



Avanti Feeds Limited

CIN: L1600TG1993PLC015214

Registered Office: G-2, Concorde Apartments, 6-3-658, Somajiguda, Hyderabad – 500 082.
Tel: (040) 23310260 / 261. Email: avantho@avantifeeds.com, website: www.avantifeeds.com

NOTICE

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

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") that Avanti Feeds Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot for the following purposes:

- 1) To shift the Registered Office of the Company from Hyderabad, State of Telangana to Visakhapatnam, State of Andhra Pradesh.
- 2) To keep Registers, copies of Returns etc., at Corporate Office (i.e. at a place other than Registered Office).
- 3) To alter Articles of Association of the Company.
- 4) To increase Borrowing Powers of the Board.
- 5) To create Charge on the assets of the Company.

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

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

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

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 05.00 P.M. on 28.07.2014. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of Karvy Computershare Pvt Ltd., Hyderabad for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The voting through Postal Ballot/e-voting will commence on Saturday, the 28th June, 2014 and end on Monday the 28th July, 2014.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of the Scrutiny. The results of Postal Ballot will be announced on Thursday, the 31st July, 2014 at 11.00 A.M., at the Registered Office of the Company at Hyderabad. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot. The results of the Postal Ballot will also be posted on the Company's website viz., www.avantifeeds.com. The Board of Directors has appointed Sri C. Ramachandra Rao, Joint Managing Director & Company Secretary as a person responsible for the entire Postal Ballot Process.

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company from Hyderabad, State of Telangana to Visakhapatnam, State of Andhra Pradesh.

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

"RESOLVED that pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Andhra Pradesh".

"RESOLVED FURTHER that upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from G-2, Concorde Apartments, 6-3-658, Somajiguda, Hyderabad – 500 082, Telangana State to H.No.3, Plot No.3, Baymount, Rishikonda, Visakhapatnam – 530 045, Andhra Pradesh".

"RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director, Sri C. Ramachandra Rao, Joint Managing Director and Sri K. Rammohan Rao, Director be and are hereby jointly and severally authorized to take such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution."

2. Keeping Registers, returns etc., at a place other than the Registered Office:

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

"RESOLVED that pursuant to provisions of Section 94(1) of the Companies Act and all other applicable provisions and relevant Rules applicable, if any, consent of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents at the Corporate Office: G-2 Concorde Apartments, 6-3-658, Somajiguda, Hyderabad.500 082, Telangana State (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.

"RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director and Sri C. Ramachandra Rao, Joint Managing Director & Company Secretary be and are hereby severally authorized to notify the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

3. **Alteration of Articles of Association:**

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

"RESOLVED that pursuant to Section 14 and other applicable provisions and relevant Rules, if any, of the Companies Act 2013, the existing Articles of Association of the Company ("Articles") be altered by insertion of following Article 115A after Article 115:

115-A: An individual may be appointed or reappointed to, or hold, the position of Chairperson of the Company and also as its Managing Director or Chief Executive Officer (as the case may be) at the same time."

"RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director and Sri C. Ramachandra Rao, Joint Managing Director & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

4. **Increase in Borrowing Powers of the Board:**

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

"RESOLVED that in supersession of the earlier Resolution(s) in respect of the Borrowing powers of the Board of Directors of the Company and in pursuance of Sec.180(1)(c) and other applicable provisions and relevant of the Rules applicable, if any, under the Companies Act, 2013 the Board of Directors of the Company be and is hereby authorized to borrow money by way of Rupee Term Loan / Foreign Currency Loan / Debentures / Bonds or other instruments / facilities, from time to time upto a limit not exceeding in the aggregate Rs.500 crore (Rupees five hundred crore only), including working capital loans, not withstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose."

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".

5. **Creation of Charge on the assets of the Company:**

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

"RESOLVED that in supersession of the earlier Resolution(s), consent of the Company be and is hereby accorded, in terms of the Section 180(1)(a) and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013, to the creation, by the Board of Directors of the Company, all such mortgage(s), charge(s) and hypothecation(s) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine from time to time, all or any of the movable and/or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) together with power to take over the management of the Company in certain events of default in favour of all or any of the Financial Institutions / Banks / any other investing agencies or any other person(s) / Bodies Corporate by private placements or otherwise to secure Rupee Term Loan(s) / Foreign Currency Loan(s) / Debenture(s) / Bond(s) or other instrument(s) of any equivalent aggregate value not exceeding Rs.500 crore (Rupees Five hundred crore only) together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment and other moneys payable under the agreement(s) / arrangement(s) entered into / to be entered into by the Company in respect of the said Loans /Debentures / Bonds / any other instruments."

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to finalize with the aforesaid parties or any of them, the documents for creating mortgage(s) / charge(s) and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents as may be considered necessary for the purpose of giving effect to this Resolution".

By Order of the Board
For Avanti Feeds Limited

Place: Hyderabad
Date : 30.05.2014

A. INDRA KUMAR
CHAIRMAN & MANAGING DIRECTOR

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members / Record of Depositories as on Friday, the 20th June, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of members as on 20.06.2014.
4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 20.06.2014 and these will be considered for voting.
5. The dispatch of the Postal Ballot Notices will be completed by 25.06.2014. The voting through Postal Ballot/e-voting will commence on 28.06.2014 and end on 28.07.2014.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects, should reach the Scrutinizer before 5.00 P.M. on 28.07.2014. The Postal Ballot received after the said date will be treated as not having been received.
7. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The Board of Directors of the Company has appointed Mr. V. Bhaskara Rao, Company Secretary in Practice, Hyderabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company.
10. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Thursday, the 31st July, 2014 at 11.00 A.M., at the Registered Office of the Company at Hyderabad. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.avantifeeds.com besides

communicating the same to the Bombay Stock Exchange Limited and Madras Stock Exchange Limited where the shares of the Company are listed.

11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
12. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

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

User – ID	For Members holding shares in Demat Form:- a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event No. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from 28.06.2014 at 9.00 A.M., to 28.07.2014 at 5.00 P.M. E-voting module will be disabled after 5.00 P.M., on July 28, 2014 for E-voting by shareholders.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Avanti Feeds Limited'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast his/her vote, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to afipostalballot2014@avantifeeds.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Avanti Feeds Limited_ Event no..".

Explanatory Statement :

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

Item No.1:

Shifting of Registered Office of the Company from Hyderabad, State of Telangana to Visakhapatnam, State of Andhra Pradesh.

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Andhra Pradesh. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Andhra Pradesh.

The State of Andhra Pradesh was bifurcated into State of Telangana and residuary State of Andhra Pradesh by A.P. Reorganization Act, 2014 passed by the Parliament and the appointed date for the bifurcation of the states is 02.06.2014. Therefore, it is proposed to shift the Registered Office of the company from Hyderabad, Telangana State to Visakhapatnam, residuary State of Andhra Pradesh. Visakhapatnam is considered as a cosmopolitan city next to Hyderabad, well connected with air, rail & road and also has seaport, coming under the residuary state of Andhra Pradesh. Moreover, the State Government Offices of the new State are also likely to be shifted in due course from Hyderabad. It has also Central Government Offices like DGFT, Senior Level Income Tax Offices etc., relevant for Company's business. It is proposed to locate the Registered Office at H.No.3, Plot No.3, Baymount, Rishikonda, Visakhapatnam-530 045. However, the Corporate Office of the Company will continue to operate from Hyderabad to coordinate Banking operations, purchases etc., due to well established infrastructure of the Company in Hyderabad in handling these matters.

The shifting of Registered Office from Hyderabad to Visakhapatnam will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 29 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No.2

Keeping Registers, returns etc., at a place other than the Registered Office:

The Registered Office of the Company is situated at G-2 Concorde Apartments, 6-3-658, Somajiguda, Hyderabad.500 082. Consequent on bifurcation of Andhra Pradesh into Telangana State and Andhra Pradesh, approval of the members through Postal Ballot is sought for, for shifting the Registered Office of the company from Hyderabad, Telangana State to Visakhapatnam, residuary State of Andhra Pradesh separately. On receipt of necessary approvals, the Registered Office will be shifted from Hyderabad to Visakhapatnam. However, the Corporate Office of the Company will continue to operate from Hyderabad to coordinate Banking operations, purchases etc., due to well established infrastructure of the Company in Hyderabad in handling these matters. The Board recommends to keep the registers maintained under Section 88(1) [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act and other documents at the Corporate Office at Hyderabad.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the company, in which more than one-tenth of the total number of members entered in the Register of Members reside, by passing a Special Resolution at the general meeting of the Company.

Out of the total number of members of 5,294 as on 30.05.2014, 732 members [being 13.83%] reside in Hyderabad. The Board commends the resolution as set out at Item No.2 for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

Item No.3:

Alteration of Articles of Association:

As per the provisions of Section 203 of the Companies Act 2013, [effective from 1.4.2014] in a company carrying on multiple businesses, an individual is not permitted to be appointed or reappointed as the Chairperson of the Company, in pursuance of the Articles of Association of such Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time, unless the Articles of Association of the Company provide otherwise.

As it would be advantageous to have the same individual as Chairperson and Managing Director for monitoring the affairs of the company, it is proposed to alter the existing Articles of Association of the Company in a manner so as to enable an individual to hold the positions as Chairman and Managing Director of the Company at the same time.

Under Section 14 of the Companies Act, 2013, Alteration of Articles of Association requires approval of the members by way of a Special Resolution.

The Board commends the Resolution set out at Item No. 3 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No.4 & 5:

Increase in Borrowing Powers & Creation of Charge on the assets of the company:

The members of the Company at its 5th Annual General Meeting held on 26.09.1998 accorded approval under Sec.293(1)(a) & (1)(d) of the Companies Act, 1956, for borrowing / creation of charge on the assets of the company not exceeding Rs.50 crore over and above the aggregate of paid up share capital and free reserves of the company.

Sec.180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of aggregate of Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and Sec.180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, except with the consent of the members accorded by way of Special Resolution.

Since the Company is envisaging to undertake expansion of its business activities during the current year and also drawing up ambitious expansion plans in near future, the existing borrowing limit of Rs.50.00 crore over and above paid up capital and free reserves is considered grossly inadequate considering future investment plans. Hence, it is proposed to enhance the borrowing powers to Rs.500.00 crore (Rupees Five hundred crore only) in excess of aggregate of paid up capital and free reserves.

The Board commends the Resolutions set out at Item No. 4 & Item No. 5 for approval of the Members as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise in the Resolutions.

By Order of the Board
For Avanti Feeds Limited

A. INDRA KUMAR
CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad
Date : 30.05.2014



Avanti Feeds Limited

CIN: L1600TG1993PLC015214

Registered Office: G-2, Concorde Apartments, 6-3-658, Somajiguda, Hyderabad – 500 082.
Tel: (040) 23310260 / 261. Email: avantiho@avantifeeds.com, website:www.avantifeeds.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered address of the Sole/first named :
member

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No. / DP ID No.*/ Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 30.05.2014 of Avanti Feeds Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>Shifting of Registered Office of the Company from Hyderabad, State of Telangana to Visakhapatnam, State of Andhra Pradesh.</p> <p>"RESOLVED that pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:</p> <p>II. The Registered Office of the Company will be situated in the State of Andhra Pradesh".</p> <p>"RESOLVED FURTHER that upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from G-2, Concorde Apartments, 6-3-658, Somajiguda, Hyderabad – 500 082, Telangana State to H.No.3, Plot No.3, Baymount, Rishikonda, Visakhapatnam – 530 045, Andhra Pradesh".</p> <p>"RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director, Sri C. Ramachandra Rao, Joint Managing Director and Sri K. Rammohan Rao, Director be and are hereby jointly and severally authorized to take such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution."</p>			

2.	<p>Keeping Registers, returns etc., at a place other than the Registered Office:</p> <p>“RESOLVED that pursuant to provisions of Section 94(1) of the Companies Act and all other applicable provisions and relevant Rules applicable, if any, consent of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents at the Corporate Office: G-2 Concorde Apartments, 6-3-658, Somajiguda, Hyderabad.500 082, Telangana State (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.</p> <p>“RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director and Sri C. Ramachandra Rao, Joint Managing Director & Company Secretary be and are hereby severally authorized to notify the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”</p>			
3.	<p>Alteration of Articles of Association:</p> <p>“RESOLVED that pursuant to Section 14 and other applicable provisions and relevant Rules, if any, of the Companies Act 2013, the existing Articles of Association of the Company (“Articles”) be altered by insertion of following Article 115A after Article 115:</p> <p>115-A: An individual may be appointed or reappointed to, or hold, the position of Chairperson of the Company and also as its Managing Director or Chief Executive Officer (as the case may be) at the same time.”</p> <p>“RESOLVED FURTHER that Sri A. Indra Kumar, Chairman & Managing Director and Sri C. Ramachandra Rao, Joint Managing Director & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”</p>			
4.	<p>Increase in Borrowing Powers of the Board:</p> <p>“RESOLVED that in supersession of the earlier Resolution(s) in respect of the Borrowing powers of the Board of Directors of the company and in pursuance of Sec.180(1)(c) and other applicable provisions and relevant of the Rules applicable, if any, under the Companies Act, 2013 the Board of Directors of the Company be and is hereby authorized to borrow money by way of Rupee Term Loan / Foreign Currency Loan / Debentures / Bonds or other instruments / facilities, from time to time upto a limit not exceeding in the aggregate Rs.500 crore (Rupees five hundred crore only), including working capital loans, not withstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose”.</p> <p>“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution”.</p>			

5.	<p>Creation of Charge on the assets of the Company:</p> <p>“RESOLVED that in supersession of the earlier Resolution(s), consent of the Company be and is hereby accorded, in terms of the Section 180(1)(a) and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013, to the creation, by the Board of Directors of the Company, all such mortgage(s), charge(s) and hypothecation(s) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine from time to time, all or any of the movable and/or immovable properties of the company both present and future and/or the whole or any part of the undertaking(s) together with power to take over the management of the Company in certain events of default in favour of all or any of the Financial Institutions / Banks / any other investing agencies or any other person(s) / Bodies Corporate by private placements or otherwise to secure Rupee Term Loan(s) / Foreign Currency Loan(s) / Debenture(s) / Bond(s) or other instrument(s) of any equivalent aggregate value not exceeding Rs.500 crore (Rupees Five hundred crore only) together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment and other moneys payable under the agreement(s) / arrangement(s) entered into / to be entered into by the Company in respect of the said Loans /Debentures / Bonds / any other instruments.</p> <p>“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to finalize with the aforesaid parties or any of them, the documents for creating mortgage(s) / charge(s) and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents as may be considered necessary for the purpose of giving effect to this Resolution”</p>			
----	---	--	--	--

Place :
Date :

Signature of the Member

Last date for receipt of Postal Ballot Form by the Scrutinizer: **28.07.2014 before 5.00 P.M.**

Note : Please carefully read the instructions printed overleaf before exercising the vote.

-----X-----X-----X-----

Electronic Voting Particulars

EVSN (E- Voting Sequence Number)	USER ID	PASSWORD/PIN

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

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM:

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the scrutinizer in the attached postage prepaid self addressed envelope. Postage will be borne and paid by Avanti Feeds Limited (the "Company"). Envelope containing Postal Ballot form, if deposited in person or sent by courier at the expense of Member(s) will also be accepted.
2. The postage prepaid self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member. In case Postal Ballot form is signed through a delegate, a copy of the power of attorney shall be annexed to the Postal Ballot form. There will be one Postal Ballot form for every folio / client ID irrespective of the number of joint holders.
4. In the case of equity shares held by Companies, trusts, societies etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution / Authority Letter.
5. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick (P) mark in the appropriate column in the Postal Ballot form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
7. Duly completed postal ballot form should reach the scrutinizer not later than 28.07.2014 before 5.00 P.M. Postal Ballot Form received after this date will be strictly treated as if the reply from such member(s) has not been received.
8. Members are requested to fill the Postal Ballot form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members whose name appears in the register of members / record of depositories as on 20.06.2014.
10. The result of the Postal Ballot will be declared on 31.07.2014 at 11.00 A.M., at the Registered Office of the Company at Hyderabad.
11. The Postal Ballot shall not be exercised by the proxy.
12. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A member may request for a duplicate Postal Ballot form if so required and the same duly completed should reach the scrutinizer not later than the date specified under instruction No.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the members to enable them to cast their vote electronically instead of dispatching Postal Ballot form. The detailed procedure is enumerated in the notes the Postal Ballot Notice.
15. A member need not use all his votes nor cast all his votes in the same way.
