

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM :

1. Member(s) desiring the exercise vote by postal ballot may complete this postal ballot form and send it to the scrutinizer in the attached postage prepaid self addressed envelope. Postage will be borne and paid by Avanti Feeds Limited (the "Company"). Envelope containing postal ballot form, if deposited in person or sent by courier at the expense of Member(s) will also be accepted.
2. The postage prepaid self addressed envelope bears the name and postal address of the scrutinizer appointed by the Company.
3. The postal ballot form should be completed and signed by the Member, as per the specimen signature registered with the Company or the depository participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member. In case postal ballot form is signed through a delegate, a copy of the power of attorney shall be annexed to the postal ballot form. There will be one postal ballot form for every folio / client ID irrespective of the number of joint holders.
4. In the case of equity shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / Authority Letter.
5. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The scrutinizer's decision on the validity of the postal ballot form shall be final and binding.
7. Duly completed postal ballot form should reach the scrutinizer not later than 24.10.2015 before 5.00 P.M. The Postal Ballot Form received after this date will be strictly treated as if the reply from such member(s) has not been received.
8. Members are requested to fill the postal ballot form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members whose name appears in the register of members / record of depositories as on 18.09.2015.
10. The result of the postal ballot will be declared on 26.10.2015 at 5.00 P.M. at the Registered Office. The result of the Postal Ballot will also be placed on the Company's website: www.avantifeeds.com
11. The postal ballot shall not be exercised by the Proxy.
12. Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous paper(s) are found, the same will be destroyed by the Scrutinizer.
13. A member may request for a duplicate postal ballot form if so required and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
14. The company is also offering e-voting facility as an alternate, for all the members to enable them to cast their vote electronically instead of dispatching the postal ballot form. The detailed procedure for e-voting is enumerated in the notes to the Postal Ballot Notice.
15. A member need not use all his votes nor cast all his votes in the same way.



Avanti Feeds Limited

CIN: L16001AP1993PLC095778

Registered Office: H.No.3, Plot No.3, Baymount, Rushikonda, Visakhapatnam – 530 045. Andhra Pradesh.

Corporate Office: G-2, Concorde Apartments, 6-3-658, Somajiguda, Hyderabad – 500 082. Telangana State

Tel: (040) 23310260 / 261 Fax (040)23311604 Email: avantih@avantifeeds.com, website:www.avantifeeds.com

Postal Ballot Form

Sl. No.

1. Name and Registered address of the Sole/first named member
2. Name(s) of the Joint Member(s) if any
3. Registered Folio No. / DPID No.*/Client ID No.*
(* Applicable to investors holding shares In dematerialized form)
4. No. of equity shares held

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 12.09.2015 of Avanti Feeds Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No.of equity shares	I/we assent to the Resolution (FOR)	I/we Dissent to the Resolution (AGAINST)
1.	<p>Transfer of Shrimp Processing Business of the Company to Avanti Frozen Foods Private Limited, a wholly owned subsidiary of the Company – Special Resolution :</p> <p>"RESOLVED THAT pursuant to provisions of Sections 180(1)(a) and any other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013, and any amendment thereto and applicable provisions of the Listing Agreement and subject to such consents, sanctions, permissions and approvals if any, as may be required , the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include a Committee thereof) to sell, dispose, hive-off and transfer the Shrimp Processing Business of the Company, together with all its assets and properties, whether tangible or intangible, employees, rights, liabilities / obligations of all nature related to the Shrimp Processing Business to its wholly owned subsidiary, Avanti Frozen Foods Private Limited [CIN: U05000AP2015PTC096509] (hereinafter referred to as the Transferee Company) on a going concern basis, by way of slump sale, at a value which shall not be lower than the net book value of the assets and liabilities of the Shrimp Processing Business to be transferred to Transferee Company on such terms and conditions as may be mutually acceptable and as may be deemed appropriate by the Board of Directors".</p> <p>"RESOLVED FURTHER that for the purpose of giving effect to the above Resolution, the Board is hereby authorised to finalise and execute agreements and/or documents/papers as may be necessary and do all acts, deeds and things as are or may be expedient under the circumstances".</p>			

2.	<p>Sub-Division of equity shares of the company from Rs.10/- (Rupees ten only) each to Rs. 2/- (Rupees Two) each - Ordinary Resolution :</p> <p>“RESOLVED THAT pursuant to the provisions of Sec.13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 57 and other enabling provisions of the Articles of Association of the company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each equity share of nominal value of Rs. 10/- (Rupees Ten only) each of the company be sub-divided into 5 (Five) equity shares of nominal value of Rs. 2/- (Rupees Two only) each and consequently, the authorised share capital of the company of Rs.15,85,00,000 (Rupees Fifteen Crores Eighty Five Lakhs only) shall comprise of 7,92,50,000 (Seven Crores Ninety Two Lakhs Fifty Thousand only) equity shares of Rs.2/- (Rupees Two only) each”.</p> <p>“RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of Rs. 10/- (Rupees Ten only) each of the company existing on the record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Rs.2/- (Rupees Two only) each fully paid up”.</p> <p>“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialised form, the sub-divided equity shares of nominal value of Rs.2/- (Rupees Two only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company”.</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to above resolution”.</p>			
3	<p>Alteration of Capital Clause of Memorandum of Association – Ordinary Resolution :</p> <p>“RESOLVED THAT pursuant to Section 13 read with 61 and all other applicable provisions, if any, of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approval(s) from the concerned authorities, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:</p>			

	<p>V. The Authorised Share Capital of the company is Rs.15,85,00,000/- (Rupees Fifteen Crores Eighty Five Lakhs only) is divided into 7,92,50,000 (Seven Crores Ninety Two Lakhs Fifty Thousand only) equity shares of Rs.2/- (Rupees Two only) each with power for the company to issue any part of its capital with or without any preferential, limitations, exclusions or any other things, terms and conditions and with power to vary, modify, amalgamate or abrogate all or any of such rights, privileges, preferences, deferments, limitations, exclusions or any other terms or conditions.</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company (“The Board”) (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director (s) or Officer(s) of the company as may be required to give effect to the above resolution”</p>			
4.	<p>Alteration of Capital Clause of Articles of Association – Special Resolution :</p> <p>“RESOLVED THAT pursuant to Sec. 14 of the Companies Act, 2013 and all other applicable provisions if any of the Act and the rules made there under, Article 4 of Articles of Association of the Company shall be substituted with the following:</p> <p>The authorised share capital of the company is Rs.15,85,00,000/- (Rupees Fifteen Crores Eighty Five Lakhs only) divided into 7,92,50,000 (Seven Crores Ninety Two lakhs Fifty Thousand only) equity shares of Rs.2/- (Rupees Two only) each.</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company (“The Board”) which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director (s) or Officer(s) of the company as may be required to give effect to the above resolution”</p>			

Place :
Date :

Signature of Member

Last date and time for receipt of Postal Ballot Form by the Scrutinizer: 24.10.2015 before 5.00 P.M.

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Electronic Voting Particulars

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

Note: Please carefully read the instructions for electronic voting printed in the Postal Ballot Notice.