

CORPORATE GOVERNANCE REPORT

- 1.Name of Listed Entity - **Avanti Feeds Limited**
 2.Issuer Code - 512573
 3.Half year ending - 30 – September- 2023

i. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	Director Identification Number (DIN)	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed ?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Remarks
Mr.	Alluri Indra Kumar	00190168	ED	MD	01-Apr-1998	01-Jul-2021			28-Feb-1962	NA		2	1	1	0	
Mr.	Cuddapah Ramachandra Rao	00026010	ED	MD	01-Oct-1994	01-Apr-2022			15-Jul-1952	NA		1	0	1	0	
Mr.	Nuthakki Ram Prasad	00145558	NED		07-Apr-1993	12-Aug-2022			02-Mar-1956	NA		1	0	1	1	
Mr.	Jasthi Venkata Ramudu	03055480	ID,C & NED		10-Nov-2018	10-Nov-2018		59	01-Aug-1954	NA		3	2	4	1	
Mr.	Alluri Venkata Sanjeev	07717691	ED		07-Jun-2019				18-Jun-1991	NA		1	0	0	0	
Mrs.	Kaza Kiranmayee	07117423	ID		11-Mar-2015	09-Aug-2019		103	30-Jan-1968	NA		1	1	1	0	
Mr.	Nanduri Venkata Divakara Soma Raju	05183133	ID		11-Mar-2015	09-Aug-2019		103	10-Mar-1948	Yes	09-Aug-2019	1	1	2	1	
Mr.	Vangala Narsi Reddy	08685359	ID		12-Nov-2020	12-Nov-2020		35	01-Jul-1959	NA		1	1	1	0	
Mr.	Bunluesak Sorajjakit	02822828	NED		30-Jan-2010	12-Aug-2022			09-Feb-1961	NA		1	0	0	0	Mr. Bunluesak Sorajjakit, Director, is a foreign National

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Alluri Indra Kumar	ED	Chairperson	07-Jun-2019	
2	Nanduri Venkata Divakara Soma Raju	ID	Member	07-Jun-2019	
3	Kaza Kiranmayee	ID	Member	07-Jun-2019	
4	Cuddapah Ramachandra Rao	ED	Member	07-Jun-2019	
5	Alluri Venkata Sanjeev	ED	Member	07-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Nanduri Venkata Divakara Soma Raju	ID	Chairperson	02-Aug-2021	
2	Alluri Indra Kumar	ED	Member	30-May-2014	
3	Jasthi Venkata Ramudu	ID,C & NED	Member	30-Oct-2020	
4	Vangala Narsi Reddy	ID	Member	02-Aug-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Alluri Indra Kumar	ED	Chairperson	30- May-2014	
2	Nuthakki Ram Prasad	NED	Member	30- May-2014	
3	Kaza Kiranmayee	ID	Member	30- May-2014	
4	Cuddapah Ramachandra Rao	ED	Member	30- May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
24-05-2023	-	Yes	10	4
23-06-2023	-	Yes	10	4
-	12-07-2023	Yes	10	4
-	10-08-2023	Yes	10	4
-	27.09.2023	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	47

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	24.05.2023	-	Yes	3	3
Audit Committee	22.06.2023	-	Yes	3	3
Audit Committee	-	12.07.2023	Yes	3	3
Audit Committee	-	10.08.2023	Yes	3	3
Audit Committee	-	27.09.2023	Yes	3	3
Nomination and Remuneration Committee	29.04.2023	-	Yes	4	3
Nomination and Remuneration Committee	-	27.09.2023	Yes	4	3
Stakeholders Relationship Committee	15.04.2023	-	Yes	3	2
Stakeholders Relationship Committee	-	17.07.2023	Yes	3	2
Risk Management Committee	07.04.2023	-	Yes	5	2
Risk Management Committee	-	17.07.2023	Yes	4	2
Corporate Social Responsibility Committee	29.04.2023	-	Yes	4	1
Corporate Social Responsibility Committee	-	17.07.2023	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	47

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

vi. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

vii) Additional Half Yearly Disclosure

Subject	Compliance status (Yes/No/NA)	Remark
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Not Applicable	

viii) Details of Cyber security incidence

Subject	Compliance status (Yes/No/NA)	Remark
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No	

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://avantifeeds.com/about/
Terms and conditions of appointment of independent directors	Yes		https://avantifeeds.com/board-of-directors/#T-and-C-of-Appointment-of-Independent-Director
Composition of various committees of board of directors	Yes		https://avantifeeds.com/leadership/
Code of conduct of board of directors and senior management personnel	Yes		https://avantifeeds.com/code-of-conduct/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-Whistle-Blower-Policy.pdf
Criteria of making payments to non-executive directors	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-Nomination-and-Remuneration-Policy.pdf
Policy on dealing with related party transactions	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-RPT-Policy-approved-on-12-02-2022.pdf
Policy for determining 'material' subsidiaries	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-Policy-on-Material-Subsidiaries.pdf
Details of familiarization programs imparted to independent directors	Yes		https://avantifeeds.com/v2/wp-content/uploads/2020/02/Details-of-the-Familiarization-Program-for-Independent-Directors-2022.pdf
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://avantifeeds.com/investor-contact/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://avantifeeds.com/investor-contact/
Financial results	Yes		https://avantifeeds.com/corporate-announcement/
Shareholding pattern	Yes		https://avantifeeds.com/corporate-announcement/#Shareholding-Pattern
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://avantifeeds.com/corporate-announcement/#Investor-Analyst-Corner
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://avantifeeds.com/corporate-announcement/#General
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://avantifeeds.com/corporate-announcement/#General

Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://avantifeeds.com/financial-reporting/#Subsidiary-Financial-Statements
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.avantifeeds.com
Materiality Policy as per Regulation 30	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-Policy-on-Disclosure-of-Material-Events.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://avantifeeds.com/v2/wp-content/uploads/2021/03/AFL-Dividend-Distribution-Policy.pdf
It is certified that these contents on the website of the listed entity are correct.	Yes		Yes
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) & (8)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Yes	
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Not Applicable	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes	
<i>D & O Insurance for Independent Directors</i>	<i>25(10)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes	

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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<p>Affirmations</p> <p><i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i></p>

Name : C. Ramachandra Rao
 Designation : Joint Managing Director, Company Secretary, Compliance Officer & CFO