	Smt. K. Kiranmayee
2. Director Identification Number	05183133	07117423
3. Date of Birth	10.03.1948	30.01.1968
4. Date of Appointment	11.03.2015	11.03.2015
5. Qualifications	B.Com., M.A., CAIIB, MBA, M.Phil P.G. Dip in International Trade FRM (Financial Risk Management), New York University	B.Sc., B.Ed.
6. Occupation	Faculty & Head, Distance Learning, Institute of Insurance and Risk Management-an initiative of IRDA.	Head of Indus International Junior School, Hyderabad

1. Name	Sri N.V.D.S.Raju	Smt. K. Kiranmayee
7. Expertise	Experience for more than 35 years as a professional banker in India and 5 years at New York (USA) with State Bank of India. Experience as faculty at ICAI school of Financial studies, Visiting faculty at NALSAR and Faculty and Head Distance Learning, IIRM	Experience in various capacities in the field of education for more than 19 years.
8. Directorships in other Companies	(i)Sivananda Supatha Foundation (Section 8 Company) - Director	NIL
9. Committee Positions held in other Companies	NIL	NIL
10. Shareholding in Avanti Feeds Limited	NIL	NIL
11. Relationship between directors inter-se	NIL	NIL

This statement may also be recorded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Copy of the draft letters for respective appointment of Sri N.V.D.S. Raju and Smt. K. Kiranmayee as Independent Directors setting out the terms and conditions are available for inspection of the members at the Registered Office of the Company.

Sri N.V.D.S. Raju and Smt. K. Kiranmayee are interested in the Resolutions set out respectively at Item Nos.6 and 7 of the Notice with regard to their respective appointment.

Save and except 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 commends the Resolutions set out at Item Nos. 6 and 7 of the Notice for approval of the members as Special Resolutions.

By Order of the Board
for Avanti Feeds Limited

A. INDRA KUMAR
DIN: 00190168
Chairman & Managing Director

Place: Hyderabad
Date : 09.05.2015