

NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (“AGM”) of the members of Avanti Feeds Limited will be held on **Friday, 11th August, 2023 at 11:00 A.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

Ordinary Business:

- To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:
 - “RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
 - “RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- To declare dividend on equity shares for the Financial Year ended 31st March, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of ₹ 6.25 ps/- (Rupees Six and Twenty-Five paise only) per equity share of ₹ 1/- (Rupees One only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial year ended 31st March, 2023 and the same be paid out of the profits of the Company.”
- To appoint Sri A. Venkata Sanjeev (DIN: 07717691), who retires by rotation as a Director and being eligible offers himself for reappointment. In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sri A. Venkata Sanjeev (DIN: 07717691), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”
- To appoint Mr. Bunluesak Sorajjakit (DIN: 02822828), who retires by rotation as a Director and being eligible offers himself for reappointment. In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Bunluesak Sorajjakit (DIN: 02822828), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

Corporate address : G-2, Concorde Apartments, 6-3-658,
Somajiguda, Hyderabad – 500082, Telangana State, India.
: +91-40-23310260/61/ +91(40)23311604
www.avantifeeds.com
avantih@avantifeeds.com

Registered office: Flat No. 103, Ground Floor, "R" Square
Pandurangapuram, Vishakhapatnam – 530003
Andhra Pradesh, India.
CIN: L16001AP1993PLC095778

Special Business

5. To consider and approve the re-appointment of Sri J. V. Ramudu as an Independent Director for a further period of Five (5) years:

To consider, and if thought fit, to pass, the following resolution, as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Sri J. V. Ramudu (DIN:03055480), who was appointed as an Independent Director of the Company for a term of Five (5) consecutive years commencing from 10th November, 2023 up to 9th November, 2028 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five (5) consecutive years on the Board of the Company commencing from 10th November, 2023 up to 9th November, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board
For **AVANTI FEEDS LIMITED**

A. Indra Kumar
Chairman & Managing Director
DIN: 00190168

Place: Hyderabad
Date: 24th May, 2023

NOTES

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 10/2022 dated 28th December, 2022 ('MCA Circulars'), and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively "SEBI Circular"), have permitted Companies to conduct the AGM through VC/OAVM. In accordance with the said MCA Circulars, SEBI circular, applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the 30th AGM of the Company is being convened and conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Vishakhapatnam, Andhra Pradesh, India.

The Company has engaged the services of M/s. KFin Technologies Limited, Registrars and Transfer Agents ("KFinTech"), and is providing facilities in respect of:

- (a) remote e-voting;
- (b) participation in the AGM through VC/OAVM facility;
- (c) e-voting during the AGM.

The process and instructions for remote e-voting are provided in the Note No. 24 of the Notes.

2. Members can attend and participate in this AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. The facility for appointment of proxies by the Members will not be made available and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. As the 30th AGM is being held through VC, the route map is not annexed to this Notice.
4. In compliance with MCA and SEBI Circulars, the financial statements including Board's Report, Auditor's report and other documents required to be attached therewith (together referred to as Annual Report FY 2022-23) and Notice of AGM are being sent in electronic mode to those members / beneficial owners whose e-mail addresses are registered with the Company / Depositories. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at <https://avantifeeds.com/financial-reporting/#Annual-Report>, websites of the Stock Exchanges i.e., BSE Limited and National Stock of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice. The relevant details, pursuant to under Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of Director seeking re-appointment at this AGM is provided as an Annexure- A to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote(s) through e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer i.e. Sri V. Bhaskara Rao, Practicing Company Secretary, Hyderabad by e-mail through its registered e-mail address to bhaskararaoandco@gmail.com with a copy marked to investors@avantifeeds.com.
7. Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended from time to time) and Regulation 44 of Listing Regulations (as amended from time to time), MCA Circulars and SS-2, the Company is providing to its members, the facility to exercise their right to vote both through remote e-voting and e-voting during the AGM on the resolution(s) as set forth in the AGM Notice by electronic means.

8. The Members can join the AGM through VC mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the instructions mentioned in this Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 4th August, 2023 to Friday, 11th August, 2023 (both days inclusive).
11. If the Dividend as recommended by the Board of Directors is approved at the AGM, the payment of such dividend shall be made within the time line as prescribed under the Act, subject to deduction of tax at source, as under:
 - a. To all those beneficial owners holding shares in electronic/demat 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 on the close of the business hours on Friday 4th August, 2023 and
 - b. To all those members holding shares in physical form on or before at the close of business hours on Friday 4th August, 2023.

12. TDS on Dividend

In terms of the provisions of the Income-tax Act, 1961, (the "IT Act"), dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of the shareholders. The Company shall therefore be required to deduct TDS at the time of payment of dividend.

The details on deduction of TDS is available on the website of the company at the given link: www.avantifeeds.com/downloads/

13. Members who are holding shares in dematerialized form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members are requested to intimate any change/correction in their bank mandate to their DPs only.

Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, type of account and account number etc. in form ISR-1 to our Registrar and Share Transfer Agent, KFIN Technologies Limited at the provided address.

14. IEPF related information

- a. Shareholders/Members are requested to note that dividends remaining unclaimed for a consecutive period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
- b. In view of above Shareholders/Members are requested to claim their dividends from the Company, within the stipulated time line as prescribed under the Companies act 2013 ('the Act'). In the event of transfer of shares and the unclaimed dividends to IEPF, Members may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in
- c. Members intending to claim their unclaimed dividends are requested to correspond with the KFinTech at einward.ris@kfintech.com or write to the Company at investors@avantifeeds.com

15. Dispatch of Notice through Electronic Mode:

Pursuant to the MCA Circulars and SEBI Circular, the Notice is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories / RTA. Members are requested to register / update their e-mail addresses by following the below steps to receive all future communications (including Notice of this AGM) from the Company electronically;

- i. **Members holding equity shares in physical mode** – Request in ISR-1 along with self-attested copy of PAN Card and self-attested copy of any document (such as copy of Driving license, Passport, Bank statement, Aadhar) by e-mailing at inward.ris@kfintech.com or to the Company at investors@avantifeeds.com.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

The ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, Rangareddy, Telangana India.

- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

- ii. Members holding equity shares in dematerialised mode - Register / update their e-mail addresses with respective Depository Participant (DP).
- iii. In case anyone has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off /record date for e-Voting, i.e., Friday, 4th August, 2023, such member may obtain the User ID and Password from KFinTech by an e-mail request to inward.ris@kfintech.com / rajeev.kr@kfintech.com

16. Pursuant to Section 72 of the Act. members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with KFinTech. In respect of shares held in electronic / demat form, the nomination form may be filed with their respective DP's. Forms are available for download at <https://avantifeeds.com/downloads/>

17. SEBI vide its circular nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit their PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://avantifeeds.com/downloads/> for Form ISR-1 to register PAN/e-mail id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out of Nomination.

In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by 1st October, 2023, KFinTech will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.





18. Dispute Resolution Mechanism at Stock Exchanges-SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30th May, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

19. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
20. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M. (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M. (IST) on Tuesday, 8th August, 2023, and will end at 05:00 P.M. (IST) on Thursday, 10th August, 2023. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by KFinTech.
21. The member(s) who have casted their vote(s) by remote e-Voting may also participate in this AGM through VC / OAVM but shall not be entitled to cast their vote(s) again. Once the vote(s) on a resolution is cast by a member, on submission, the member shall not be allowed to modify it subsequently.
22. Subject to approval of the requisite number of vote(s), the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Friday, 11th August, 2023.
23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking any information or clarification on the Notice of AGM are requested to send in writing queries to the Company, by Friday, 4th August, 2023 through e-mail at investors@avantifeeds.com. Replies will be provided in respect of such written queries at the meeting.
24. **INSTRUCTIONS FOR REMOTE E-VOTING AND PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM AND VOTING DURING THE AGM:**

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholder(s) holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL at https://eservices.nsd.com either on a personal computer website or on a mobile. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter, enter the existing user ID and password. After successful authentication, Member(s) will be able to see e-Voting services under 'Value Added Services'. Please click on 'Access to e-Voting' under e-Voting services, after which the e-Voting page will be displayed. Click on Company name i.e. 'Avanti Feeds Limited' or ESP i.e. KFinTech. Member(s) will be re-directed to KFinTech's website for casting their vote(s) during the remote e-Voting period.
	<p>2. Those not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> Visit https://eservices.nsd.com for registering. Select 'Register Online Ideas for IDeAS Portal' or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL https://www.evoting.nsd.com/ Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. The Member(s) will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page. Click on Company name i.e 'Avanti Feeds Limited' or i.e KFinTech after which the Member will be redirected to KFinTech website for casting their vote(s) during the remote e-Voting period.
	<p>3. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
	<p>4. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote(s) during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholder(s) holding securities in demat mode with CDSL	<p>1. Existing user who have opted for cdsI Easi / Easiest Facility:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com. Click on login icon & New System Myeasi tab Login with your registered user id and password. The members will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote(s).
	<p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. After successful registration please follow the steps given in point 1 above.
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com. Provide your demat Account Number and PAN No. System will authenticate member by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, please enter the e-Voting module of CDSL. Click on the e-Voting link available against the name of the Company i.e. 'Avanti Feeds Limited' or select 'KFinTech'. Members will be re-directed to the e-Voting page of KFinTech to cast their vote(s) without any further authentication.
Individual Shareholder (s) login through their demat accounts / Website of Depository Participant	I. Members can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II. Once logged-in, members will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III. Click on options available against Avanti Feeds Limited or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote(s) during the remote e-Voting period without any further authentication
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .
Securities heldwith CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43/1800225533

Any person holding equity shares in physical form and non-individual shareholders, who acquires equity shares of the Company and becomes a Member of the Company after sending of the Notice and holding equity shares as on the cut-off/record date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote(s).

25. LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL'S SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- A. Members whose e-mail addresses are registered with the Company's RTA / Depository Participants (s), will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Visit the following URL: <https://evoting.kfintech.com>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-Voting, you can use your existing User ID and password for casting the vote(s).
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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.
 - On successful login, the system will prompt you to select the "EVENT" i.e., 'Avanti Feeds Limited-AGM' and click on "Submit".
 - On the voting page, enter the number of equity shares (which represents the number of vote(s)) as on the Cut-off/record Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the equity shares held will not be counted under either head.
 - Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote(s) on any specific item, it will be treated as abstained.
 - You may then cast your vote(s) by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote(s). During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- (B) Members whose e-mail addresses are not registered with the Company / Depository Participants(s), and consequently the Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the instructions provided in the Note no. 15 of Notes.

26. INSTRUCTIONS FOR ALL THE SHAREHOLDERS, INCLUDING INDIVIDUAL, OTHER THAN INDIVIDUAL AND PHYSICAL, FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC / OAVM AND e VOTING DURING THE MEETING

- Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the e-mail received from KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes

to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge & Mozilla Firefox 22, etc.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, the Member(s) connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- viii. Institutional Members are encouraged to attend and vote(s) at the AGM through VC / OAVM.

27. OTHER INSTRUCTIONS

1. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will have opened from Tuesday, 8th August, 2023 to Thursday, 10th August, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
2. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the record date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> xxxx1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. In case of any query and/or grievance, in respect of voting by electronic means or technical assistance for VC/OAVM participation, Member(s) may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of [https:// evoting.kfintech.com](https://evoting.kfintech.com) or contact Mr. Rajiv Kumar, an official of KFinTech or dial to toll free No. 1-800-309-4001 or send an e-mail to at evoting.kfintech.com for any further clarifications.

28. General Instructions:

1. The Company has appointed M/s. V. Bhaskara Rao & Co, Company Secretaries, Proprietor: Sri V. Bhaskara Rao, Practicing Company Secretary, Hyderabad (FCS No. 5939, CP No. 4182) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before Saturday, 12th August, 2023 and will also be displayed on the website of the Company (www.avantifeeds.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
2. All communications relating to equity shares / AGM are to be addressed to the Company's RTA at KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India, Toll free Number 1800 309 4001, e-Mail id: einward.ris@kfintech.com, website: www.kfintech.com.

3. As an ongoing endeavor to enhance Investor experience and leverage new technology, our KFinTech have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the only RTA which has enabled the option and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

Explanatory Statement:

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice. As per Listing Regulations an explanatory statement in relation to Item No.5 is also furnished and shall be taken as forming part of the Notice.

Item No. 5

Sri J. V. Ramudu (DIN: 03055480) is currently an Independent Director of the Company, Chairman of the Board and Member of Audit Committee. He was appointed as an Independent Director of the Company by the Members at the 26th Annual General Meeting of the Company held on 9th August, 2019 for a period of Five (5) consecutive years commencing from 10th November, 2023 up to 9th November, 2028 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 24th May, 2023, proposed the re-appointment of Sri J. V. Ramudu as an Independent Director of the Company for a second term of Five (5) consecutive years commencing from 10th November, 2023 up to 9th November, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Sri J. V. Ramudu retired from Indian Police Service in 2016 served in various capacities in the Indian Police Department of State of Andhra Pradesh. He was the First DGP (HOPF) of newly formed State of Andhra Pradesh. Post retirement he enrolled with the Bar Council of India. He is postgraduate in Economics and Law. Besides, he holds a post-graduate certificate in Criminal Justice and Police Management from the University of Leicester. He is endowed with a robust understanding on the issues of public importance and has a practical view of various matters concerning administration. He held various senior positions in the Government. He was Vice-Chairman & Managing Director, A.P. Police Housing Corporation from 2010 to 2012. He was awarded (i) Indian Police Medal in 1997, (ii) Antrik Suraksha Seva Pathak in 2004 and (iii) President Police Medal in 2007. He also had a stint in Orissa PHC to pull it out of red, as Director Specially appointed by Orissa Governor. He is a Philanthropist and running a school for around 600 students in his native village Narsimpally in Anantapur District. He developed his village as a Model Village by providing Drinking Water Facilities, Primary Health Care Centre, Roads, Temples, Grameena Bank, Rural Skill Development etc. He is vigorously working for getting Irrigation Canals to the neighbouring villages. He has very rich and varied experience in Community Services.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Sri J. V. Ramudu is an astute administrator with rich experience. He is endowed with paramount skills and integrity. His depth of knowledge and professional acumen is an invaluable resource to the Company. His qualifications and the rich experience in Government and Private sector meets the skills and capabilities required for the role of Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, in view of his background, experience and contribution made by him during his tenure of the first term, continued association of Sri J. V. Ramudu as an Independent Director and Chairman of the Board would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, Board recommended reappointment of Sri J. V. Ramudu as Non-Executive Independent Director of the Company, not liable to retire by rotation for a further for a period of Five (5) consecutive years commencing from 10th November, 2023 up to 9th November, 2028 (both days inclusive)

Sri J. V. Ramudu shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and Committee meetings.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Sri J. V. Ramudu confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Sri J. V. Ramudu has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the

National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Sri J. V. Ramudu has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Sri J. V. Ramudu has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). In the opinion of the Board, Sri J. V. Ramudu fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Copy of draft letter of appointment of Sri J. V. Ramudu setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

In terms of Reg.17(1A) of SEBI (LODR) Regulations (Amendment) 2018, appointment of a Non- Executive Director beyond the age of 75 years, requires consent of the members by way of Special Resolution. Sri J. V. Ramudu, shall attain age of 75 years at the end of the proposed second term. In view of the vast experience of Sri J. V. Ramudu the Board recommends passing Special Resolution for his re-appointment as Non-Executive Independent Director pursuant to aforesaid SEBI Regulation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Sri J. V. Ramudu as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are enclosed at Annexure-A to this Notice.

None of the Directors and Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Sri J. V. Ramudu and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of the Members/Shareholders.

Annexure-A

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Details of Directors proposed to re-appoint:

Name of the Director	Sri A. Venkata Sanjeev
Director Identification Number (DIN)	07717691
Date of Birth	18 th June, 1991
Age (Years)	32
Qualification	Graduated in Mechanical Engineering
Experience (including expertise in specific functional area) / Brief Resume	<p>He joined as an Executive Director in 2019 prior to this he worked, as Manager- Operations, in the Company for about 5 years. His profile includes:</p> <ol style="list-style-type: none"> a. Planning Production, raw material procurement, quality control and dispatches at all Feed Plants and implementation of the same. b. Assist the Board in strategic planning for expansion and establishing new units. c. Ensure achievement of corporate objectives under the guidance of the Board. d. Responsible for efficient management of the operations.
Terms and Conditions of Re-appointment	Executive Director, liable to retire by rotation
Remuneration proposed to be paid (including sitting fees if any)	Remuneration as disclosed in report on Corporate Governance forming part of the Annual Report for the Financial year 2022-23
Date of first appointment on the Board	7 th June, 2019
Shareholding in the Company as on 31 st March, 2023	7,10,000 Equity shares
Relationship with other Directors / Key Managerial Personnel	Son of Sri A. Indra Kumar
Number of meetings of the Board attended during the financial year (2022-23)	7
Directorships of other Boards as on 31 st March, 2023	Srinivasa Cystine Private Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2023	-

Name of the Director	Mr. Bunluesak Sorajjakit
Director Identification Number (DIN)	02822828
Date of Birth	9 th February, 1961
Age (Years)	62
Qualification	Bachelor Degree of Production Technology, King Mongkut's Institute of Technology, Ladkrabang.
Experience (including expertise in specific functional area) / Brief Resume	Presently he is consultant advisors of Thai Union Feed PCL. Prior to this He worked as Chief Executive Officer of Thai Union Feeds Mill PCL, Thailand. He is a Technocrat and instrumental in bringing in changes in Shrimp farming methods and feed marketing methods.
Terms and Conditions of Re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation.
Remuneration proposed to be paid (including sitting fees if any)	Sitting fees as disclosed in report on corporate governance forming part of the Annual Report for the Financial year 2022-23.
Date of first appointment on the Board	30 th January, 2010
Shareholding in the Company as on 31 st March, 2023	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2022-23)	7
Directorships of other Boards as on 31 st March, 2023	<ol style="list-style-type: none"> 1. Thai Union Feedmill PCL 2. TCM Fishery Co. Ltd. 3. TMAC Co. Ltd. 4. Thai Union Hatchery Co. Ltd. 5. TMK Farm Co. Ltd. 6. PT Thai Union Karishma Lestari Pte Ltd. 7. Avanti Frozen Foods Private Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2023	-

Name of the Director	Sri J. V. Ramudu
Director Identification Number (DIN)	03055480
Date of Birth	1 st August, 1954
Age (Years)	69

Name of the Director	Sri J. V. Ramudu
Qualification	Post Graduate in Economics, Post Graduate in Law, and Post Graduate Certificate in Criminal Justice and Police Management from the University of Leicester, U.K
Experience (including expertise in specific functional area) / Brief Resume	Sri J. V. Ramudu retired from Indian Police Service in 2016 served in various capacities in the Indian Police Department of State of Andhra Pradesh. He was the First DGP (HOPF) of newly formed State of Andhra Pradesh. Post retirement he enrolled with the Bar Council of India. He is postgraduate in Economics and Law. He is on the Board of several Companies. A detailed resume is forms part of explanatory statement given in item no. 5 of the Notice.
Terms and Conditions of Re-appointment	Non-Executive, Independent Director, not liable to retire by rotation. As per terms and conditions mentioned in appointment letter.
Remuneration proposed to be paid (including sitting fees if any)	Sitting fees as disclosed in report on corporate governance forming part of the Annual Report for the Financial year 2022-23.
Date of first appointment on the Board	10 th November, 2018
Shareholding in the Company as on 31 st March, 2023	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2022-23)	7
Directorships of other Boards as on 31 st March, 2023	<ol style="list-style-type: none"> 1. Krishna Institute of Medical Sciences Limited 2. Suen Pharmaceuticals Limited 3. Endiya Trustee Private Limited 4. Sampada Business Solutions Limited 5. Sarvejana Healthcare Private Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2023	<ol style="list-style-type: none"> 1. Suen Pharmaceuticals Limited: Chairman of Stakeholder Relationship Committee & Corporate Social Responsibility Committee Member of Nomination & Remuneration Committee & Audit Committee 2. Krishna Institute of Medical Sciences Limited: Member of Nomination & Remuneration Committee

By Order of the Board
For AVANTI FEEDS LIMITED

A. Indra Kumar
Chairman & Managing Director
DIN: 00190168

Place: Hyderabad
Date: 24th May, 2023