

A vibrant rainbow-colored diagonal line runs from the bottom-left corner towards the top-right corner of the page, adding a dynamic and colorful element to the design.

21st Annual Report 2013-2014

www.avantifeeds.com



Mr. Thiraphong Chansiri, President & CEO, Thai Union Frozen Products PCL., Thailand and Mr. A. Indra Kumar, Chairman & Managing Director of Avanti Feeds Limited at the inauguration function of new shrimp feed manufacturing plant at Kovvur.



Mr. Rittirong Boonmechote, Managing Director (Shrimp Product Lines), Thai Union Frozen Products PCL., Thailand, Mr. Thiraphong Chansiri and Mr. A. Indra Kumar at the inauguration function of new shrimp feed manufacturing plant at Kovvur.

BOARD OF DIRECTORS

A. Indra Kumar
Chairman & Managing Director

C. Ramachandra Rao
Joint Managing Director and Company Secretary

A.V. Achar

N. Ram Prasad

K. Ramamohana Rao

B.V. Kumar

Anita Rajendra, IAS, Nominee-APIDC

M.S.P. Rao

Bunluesak Sorajjakit

Wai Yat Paco Lee

AUDITORS

Karvy & Co
Chartered Accountants
Bhooma Plaza
Street No.4
Avenue 7, Banjara Hills
HYDERABAD - 500 034.

BANKERS

State Bank of India
Rabo Bank International

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare Private Limited
Plot No. 17 to 24, Vittal Rao Nagar
Madhapur, Hyderabad - 500 081

REGISTERED OFFICE

G-2, Concorde Apartments
6-3-658 Somajiguda
Hyderabad - 500 082.

Website : www.avantifeeds.com

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NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of M/s. Avanti Feeds Limited (CIN: L16001TG1993PLC015214) will be held on Saturday, the 2nd August, 2014 at 11.00 A.M., at K. L. N. Prasad Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI), 11-6-841, FAPCCI Marg, Red Hills, Hyderabad – 500 004, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2014 including Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended 31st March, 2014 along with the Report of Board of Directors and Auditors thereon.
2. To declare dividend of Rs.15/- per equity share of Rs.10/- each fully paid-up for the year 2013-14.
3. To appoint a Director in place of Sri N. Ram Prasad (DIN: 00145558), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. Karvy & Company, Chartered Accountants, Hyderabad (ICAI Registration No.01757S) as Auditors for a period of three years (i.e. 2014-15, 2015-16 and 2016-17) to hold office from the conclusion of this (21st) Annual General Meeting until the conclusion of the 24th Annual General Meeting and to authorize the Board of Directors, to fix their remuneration.

SPECIAL BUSINESS:

5. Appointment of Sri B. V. Kumar as Independent Director:

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

"RESOLVED that pursuant to Sec.149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri B. V. Kumar (DIN 00532256), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019.

6. Appointment of Sri A. V. Achar as Independent Director:

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

"RESOLVED that pursuant to Sec.149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri A. V. Achar (DIN 00325886), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019.

7. Appointment of Sri M. S. P. Rao as Independent Director:

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

"RESOLVED that pursuant to Sec.149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri M. S. P. Rao (DIN 00482071), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019.

8. Appointment of Sri K. Ramamohana Rao as Independent Director:

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

"RESOLVED that pursuant to Sec.149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri K. Ramamohana Rao (DIN 02384687), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019.

9. Appointment of Sri A. Indra Kumar, Managing Director as Chairman & Managing Director and approval to increase the Remuneration:

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

"RESOLVED that pursuant to Sec.203 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act 2013, Sri A. Indra Kumar (DIN:00190168), Managing Director of the Company be and is hereby appointed as Chairman & Managing Director of the Company [i.e. appointment as Chairman in addition to his present position as Managing Director] with effect from 07.02.2014, without any variation in the period of the appointment.

RESOLVED FURTHER that pursuant to Sec.197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions and relevant Rules applicable, if any, of the said Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to obtaining necessary approvals of financial institutions, consent of the Company be and is hereby accorded for increase in remuneration of Sri A. Indra Kumar, Chairman & Managing Director of the company for the

unexpired period of his term from 01.07.2014 to 30.06.2016, partly by way of Salary, Allowances, perquisites and Ex-gratia and partly by way of Commission on net profits of the Company, as detailed below :

I. Salary: Rs.8,16,000 - Rs.81,600 - Rs.8,97,600

Perquisites :

In addition to the salary as above, perquisites payable are as under:

Category A:

A) Housing:

Unfurnished accommodation or House Rent Allowance, subject to a limit of 60% of the salary per month. The expenditure incurred by the Company on Gas, Electricity, Water expenses and Furnishing, to be valued as per Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of salary.

Category B:

a) Company's contribution towards Provident Fund subject to a ceiling of 12% of salary.

b) Company's contribution towards pension/superannuation funds shall not together with the Company's contribution towards Provident Fund, exceed 25% of the salary or such other higher percentage thereof, as may be laid down from time to time under the Income Tax Rules.

c) Contribution to Provident Fund, Superannuation Fund and annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

d) Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of Rs.10,00,000 or such higher ceiling as may be fixed from time to time by the Central Government.

II. Ex-gratia:

Yearly Ex-gratia subject to a limit of 20% of the annual basic remuneration.

III. Commission:

In addition to salary and perquisites as above, Sri A. Indra Kumar, Chairman & Managing Director shall be entitled to commission at the rate of 4% of the net profits of the Company in the manner laid down under Sec. 198 of the Companies Act, 2013 and other applicable provisions of the said Act.

IV. Minimum Remuneration:

"RESOLVED FURTHER that pursuant to Section 197 read with Schedule V to the Companies Act, 2013 where in any financial year the Company incurs loss or its profits are inadequate, the Salary, Perquisites, allowances and Ex-gratia as specified above be paid as Minimum Remuneration of Rs.2,04,55,680/- and Rs.2,24,53,248/- for the fourth and fifth years of appointment (i.e.01.07.2014 to 30.06.2015 and 01.07.2015 to 30.06.2016) subject to approval of Central Government, if any.

"RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to this Resolution".

10. Remuneration of Cost Auditors for the year 2014-15:

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

“RESOLVED that pursuant to Sec.148 of the Companies Act, 2013 and other applicable provisions if any, and the Companies (Audit and Auditors) Rules, 2014 M/s Sagar & Associates, Cost accountants, Hyderabad, the Cost Auditors appointed by the Board of Directors of the company, to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2015, be paid a Remuneration of Rs.1,00,000/- (Rupees One lakh only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, to give effect to this Resolution”.

By Order of the Board
for **Avanti Feeds Limited**

A. INDRA KUMAR
Chairman & Managing Director

Place: Hyderabad
Date: 30.05.2014