



CIN: L16001AP1993PLC095778

Registered office: Flat No. 103, Ground Floor, "R" Square,
Pandurangapuram, Vishakhapatnam AP-530003

E-mail: investors@avantifeeds.com, **website:** www.avantifeeds.com

Tel: +91-40-23310260

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below is proposed to be passed by the Members of Avanti Feeds Limited ('Company') through Postal Ballot by way of remote electronic voting ('remote e-voting') process only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agents ('RTA') of the Company for facilitating remote e-voting. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) / RTA. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The Board of Directors of the Company at its meeting held on 21st December, 2023, have appointed Mr. V. Bhaskara Rao (Membership No.: FCS 5939, CP No: 4182), Proprietor, V. Bhaskara Rao & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. IST on Thursday, 18 th January 2024
Conclusion of remote e-voting period	5.00 p.m. IST on Friday, 16 th February 2024

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Friday, 16th February 2024. The remote e-voting facility will be disabled thereafter.

The Scrutinizer will submit his Report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before on Tuesday, 20th February 2024. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot notice.

The proposed resolution if approved, will be taken as having dully passed on the last date specified for e-voting by the requisite majority of members by means of Postal Ballot i.e., 16th February, 2024.

Special Business

1. APPOINTMENT OF MR. RAGHUNATH VEMALI (DIN: 10405110) AS A NON-EXECUTIVE, NOMINEE DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass, the following resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), and the Articles of Association of the Company, and based on the recommendations made by the Nomination and Remuneration Committee ("NRC") of the Company, Mr. Raghunath Vemali (DIN: 10405110), who was appointed as a Nominee Director from Andhra Pradesh Industrial Development Corporation Limited ("APIDC") by the Board of the Company with effect from 21st December, 2023 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing him as a Nominee Director, be and is hereby appointed as a Nominee Director of the Company and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to comply with all the requirements, including digitally signing and filing of various forms / e-forms with the Ministry of Corporate Affairs, Government of India, and to do all such acts and things as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For AVANTI FEEDS LIMITED

A. Indra Kumar
Chairman & Managing Director
DIN: 00190168

Place : Hyderabad

Date : 21st December, 2023

Notes

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice, and the relevant details of the Director as required by Regulation 36(3) of the Listing Regulations and as required under SS-2, is provided as an **Annexure-A** to this notice.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company / Depository participants / RTA and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 12th January 2024 (cut-off date). For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 6. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
4. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.avantifeeds.com, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of KFin at www.kfintech.com
5. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on investors@avantifeeds.com for inspection of the said documents.

6. Process for registration of e-mail address for obtaining Postal Ballot notice

- i. Members holding Shares in Physical Mode are requested to register / update by writing to KFin at einward.ris@kfintech.com
- ii. Members holding shares in Electronic mode are requested to contact their respective Depositor Participant(s).

After successful registration of e-mail address, a copy of this notice along with the e-voting user ID and password will be sent to the member registered e-mail address, upon request received from the member.

7. Process for registration of KYC:

Members are requested to register / update their KYC by following the given steps;

- 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 (e.g. Driving license, Passport, Bank statement, Aadhar) by e-mailing at einward.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/isrforms.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

KFIN Technologies Limited

Unit of Avanti Feeds Limited

Selenium Building, Tower-B, Plot No 31&32, Financial District,

Nanakramguda, Serilingampally, Hyderabad-500032, 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).

8. Instructions for voting through remote e-voting

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, remote e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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

Type of share holders	Login Method
Individual Shareholder (s) holding securities in demat mode with NSDL	<p>1 Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ul style="list-style-type: none"> i Visit the e-services website of NSDL at https://eservices.nsd.com either on a personal computer website or on a mobile. ii On the e-services homepage click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. There after, enter the existing user ID and password. iii 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. iv Click on Company name i.e. 'Avanti Feeds Limited' or ESP i.e. KFin Tech. v Member(s) will be re-directed to KFin Tech's website for casting their vote(s) during the remote e-Voting period.

	<p>2 Those not registered under IDeAS e-Services:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nSDL.com for registering. ii Select 'Register Online Ide as for IDeAS Portal' or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii Visit the e-Voting website of NSDL https://www.evoting.nSDL.com/ iv 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. v 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. vi After successful authentication, Members will be redirected to NSDL Depository site where in they can see e-Voting page. vii Click on Company name i.e 'Avanti Feeds Limited' or i.e KFinTech after which the Member will be redirected to KFin tech 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="text-align: center;">    </div>
	<p>4 Alternatively by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> i Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. ii Once the homepage of e-Voting system is launched, click on the icon "Login" which is available under 'Share holder/Member' section. iii 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. iv After successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFin Tech. v On successful selection, you will be redirected to KFin Tech e-Voting page for casting your vote(s) during the remote e-Voting period.

Type of share holders	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> <ul style="list-style-type: none"> i Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. ii Click on login icon & New System Myeasi tab iii Login with your registered user id and password. iv The members will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin Tech e-Voting portal. v Click on e-Voting service provider name to cast your vote(s).

	<p>2 User not registered for Easi / Easiest:</p> <ul style="list-style-type: none"> i Option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration ii Proceed with completing the required fields. iii 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> <ul style="list-style-type: none"> i Visit URL: www.cdslindia.com. ii Provide your demat Account Number and PAN iii System will authenticate member by sending OTP on registered Mobile & E-mail as recorded in the demat Account. iv 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'. v Members will be re-directed to the e-Voting page of KFinTech to cast their vote(s) with out 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, where in you can see e-Voting feature.
	III Click on options available against Avanti Feeds Limited or e-Voting service provider–KFin Tech and you will be redirected to e-Voting website of KFin Tech 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>Help desk 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	Help desk details
NSDL	evoting@nsdl.co.in Toll-free no.: 18001020990 / 1800224430.
CDSL	hlepdsk.evoting@cdslindia.com 022-23058738 / 022-23058542-43 / 1800225533

9. Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu where in you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVEN 7823'.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Cast your votes 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 confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at bhaskararaoandco@gmail.com with a copy marked to investors@avantifeeds.com
- xi. 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 Technologies Limited on 1800 309 4001 (Toll-free).
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10. General Instructions

1. All communications relating to equity shares / postal ballot 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, Tollfree Number 18003094001, e-Mail id: einward.ris@kfintech.com, website: www.kfintech.com.
2. As an ongoing endeavor to enhance Investor experience and leverage new technology, our KFin Tech have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A web-page 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>

E Sign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that e-Sign 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 web page 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 web page 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 terms of Section 102 and 110 of the Act

Item No. 1

The Company has a Nominee on the Board of Directors of the Company ("Board") representing "Andhra Pradesh Industrial Development Corporation Limited" ("APIDC") as an initial Investor in the equity shares of the Company as per the Investment Agreement dated 12th January, 1994. They have been nominating a director to represent APIDC from time to time.

The APIDC has withdrawn the nomination of present director Mr. G. Sudarsan Babu, (DIN: 09402807) Executive Director, APIDC, vide letter dated 25th September, 2023 and nominated Mr. Raghunath Vemali (DIN: 10405110), Vice Chairman and Managing Director, APIDC as a Nominee Director on the Board of the Company, in his place.

Consequent to withdrawal of nomination by APIDC, the Board, on the recommendation of the Nomination and Remuneration Committee (NRC), have approved the appointment of Mr. Raghunath Vemali as a Nominee Director of APIDC on the Board of the Company with effect from 21st December, 2023.

The Company is seeking the approval of shareholders for appointment of Mr. Raghunath Vemali, as a Non-Executive, Nominee Director on the Board of the Company in compliance with the applicable provisions under the Act & Listing regulations. Pursuant to Regulation 17(1C) of Listing Regulations, with effect from 1st January, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a Notice from APIDC, a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Raghunath Vemali: (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

As per the Investment Agreement with APIDC the sitting fee for attending meetings of the Board, reimbursement of expenses for participating in the Board and or Commission if payable shall be paid to the APIDC directly.

Details of Mr. Raghunath Vemali are provided in the Annexure-A to this Notice pursuant to provisions of (i) Listing Regulations and (ii) SS- 2. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Mr. Raghunath Vemali is interested in the Resolution set out at Item No.1 of the Notice with regard to his appointment. Relatives of Mr. Raghunath Vemali may be deemed to

be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution set out at Item No.1 of the Notice for approval by the Shareholders.

Annexure-A

Details of the Director seeking appointment pursuant to (i) Regulation 36(3) of the Listing Regulation and (ii) SS-2 are as under:

Details of Directors proposed to appoint

Name of the Director	Mr. Raghunath Vemali
Director Identification Number (DIN)	10405110
Date of Birth	19 th December, 1971
Age (Years)	52
Qualification	B. Tech
Experience (including expertise in specific functional area) / Brief Resume / Skills and capabilities	Mr. Raghunath is a 1995 batch direct recruit Group-1 officer. He worked in commercial tax department in various capacity as Asst. Commissioner, Deputy Commissioner and Joint Commissioner. He also worked as Executive Director in APIIC during 2014-15. Currently he is Vice Chairman and Managing Director of APIDC.
Terms and Conditions of Re-appointment	Nominee Director, not liable to retire by rotation
Remuneration proposed to be paid (including sitting fees if any)	Sitting fees and Commission as approved by the Board
Date of first appointment on the Board	21 st December, 2023
Shareholding in the Company as on 21 st December, 2023	Nil
Relationship with other Directors / KMP	Nil
Number of meetings of the Board attended as on 21 st December, 2023	Nil
Director ships of other Boards as on 21 st December, 2023	1. Andhra Pradesh Industrial Development Corporation 2. Andhra Petrochemicals Limited 3. Andhra Pradesh Heavy Machinery & Engineering Limited
Membership / Chairmanship of Committees of other Boards as on 21 st December, 2023	Nil

By Order of the Board
For AVANTI FEEDS LIMITED

A. Indra Kumar
Chairman & Managing Director
DIN: 00190168

Place : Hyderabad
Date : 21st December, 2023