

NOTICE

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable Laws and Regulations, that Avanti Feeds Limited (the “Company”) is seeking consent of its members for the Special Business to be transacted through Postal Ballot for the following purposes:

- 1) To continue the appointment of Sri B V Kumar, Independent Director for the remaining period of the term.
- 2) To continue the appointment of Sri A V Achar, Independent Director for the remaining period of the term.

In terms of Sec.110 of the Companies Act read with the relevant Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matter(s) through Postal Ballot. The Resolution(s) and the relevant Explanatory Statement(s) setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form, for your consideration.

Members may note that the Company is providing voting through Postal Ballot and only shareholders entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of this Notice who has no voting rights should treat this Notice as intimation only.

Sri V.Bhaskara Rao, Company Secretary in Practice, Hyderabad has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot Form and return the same indicating Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer before 05.00 P.M. on 10.01.2019. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot(s). E-voting is optional. The Company has engaged the services of Karvy Fintech Pvt Ltd., Hyderabad for providing e-voting facility to the members. Members desiring to opt for e-Voting are requested to read and follow the instructions on e-voting enumerated in the notes to this Notice.

The voting through Postal Ballot/e-voting will commence **on Tuesday, the 11th December, 2018 at 09.00 A.M. and ends on Thursday, the 10th January 2019 at 05.00 P.M.**

The Scrutinizer will submit his Report to the Chairman & Managing Director of the Company after completion of the Scrutiny. The results of Postal Ballot will be announced on or before **12th January 2019** at the Registered Office of the Company. The resolution(s) will become effective on and from the date of announcement of results of the Postal Ballot. In addition to the results being communicated to BSE Ltd. (Bombay Stock Exchange) and National Stock Exchange Ltd., the results of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website viz., www.avantifeeds.com and on the website of the service provider i.e. Karvy Fintech Pvt Ltd. The Board of Directors has appointed Sri A. Indra Kumar, Chairman & Managing Director and Sri C. Ramachandra Rao, Joint Managing Director, Company Secretary and CFO as persons responsible for the entire Postal Ballot Process.

SPECIAL BUSINESS:

(1) To continue the appointment of Sri B V Kumar, Independent Director for the remaining period of the term.

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

“RESOLVED that pursuant to the Provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Sri Bolloju Vasanth Kumar (DIN:00521139), as an Independent Director, for remaining tenure of his present term i.e. till 01.08.2019 or conclusion of the 26th Annual General Meeting of the Company whichever is earlier.

(2) To continue the appointment of Sri A V Achar, Independent Director for the remaining period of the term.

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

“RESOLVED that pursuant to the Provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Sri Alevoor Vedavyas Achar (DIN:00325886), as an Independent Director for remaining tenure of his present term i.e. till 01.08.2019 or conclusion of the 26th Annual General Meeting of the Company whichever is earlier.

By Order of the Board
For Avanti Feeds Limited

Place: Hyderabad
Date : 10.11.2018

A. INDRA KUMAR
DIN : 00190168
CHAIRMAN & MANAGING DIRECTOR

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members / Record of Depositories as on **Saturday, the 01st December 2018**. The cut-off date for reckoning voting rights for this Postal Ballot will be 01st December 2018, on the basis of paid-up value of the shares registered in the name(s) of members.
4. The Notice is being sent to all the members by post / courier and electronically by email to those members who have registered their email IDs with the Company.
5. The dispatch of the Postal Ballot Notice will be completed by 06th December, 2018. The voting through Postal Ballot/e-voting will commence on Tuesday, the 11th December, 2018 at 09.00 A.M. and ends on Thursday, the 10th January 2019 at 05.00 P.M.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate Form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on **10.01.2019**. The Postal Ballot(s) received after the said date will be treated as not having been received.
7. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
8. The Member may vote either For or Against each Resolution. Member need not cast all his votes in the same way.
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
10. The members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member opts for e-voting, then he /she should not vote by Postal Ballot also and vice-versa. However, in case the member(s) cast his/their vote through physical Postal Ballot and e-voting, then voting made through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
11. The Board of Directors of the Company has appointed Mr. V. Bhaskara Rao, Company Secretary in Practice, Hyderabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed Postal Ballot Forms from the Members. After completion of his scrutiny, the Scrutinizer will submit his Report to the Chairman & Managing Director of the Company.
12. The Resolutions will be taken as passed effectively on the date of announcement of the Postal Ballot results by the Chairman & Managing Director of the Company, if the results of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The results of the Postal Ballot will be declared on or before 12.01.2019 at the Registered Office of the Company. After declaration, the results of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website www.avantifeeds.com and the website of the service provider i.e Karvy Fintech Pvt Ltd. besides communicating the same to BSE Ltd., (Bombay Stock Exchange) and National Stock Exchange Limited where the shares of the Company are listed.

13. The Postal Ballot Form and the postage prepaid self-addressed Business Reply Envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:-
	<ul style="list-style-type: none"> a) For NSDL :- 8 Characters DP ID followed by 8 Digits Client ID. b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <u>Event No.</u> followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic Notice.
Captcha	Enter the Verification code i.e. enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- iii) Please contact Toll free No. 1-800-34-54-001 for any further clarifications.
- iv) The e-Voting period commences on 11.12.2018 at 09.00 A.M. and ends on 10.01.2019 at 05.00 P.M. E-voting module will be disabled after 5.00 P.M., on 10.01.2019 for E-voting by the Members.
- v) After entering these details appropriately, click on “LOGIN”.
- vi) Members holding shares in Demat/Physical Form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Pvt Ltd. e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password, incase you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e. 'Avanti Feeds Limited'.

- ix) If you are holding shares in Demat Form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any Company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding in the Company. If the shareholder do not want to cast his/her vote, select ‘ABSTAIN’.
- xi) 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.
- xii) Once you ‘CONFIRM’ your vote on the Resolution(s), you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate /FIs/FIIIs/FPIs/Trust/Mutual Funds/Banks etc.), are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to afpostalballot2018@avantifeeds.com with copy to evoting@karvy.com. The file name of scanned image of the Board Resolution should be in the naming format “Avanti Feeds Limited_ Event no.”.

Explanatory Statement :

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

Item No.1: To continue the appointment of Sri B V Kumar, Independent Director for the remaining period of the term.

The Members of the Company at the 21st Annual General Meeting of the Company held on 02.08.2014 approved the appointment of Sri Bolloju Vasanth Kumar (B V Kumar), as an Independent Director of the Company for a period of 5 years up to the conclusion of 26th Annual General Meeting of the Company. Sri B.V. Kumar will complete his present term on 01.08.2019 or conclusion of next (i.e. 26th) Annual General Meeting of the Company whichever is earlier.

In terms of SEBI (LODR) Regulations (Amendment) 2018, effective from 1st April, 2019 consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Sri B.V. Kumar aged 84 years, is an IRS (Retired) Officer having held senior positions including Member Customs, Central Board of Excise and Customs (CBEC), Government of India. At present, he is a Practicing Advocate specialised in Customs, Central Excise, Service Tax and GST for over two and half decades. He has been rendering valuable advice to the Company from time to time. Hence, it is recommended to continue his appointment till the completion of the remaining period of the present term.

Nomination and Remuneration Committee at its meeting held on 10.11.2018 recommended his continuation as an Independent Director upto completion of his present term i.e. 01.08.2019 or 26th Annual General Meeting whichever is earlier.

The Board based on the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Sri B V Kumar, has recommended the resolution set out at item No.1 for approval of the members, by way of Special Resolution.

Brief resume of Sri B V Kumar, nature of his expertise, shareholding and relationship between directors inter-se etc., are annexed to the Notice.

Except Sri B V Kumar, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in this Resolution.

Item No.2:To continue the appointment of Sri A V Achar, Independent Director for the remaining period of the term.

The Members of the Company at the 21st Annual General Meeting of the Company held on 02.08.2014 approved the appointment of Sri Alevoor Vedavyas Achar (A V Achar), as an Independent Director of the Company for a period of 5 years up to the conclusion of 26th Annual General Meeting of the Company. Sri A V Achar will complete his present term on 01.08.2019 or conclusion of next (i.e. 26th) Annual General Meeting of the Company whichever is earlier.

In terms of SEBI (LODR) Regulations (Amendment) 2018, effective from 1st April, 2019 consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Sri A V Achar aged 78 years, is a Retired General Manager of a Commercial Bank and now he is working as lead ISO Auditor. His vast experience in Banking Sector/Administration Sector/Management System Sector has been very helpful to the Company from time to time. Hence, it is recommended to continue his services as Independent Director till the completion of the remaining period of the present term.

Nomination and Remuneration Committee at its meeting held on 10.11.2018 recommended his continuation as Independent Director upto completion of his present term i.e. 01.08.2019 or 26th Annual General Meeting whichever is earlier.

The Board based on the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Sri A.V. Achar, has recommended the resolution set out at Item No.2 for approval of the members, by way of Special Resolution.

Brief resume of Sri A.V. Achar, nature of his expertise, shareholding and relationship between directors inter-se etc., are annexed to the Notice.

Except Sri A V Achar, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board
For Avanti Feeds Limited

Place: Hyderabad
Date : 10.11.2018

A. INDRA KUMAR
DIN : 00190168
CHAIRMAN & MANAGING DIRECTOR

Annexure to the Postal Ballot Notice

Disclosure required under Section 196(4) of the Companies Act, 2013 and
Regulation 36(3) of SEBI (LODR) Regulations 2015

1.	Name	Sri B. V. Kumar	Sri A. V Achar
2.	Category	Independent Director	Independent Director
3.	Director Identification Number	00521139	00325886
4.	Date of Birth	29.05.1934	22.03.1940
5.	Date of Appointment	26.09.2002 (Re-appointed on 02.08.2014 for a period of 5 years)	07.04.1993 (Re-appointed on 02.08.2014 for a period of 5 years)
6.	Qualifications	M.A., LL.B., IRS (Retired)	B.A.,B.Com., B.L., C.A.I.I.B.
7.	Occupation	Practicing Advocate	ISO Auditor and Consultant
8.	Expertise	He is an IRS (Retired) Officer having held senior positions including Member Customs, CBEC Government of India. At present he is a Practicing Advocate specialised in Customs, Central Excise, Service Tax and GST for over two and half decades.	He has 25 years experience in Commercial Banking, 18 years experience in Management and 18 years experience in Management System Auditing and Consulting.
9.	Directorships in other Companies	NIL	Golconda Hospitality & Services and Resorts Limited.
10.	Committee Positions held in other Companies	NIL	NIL
11.	Shareholding in Avanti Feeds Limited	NIL	3000 Equity Shares of Re.1/- each.
12.	Relationship between Directors inter-se	NIL	NIL

By Order of the Board
For Avanti Feeds Limited

Place: Hyderabad
Date : 10.11.2018

A. INDRA KUMAR
DIN : 00190168
CHAIRMAN & MANAGING DIRECTOR
