

Report on Corporate Governance

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is given below:

1. Company's Philosophy on Code of Governance :

The Company believes that good Corporate Governance is an intrinsic part of its fiduciary responsibility as a responsible corporate citizen. Corporate Governance is about commitment to values and ethical business conduct. The Company's philosophy on Corporate Governance envisages achievement of highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, lenders and the Government. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. The Company's Board extends its fiduciary responsibilities in the widest sense of the term and also endeavors to enhance long term shareholder value by serving and protecting the interests of all the stakeholders.

2. Board of Directors:

The Company's policy is to have optimum combination of Executive and Non-Executive Directors, to ensure independent functioning of the Board. The Board consists of both promoters, external and independent Directors and include a Woman Director.

The functions, responsibility, role and accountability of the Board are well defined. The detailed reports of the Company activities and performances are periodically placed before the Board for effective decision making.

The day-to-day management of the Company is conducted by the Chairman & Managing Director and the Joint Managing Director, subject to the overall supervision and control of the Board of Directors.

2.01 The details of the composition and Category of Directors of the Board as on 31.03.2018 is as under:

Sl No	Name of Director / Director Identification Number (DIN)	Executive Director (ED) Non-executive Director (NED), Non-executive Women Director (NEWD), Independent Director (ID), Nominee Director (ND)	Number of Board Meetings Held	Number of Board Meetings Attended	Attendance in Last AGM on 12th August 2017
1.	Sri A. Indra Kumar DIN:00190168	Chairman & Managing Director -Promoter	4	4	Yes
2.	Sri C. Ramachandra Rao DIN:00026010	Joint Managing Director, Company Secretary & Chief Financial Officer	4	3	Yes
3.	Sri N. Ram Prasad DIN:00145558	NED	4	4	Yes
4.	Sri A. V. Achar DIN:00325886	NED/ID	4	3	Yes
5.	Sri K. Ramamohana Rao DIN:02384687	NED/ID	4	3	Yes
6.	Sri Kartikeya Misra, IAS DIN:6440653 (from 20.09.2016 to 03.07.2017) Nominee of APIDC – represented as Equity Investor	ND	1	0	No
7.	Sri Siddharth Jain IAS DIN: (from 04.07.2017 to 31.01.2018) Nominee of APIDC – represented as Equity Investor	ND	2	1	No
8.	Sri Solomon Arokia Raj, IAS DIN:06802660 (from 01.02.2018) Nominee of A.P.I.D.C – represented as Equity Investor	ND	1	0	No
9.	Sri B V Kumar DIN:00532256	NED/ID	4	4	Yes

Sl No	Name of Director / Director Identification Number (DIN)	Executive Director (ED) Non-executive Director (NED), Non-executive Women Director (NEWD), Independent Director (ID), Nominee Director (ND)	Number of Board Meetings Held	Number of Board Meetings Attended	Attendance in Last AGM on 12th August 2017
10.	Sri M S P Rao DIN:00482071	NED/ID	4	4	Yes
11.	Mr. Bunluesak Sorajjakit DIN: 02822828	NED	4	3	Yes
12.	Mr. Wai Yat Paco Lee DIN: 02931372	NED	4	4	Yes
13.	Sri N.V.D.S. Raju DIN:05183133	NED/ID	4	4	Yes
14.	Smt. K. Kiranmayee DIN:07117423	NEWD/ID	4	3	Yes

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. None of the Directors are members of more than 10 committees or Chairman of more than 5 committees in public limited companies in which they are Directors. The terms and conditions of their appointment is available on the website of the Company at www.avantifeeds.com. Necessary disclosures have been obtained from the Directors regarding their Directorship(s) and have been taken on record by the Board.

2.02 Number of other companies or committees the Director (being a Director as on the date of Directors' Report) is a Director / Chairman

Sl No	Name of the Director(s)	No. of other Companies in which Director	No. of Committees (excluding Avanti Feeds Limited)	
			Membership	Chairmanship
1	Sri A. Indra Kumar	11	-	-
2	Sri C. Ramachandra Rao	9	-	-
3	Sri N. Ram Prasad	4	-	-
4	Sri A.V. Achar	1	-	-
5	Sri K. Ramamohana Rao	4	-	-
6	Sri Kartikeya Misra, IAS (from 20.09.2016 to 03.07.2017)	11	-	-
7	Sri Sidharth Jain IAS (from 04.07.2017 to 31.01.2018)	-	-	-
8	Sri Solomon Arokia Raj IAS (from 01.02.2018)	9	-	-
9	Sri B V Kumar	-	-	-
10	Sri M S P Rao	7	-	-
11	Mr. Bunluesak Sorajjakit	6	-	-
12	Mr. Wai Yat Paco Lee	3	-	-
13	Sri N. V. D.S. Raju	1	-	-
14	Smt K. Kiranmayee	-	-	-

2.03 The details of Meetings of Board of Directors held during FY 2017-18:

Four (4) Meetings of Board of Directors were held during the year 2017-18. The time gap between any two Board Meetings did not exceed by more than one hundred and twenty days.

The dates on which the said Board Meetings were held during 2017-18 are as follows:

Sl.No.	Date of Board Meeting
1	13.05.2017
2	11.08.2017
3	11.11.2017
4	09.02.2018

2.04 Disclosure of relationship between Directors inter-se:

Sri N. Ram Prasad, Director, is the spouse of Sri A. Indra Kumar's sister. None of the other Directors are related to any other Director on the Board.

2.05 Statement showing number of Equity Shares held by the Non-executive Directors as on 31st March 2018.

The details of the equity shares held by the Non-executive Directors as on 31.3.2018 are as under:

Name of the Non-executive Director S/Sri	Number of equity shares of ₹ 2/- each held (as on 31.03.2018)
N. Ram Prasad	1,03,000
A. V. Achar	1,000
B.V. Kumar	NIL
M.S.P. Rao	NIL
K. Ramamohana Rao	NIL
N.V.D.S. Raju	NIL
K. Kiranmayee	1,850
Bunluesak Sorajjakit	NIL
Wai Yat Paco Lee	NIL
Solomon Arokia Raj IAS Nominee of APIDC	NIL

2.06 The following are the Independent Directors of the Company:

Sl.No.	Name S/Sri.	Designation
1	B.V. Kumar	Non-Executive Independent Director
2	A.V. Achar	Non-Executive Independent Director
3	M.S.P. Rao	Non-Executive Independent Director
4	K. Ramamohana Rao	Non-Executive Independent Director
5	N.V. D.S. Raju	Non-Executive Independent Director
6	K. Kiranmayee	Non-Executive Women Independent Director

The letter(s) of appointment to the above Independent Directors were issued by the Company after their appointment and the same are disseminated on the website of the Company i.e. www.avantifeeds.com

2.07 Criteria of Independence of Independent Directors:

Sri A.V. Achar, Sri B.V. Kumar, Sri M.S.P. Rao, Sri K. Ramamohana Rao, Sri N.V.D.S. Raju and Smt. K. Kiranmayee Independent Directors, have furnished a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

2.08 Familiarisation Programme for Independent Directors:

The Company familiarises the Independent Directors of the Company on their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes. The details of the familiarisation programme conducted on 17.03.2018 are disseminated on the website of the Company at www.avantifeeds.com.

3. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:

Details of Directors seeking appointment/re-appointment at the ensuing Annual

General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 are under:

Name of the Director	Mr. N. Ram Prasad	Mr. Bunlesak Sorajjakit
Director Identification No.	00145558	2822828
Date of Birth	02.03.1956	09.02.1961
Date of appointment	07.04.1993	30.01.2010
Brief resume of the Director, including nature of expertise in specific functional areas	He is MS (Chem.) from United States of America with vast industrial and management experience.	He is the Managing Director of Thai Union Feedmill Company, Bangkok. He is a Technocrat and instrumental in bringing in changes in shrimp farming methods and feed marketing methods.
No. of shares held in the Company	1,03,000 Equity Shares of ₹ 2/- each.	NIL

Name of the Director	Mr. N. Ram Prasad	Mr. Bunlesak Sorajjakit
Names of entities in which the person also holds the Directorship and membership of the Committees of the Board	1. S E Gases Pvt. Ltd. - Managing Director 2. Srinivasa Cystine Pvt. Ltd.- Director. 3. Southern Electrodes Ltd. - Director 4. Pumps India Pvt. Ltd.- Director	1. Thai Union Feedmill Co. Ltd., Bangkok- Managing Director. 2. TCM Fishery Co Ltd., Bangkok – Director 3. TMAC Co. Ltd Bangkok – Director 4. Thai Union Hatchery Co Ltd., Bangkok, - Director 5. TMK Form Co Ltd, Bangkok – Director 6. Avanti Frozen Foods Pvt Ltd., - Director
Inter-se relationship between Directors	He is the spouse of Sri A. Indra Kumar's sister.	NIL

4. Subsidiary Companies:

The Company has two unlisted subsidiary companies viz., Avanti Frozen Foods Pvt. Ltd. (subsidiary company) and SVIMSAN Exports & Imports Pvt. Ltd. (wholly owned subsidiary). Avanti Frozen Foods Pvt. Ltd. is a material subsidiary of the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Reg. 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company appointed Sri K. Ramamohana Rao, Independent Director of the Company, as Director on the Board of Avanti Frozen Foods Private Ltd. material subsidiary of the Company.

The minutes of the meetings of the Board of Directors of Subsidiaries along with a report on the significant transactions of the above subsidiaries during the year 2017-18 are placed before the meetings of the Audit Committee once in a quarter. The Company has formulated a policy for determining the Material subsidiary and the policy is disseminated on the website of the Company at www.avantifeeds.com

5. Audit Committee:

5.01 Brief description and terms of reference:

In addition to the matters provided in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the Audit Committee reviews reports of the Internal Auditor, meets Statutory Auditors i.e. Tukaram & Company, Chartered Accountants, Hyderabad as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

5.02 Composition & Attendance at the Meeting:

The composition of the Audit Committee and details of meetings attended by the Members of the Audit Committee during the financial year ended 31st March 2018 are as under:

Name	Category	Designation	Meetings held during the year	Meetings attended during the tenure
Sri A V Achar	Non-executive Independent Director	Chairman	4	4
Sri K Ramamohana Rao	Non-executive Independent Director	Member	4	3
Sri M S P Rao	Non-executive Independent Director	Member	4	4
Sri B.V.Kumar	Non-executive Independent Director	Member	4	4
Sri C. Ramachandra Rao	JMD, CS and CFO	Compliance Officer	4	4

5.03 Details of the Audit Committee Meetings held during the financial year 2017-18:

Four (4) Meetings of the Audit Committee were held during the year 2017-18. The dates on which the said Board Meetings were held during 2017-18 are as follows:

Sl.No.	Date of Meeting
01	29.04.2017
02	29.07.2017
03	04.11.2017
04	03.02.2018

5.04 General:

The Minutes of the Audit Committee meetings were circulated to the Board, where it was discussed and taken note. The Audit Committee considered and reviewed the accounts for the year 2017-18, before it was placed in the Board. The Committee periodically interacts with the independent auditors, reviews the Company's financial and risk management policies and adequacy of internal controls with the management and is responsible for effective supervision of the financial reporting process and compliance with financial policies.

The Internal Auditor reports directly to the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 12th August 2017.

6. Nomination & Remuneration Committee:

6.01 Brief Description and Terms of Reference of the Nomination & Remuneration Committee:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on the diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

6.02 Composition & Attendance at the Meeting:

The composition of the Nomination and Remuneration Committee and details of the Committee Meetings held on 13.05.2017 and 19.07.2017 are given below:

Sl No	Name	Category	Designation	No. of meetings held	No. of meetings attended
1	Sri B.V. Kumar	Independent Director	Chairman	2	2
2	Sri A. Indra Kumar	Chairman & Managing Director	Member	2	1
3	Sri A.V. Achar	Independent Director	Member	2	1
4	Sri K. Ramamohana Rao	Independent Director	Member	2	2
5	Sri C. Ramachandra Rao	Joint Managing Director, Company Secretary & Chief Financial Officer	Compliance Officer	2	2

6.03 Performance Evaluation Criteria for Directors:

The Nomination and Remuneration Committee at its meeting held on 25.3.2017 decided to implement an internal assessment method of evaluation and formulated criteria for evaluation of Directors, Committees and Board taking in to account the criteria indicated by the SEBI in its Guidance Note circulated on 05.01.2017.

7. Evaluation:

7.01 Nomination & Remuneration Committee:

Pursuant to the provisions of the Companies Act, 2013 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee evaluated every Director on the basis of criteria for evaluation of Directors formulated by it. The evaluation was made on the basis of a structured questionnaire taking into account the indicative criteria prescribed by the SEBI in its Guidance Note. The criteria inter alia include qualification, experience, knowledge and competency, ability to function as a team, availability and attendance, etc. The Members of the Committee evaluated all the individual Directors. The Director being evaluated did not participate in the evaluation process.

Sri Kartikeya Misra, IAS, and Sri Solomon Arokia Raj, IAS Nominee Directors of Andhra Pradesh Industrial Development Corporation Limited, were excluded from the process of evaluation, since (i) Sri Kartikeya Misra, IAS could not attend the Board Meetings held during his tenure as Director and (ii) Sri Solomon Arokia Raj, IAS could not attend the Board Meetings held after his appointment on 01.02.2018.

7.02 Separate Meeting of Independent Directors:

A separate Meeting of the Independent Directors, without the attendance of Independent Directors and members of the management, was held on 14.05.2018. The Independent Directors (a) reviewed the performance of the Non-Independent Directors and the Board, (b) reviewed the performance of the Chairperson of the Company and (c) assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

The evaluation was made on the basis of structured questionnaire taking into account the indicative criteria prescribed by the SEBI in its Guidance Note. The criteria inter alia include qualification, experience, knowledge and competency, ability to function as a team, availability and attendance, etc. The Independent Directors evaluated the performance of Non-independent Directors, Chairman and the Board.

Sri Kartikeya Misra, IAS and Sri Solomon Arokia Raj, IAS Nominee Directors of Andhra Pradesh Industrial Development Corporation Limited, were excluded from the process of evaluation, since (i) Sri Kartikeya Misra, IAS could not attend the Board Meetings held during his tenure as Director and (ii) Sri Solomon Arokia Raj, IAS could not attend the Board Meetings held after his appointment on 01.02.2018.

7.03 Evaluation by Board:

The Board has carried out the annual performance evaluation of its own performance, the Directors individually (excluding the Director being evaluated) as well as the evaluation of the working of its Committees. The evaluation was made on the basis of structured questionnaire taking into account the indicative criteria prescribed by the SEBI in its Guidance Note. The criteria inter alia include qualification, experience, knowledge and competency, ability to function as a team, availability and attendance, etc.

Sri Kartikeya Misra, IAS and Sri Solomon Arokia Raj, IAS Nominee Directors of Andhra Pradesh Industrial Development Corporation Limited, were excluded from the process of evaluation, since (i) Sri Kartikeya Misra, IAS could not attend the Board Meetings held during his tenure as Director and (ii) Sri Solomon Arokia Raj, IAS could not attend the Board Meetings held after his appointment on 01.02.2018.

7.04 The Feedback on the evaluation was given by the Chairman and Managing Director/Chairman of the Committee to each Director and the Committee concerned.

8. Remuneration of Directors:

8.01 Criteria for making payments to Non-executive Directors:

The Company has laid down the criteria for making payments to the Non-executive Directors. The details of such criteria are available in the Nomination & Remuneration Policy disseminated on the website of the Company at www.avantifeeds.com

8.02 Non-executive Directors' Compensation & Disclosures:

The Non-executive Directors are entitled for (i) a sitting fee of ₹ 15,000/- (Rupees fifteen thousand only) and (ii) reimbursement of travel and hotel accommodation and other expenses incurred by them, for attending Board/Committee Meetings. Pursuant to Reg.34(3) and Sch.V of the SEBI(LODR) Regulations, 2015, the details of the remuneration paid to Chairman & Managing Director, Joint Managing Director, Company Secretary & CFO and Non-executive Directors (including Independent Directors) are indicated in the Extract of MGT-9 enclosed to the Board's Report.

8.03 Nomination & Remuneration Policy & Policy on Board Diversity:

The Remuneration policy of the Company is performance driven and is structured to motivate employees, recognise their merits and achievements and promote excellence in their performance. The Nomination and Remuneration Policy of the Company is disseminated on the website of the Company at www.avantifeeds.com. The Policy on Board diversity of the Company was reviewed by the Nomination and Remuneration Committee and disseminated on the website of the Company at www.avantifeeds.com.

8.04 The remuneration paid/payable to the Managing Director, Joint Managing Director, Company Secretary & CFO of the Company for the year ended 31st March 2018 is as under:

(₹ in Lakh)				
Name and Designation	All elements of remuneration package i.e., salary benefits, pension, Commission on profits, etc.	Fixed Component and performance-linked incentives along with the performance criteria	Service Contract Notice Period and Severance Fees	Stock option with details, if any, and whether issued at discount as well as the period over which accrued and over which exercisable
A. Indra Kumar Chairman & Managing Director	2956.14	-	-	-
B. Ramachandra Rao Joint Managing Director, Company Secretary and CFO	2142.42	-	-	-

9. Corporate Social Responsibility Committee:

9.01 Composition:

Sl. No.	Name	Designation	Chairman/ Members
1	Sri A. Indra Kumar	Chairman & Managing Director	Chairman
2	Sri C. Ramachandra Rao	Joint Managing Director, Company Secretary & CFO	Member & Compliance Officer
3	Sri N. Ram Prasad	Non-executive Non-independent Director	Member
4	Sri A.V. Achar	Independent Director	Member
5	Sri B.V. Kumar	Independent Director	Member
6.	Smt K Kiranmayee	Independent Director	Member

9.02 Terms of Reference:

The Committee is primarily responsible for formulating and recommending to the Board of Directors a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR activities.

9.03 CSR Policy:

The Company's CSR Policy is disseminated at www.avantifeeds.com

During the year 2017-18, one (1) meeting of the Corporate Social Responsibility Committee was held on 27.03.2018.

As per Sec.135(5) of the Companies Act, 2013, an amount of 2 percent of the average Net Profits of the Company made during the three immediately preceding financial years, which works out to ₹ 515.40 Lakh, is to be spent towards Corporate Social Responsibility Activities. The Company has spent ₹ 605.03 Lakh towards the CSR activities in the financial year 2017-18, which is more than mandatory requirement by ₹ 515.40 Lakh. The detailed Report on the CSR Activities is annexed to the Board's Report.

10. Stakeholders Relationship Committee:

10.01 Composition:

The Stakeholders Relationship Committee was constituted with Sri N. Ram Prasad (Non-executive Director) as the Chairman and Sri K. Ramamohana Rao (Non-executive Independent Director) and Sri A.V.Achar (Non-executive Independent Director) as members. All the three members of the Committee are Non-executive Directors. Sri C. Ramachandra Rao, Joint Managing Director, Company Secretary and Chief Financial Officer, is the Compliance Officer.

10.02 Terms of Reference:

The Committee considers and resolves the grievances of shareholders, including the complaints related to transfer/transmission of shares, non-receipt of Balance Sheet and non-receipt of declared dividends.

10.03 Details of shareholders' requests/complaints received and resolved during the year ended 31.3.2018 are as under:

a.	No. of requests/complaints received	:	197
b.	No. of requests/complaints resolved	:	197
c.	No. of requests/complaints not solved to the satisfaction of the shareholders	:	NIL
d.	No. of pending requests/complaints	:	NIL

11. General Body Meetings:

11.01 The details of location and time of the last three Annual General Meetings held are as follows:

Year	Location	Date	Time
2016-17	Vedika Hall, Hotel Daspalla, Jagdamba Junction, Visakhapatnam – 530 020. Andhra Pradesh	12.08.2017	11.00 AM
2015-16	Vedika Hall, Hotel Daspalla, Jagdamba Junction, Visakhapatnam – 530 020. Andhra Pradesh	13.08.2016	11.00 A.M.
2014-15	Vedika Hall, Hotel Daspalla, Jagdamba Junction, Visakhapatnam – 530 020. Andhra Pradesh	08.08.2015	11.00 A.M.
2013-14	K.L.N. Prasad Auditorium FAPCCI Building, FAPCCI Marg, Red Hills, Hyderabad	02.08.2014	11.00 A.M.

11.02 Details of the Special Resolutions passed with requisite majority, in the previous three Annual General Meetings.:

Sl. No.	Date of AGM	Details of Special Resolutions passed
1	12.08.2017	(1) Appointment of Sri C. Ramachandra Rao as Joint Managing Director, Company Secretary & CFO for a further period of 5 years.
2	13.08.2016	(1) Appointment of Sri A Indra Kumar as Chairman & Managing Director for a further period of 5 years.
3	08.08.2015	(1) Appointment of Sri NVDS Raju as Independent Director. (2) Appointment of Smt. K. Kiranmayee as Independent Director.

12. Postal Ballot Resolutions :**12.01 Details of Postal Ballot Resolutions passed during the year 2017-18.**

There were no Postal Ballot Resolutions passed during the year 2017-18.

12.02 Whether any Special Resolution to be passed through postal ballot – Nil.**12.03 Procedure for Postal Ballot – Not Applicable.****13. Means of Communication:**

Sl. No.	Description	Remarks
1	Quarterly results	The quarterly and half-yearly unaudited/audited financial results are informed to Bombay Stock Exchange and National Stock Exchange as prescribed under SEBI(LODR) Regulations.
2	Newspapers wherein results are normally published	Financial Express (in English) and Andhra Prabha (in Telugu).
4	Any website where displayed	www. avantifeeds.com
5	Whether it also displays official news releases	Yes.
6	Presentations made to institutional investors or to analysts	Yes.

14. General Shareholders' Information:

Sl. No.	Item	Details
(i)	Annual General Meeting Date, Time and Venue	7th August 2018 at 11.00 A.M. at Vedika Hall, Hotel Daspalla, Jagadamba Junction, Visakhapatnam.
(ii)	Financial Year	2018-19
(iii)	Dividend payment date	Board of Directors has recommended a dividend of ₹ 6/- Per Equity share of ₹ 1/- each fully paid for the financial year 2017-18. On approval of the shareholders, the dividend warrants will be dispatched on or before 31.08.2018.
(iv)	Dates of book closure	01.08.2018 to 07.08.2018 (Both days inclusive).
(v)	Name and address of Stock Exchange(s) at which the equity shares are listed and confirmation about payment of annual listing fee to each of such Stock Exchanges.	The Company's Shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchanges. The addresses of these Exchanges is as under: 1. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. 2. National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400 051. The Company has duly paid the Listing fees for the year 2018-19 to BSE Limited and National Stock Exchange where the shares of the Company are Listed.
(vi)	Stock Code	BSE : 512573 NSE : AVANTIFEED NSDL/CSDL ISIN No. : INE871C01020
(vii)	Whether the securities are suspended from trading during the year 2016-17	The equity shares of the Company were not suspended at any point of time during the year 2017-18 and 2018-19 (till the date of the Report).
(viii)	Financial Calendar for the year 2017-18(tentative)	<ul style="list-style-type: none"> First Quarter Results – By 15th August 2018. Second Quarter / Half Year Results – By 15th November 2018 Third Quarter / Nine Months Results – By 15th February 2019 Fourth Quarter / Year end Results – By 30th May 2019

15. Market Price Data

(i) The Market price details month wise movement of equity shares of ₹ 2/each fully paid at BSE are as under:

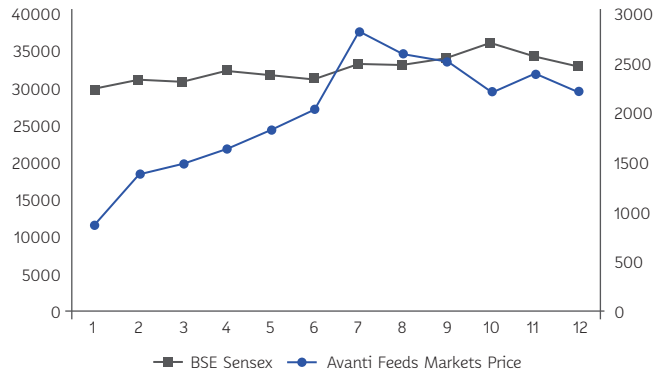
Month & Year	Open Price	High Price	Low Price	Close Price
Apr-17	745	910	745	869
May-17	876	1450	867	1399
Jun-17	1404	1540	1289	1496
Jul-17	1510	1670	1482	1639
Aug-17	1650	1974	1441	1842
Sep-17	1853	2175	1803	2027
Oct-17	2050	2939	2049	2827
Nov-17	2850	3000	2255	2600
Dec-17	2635	2700	2500	2533
Jan-18	2570	2750	2169	2224
Feb-18	2249	2599	2138	2402
Mar-18	2418	2520	2065	2232

Source: BSE

Performance comparison to BSE Sensex.

Sl. No	Name of the month and year	BSE Sensex	Avanti Feeds Market Price – Closing(₹)
1	Apr-17	29918	869
2	May-17	31146	1399
3	Jun-17	30922	1496
4	Jul-17	32515	1639
5	Aug-17	31730	1842
6	Sep-17	31284	2027
7	Oct-17	33213	2827
8	Nov-17	33149	2600
9	Dec-17	34057	2533
10	Jan-18	35965	2224
11	Feb-18	34184	2402
12	Mar-18	32969	2232

Price Movement Graph (BSE)



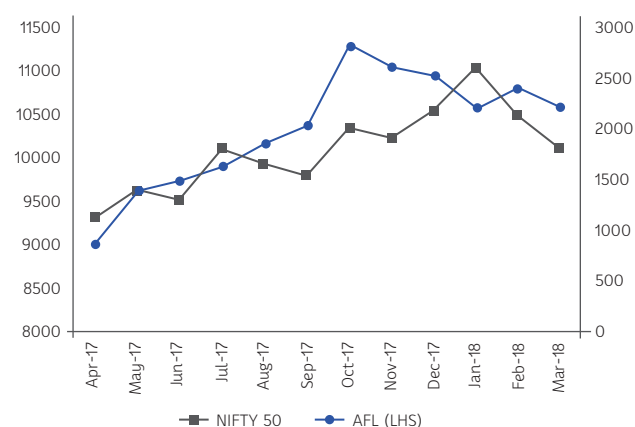
(ii) The Market price details, monthwise movement of equity shares of ₹ 2/- each fully paid at NSE are as under:

Month & Year	Open Price	High Price	Low Price	Close Price
Apr-17	876	880	852	874
May-17	1374	1424	1360	1402
Jun-17	1411	1539	1390	1496
Jul-17	1612	1648	1600	1636
Aug-17	1883	1884	1842	1847
Sep-17	2041	2065	2010	2030
Oct-17	2875	2880	2800	2821
Nov-17	2549	2648	2450	2612
Dec-17	2525	2539	2517	2534
Jan-18	2275	2275	2171	2217
Feb-18	2370	2432	2336	2398
Mar-18	2212	2256	2212	2235

Performance comparison to NSE NIFTY 50.

Sl. No	Name of the month and year	NIFTY 50	Avanti Feeds Market Price – Closing(₹)
1	Apr-17	9304	874
2	May-17	9621	1402
3	Jun-17	9521	1496
4	Jul-17	10077	1636
5	Aug-17	9918	1847
6	Sep-17	9789	2030
7	Oct-17	10335	2821
8	Nov-17	10227	2612
9	Dec-17	10531	2534
10	Jan-18	11028	2217
11	Feb-18	10493	2398
12	Mar-18	10114	2235

Price Movement Graph (NSE)



16. Registrars and Transfer Agents:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No.31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad-500 032.
Phone: 040-67162222 Fax No.040-23001153
Email Id: einward.ris@karvy.com
Website: www.karvycomputershare.com

17. Share Transfer System:

All transfers received are electronically processed and approved by the Share Transfer Committee which normally meets once in a fortnight or more depending upon the volume of transfers. The summary of transfers, transmissions etc., are placed before every Board Meeting and Stakeholders Relationship Committee Meeting. The Company obtains from Sri V. Bhaskara Rao, Practicing Company Secretary, Hyderabad half-yearly Certificate of Compliance with share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said Certificate with Bombay Stock Exchange and National Stock Exchange.

18. Scores:

SEBI vide Circular No.CIR/OIAE/2/2011 dt.3.6.2011 informed the Company that they had commenced processing of investor complaints in a web-based complaints redressal system, 'SCORES'. Under this system, all complaints pertaining to companies are electronically sent through SCORES and the Companies are required to view the complaints pending against them and submit Action Taken Reports (ATRs) along with supporting documents electronically in SCORES.

All the requests and complaints under SCORES are passed directly to Registrars and Transfer Agents of the Company i.e. Karvy Computershare Private Limited, Gachibowli, Hyderabad. For any clarification/complaint, the shareholders may contact:

Name : Sri Rajeev Kumar
Designation : Manager, Karvy Computershare Private Limited
Email id : scores@karvy.com
Tele. No. : 040-44655000
Fax No. : 040-23420814

19. Distribution Schedule as on 31/03/2018

The details of Distribution Schedule as on 31/03/2018 are as under:

Distribution of Shareholding as on 31/03/2018 (Total)					
Sl No.	Category (Amount)	No. of Holders	% To Holders	Amount (₹)	% To Equity
1	1 - 5000	44972	98.78	9237732.00	10.17
2	5001 - 10000	244	0.54	1803692.00	1.99
3	10001 - 20000	127	0.28	1878802.00	2.07
4	20001 - 30000	57	0.13	1407078.00	1.55
5	30001 - 40000	29	0.06	1049062.00	1.15
6	40001 - 50000	19	0.04	850786.00	0.94
7	50001 - 100000	38	0.08	2639274.00	2.91
8	100001 and above	40	0.09	71963994.00	79.23
Total:		45526	100.00	90830420.00	100.00

20. Dematerialisation of Shares and Liquidity:

The details of dematerialisation of shares as on 31.3.2018 is as under:

Avanti Feeds Limited				
Control Report as on 31/03/2018				
Sl No.	Description	No of Holders	Shares	% to Equity
1	PHYSICAL	916	899130	1.98
2	NSDL	25571	41567753	91.53
3	CDSL	20381	2948327	6.49
Total:		46868	45415210	100.00

The Company has entered into a tripartite agreements with NSDL and CDSL to establish electronic connectivity through Company's Electronic Registrar i.e. Karvy Computershare Private Limited, Hyderabad and facilitate scrip-less trading. Trading in the equity shares of the Company is compulsory in a dematerialised form for all investors. Investors are therefore advised to open a demat account with the Depository participant of their choice, if not already done, to trade in demat form. The list of depository participants is available with NSDL and CDSL. The ISIN-allotted Company's scrip is INE871C01020.

21. Outstanding GDRs or ADRs or warrants or convertible instruments:

There were no Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments during the year 2017-18.

22. Reconciliation of Share Capital and Dematerialisation of Shares:

A quarterly audit was conducted by Sri V. Bhaskara Rao, Practicing Company Secretary, Hyderabad reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by Investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31.3.2018, there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 44,516,080 equity shares of ₹ 2/- (Rupees two only) representing 98.02% (Previous year 44,351,635 equity shares of ₹ 2/- each representing 97.66%) of the paid up equity capital of the Company have been dematerialised as on 31st March 2018. Pursuant to Reg.40(a) of SEBI(LODR) Regulations, 2015, certificates have been issued on a half-yearly basis by Sri V. Bhaskara Rao, Practicing Company Secretary certifying due compliance of share transfer formalities by the Company and the Certificate was also filed with the BSE and NSE.

23. Commodity Price Risk or Foreign Exchange Risk and hedging activities:

The major raw materials for shrimp feed manufacturing are fish meal, soya DOC and wheat flour. The Company

has a policy of planning for raw material requirement for coming 3 months based on estimated sales. Accordingly, raw materials such as fish meal and soya DOC are procured after considering the availability of these raw materials as both the raw materials are seasonal products. Wheat flour, which has a very low shelf life and is perishable, is purchased regularly. However, as a policy the Company does not keep more than 90 days of stock of any indigenously available raw materials. This ensures the availability of raw material for the culture season and ensures price stability during negative raw material price movements.

24. Plant locations:

The shrimp feed production plants at Kovvur and Vemuluru in West Godavari District, Bandapuram East Godavari District of Andhra Pradesh and Plant at Valsad, Balda Village, Pardi Tq., Gujarat are ISO 9001:2008 (for Quality Management Systems) and certified for implementing the best aquaculture practices (BAP) by Global Aquaculture Alliance, US.

Shrimp Feed Plant – I
D. No.15-11-24, Kovvur – 534 350.
West Godavari District. Andhra Pradesh

Shrimp Feed Plant – II
Vemuluru, Kovvur – 534 350.
West Godavari District, Andhra Pradesh

Shrimp Feed Plant – III
D. No.15-11-24, Kovvur – 534 350.
West Godavari District. Andhra Pradesh

Shrimp Feed Plant – IV
Bandapuram Village
West Godavari District. Andhra Pradesh

Shrimp Feed Plant - V
Block No.498/1 & 501, Pardi-Nashik Road, Balda Village
Pardi Taluk, Valsad Dist. Gujarat – 396 125. India

Wheat Flour Plant
D. No.15-11-24, Kovvur – 534 350.
West Godavari District. Andhra Pradesh

Wind Mill:
Lakkihalli Village, Hiriyur Taluk
Chitradurga District. Karnataka State. India

25. Registered Office and Corporate Office:

The details of the Registered Office and Corporate Office of the Company are as under:

Registered Office:
Avanti Feeds Limited
Plot No.37, H. No.37, Baymount
Rushikonda, Visakhapatnam – 530 045.
Andhra Pradesh. India

Corporate Office & address for correspondence:
Avanti Feeds Limited
G-2, Concorde Apartments
6-3-658, Somajiguda, Hyderabad – 500 082.
Telangana State. India

26. Other Disclosures

Sl No.	Details	Remarks
1	Disclosure on materially significant Related Party Transactions.	NIL
2	Details of non-compliance by the listed entity, penalties, strictures imposed on the listed by Stock Exchange(s) or the Board or any Statutory Authority on any matter related to Capital markets during last 3 years.	NIL
3	Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation.	The Company established a mechanism for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of code of conduct policy. The mechanism also provides for adequate safeguards against victimisation of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Company affirms that no personnel has been denied access to the Audit Committee. The details of the whistle blower policy are disseminated on the website of the Company at www.avantifeeds.com .
4	Inter se relationships between Directors and Key Managerial personnel of the Company.	
5	Compliance of SEBI(LODR) Regulations,2015.	<p>(a) Mandatory Requirements. It is confirmed that the Company has complied with the requirements under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations.</p> <p>(b) Non-mandatory Requirements: The Company has adopted the following non-mandatory (i.e. Discretionary) Requirements of Part-E of Schedule-II of SEBI (LODR) Regulations:</p> <p>1. Audit Qualifications: The Company is in the regime of unqualified financial statements.</p> <p>2. Reporting of Internal Auditor: The Internal Auditor directly reports to the Audit Committee.</p>
6	Web link where details of familiarisation programme imported to Independent Director's is disclosed.	www.avantifeeds.com
7	Web link where policy determining the material subsidiaries is disclosed.	www.avantifeeds.com
8	Web link where policy on dealing with Related Party Transactions is disclosed.	www.avantifeeds.com
9	Disclosure of commodity price risks and commodity hedging activities.	Nil
10	Web link where the dividend distribution policy of the Company is disseminated.	www.avantifeeds.com

27. Disclosure in respect of demat suspense account/unclaimed suspense account as on 31.03.2018.

a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	... NIL
b)	Number of shareholders who approached the Company for transfer of shares from suspense account during the year.	.. NIL
c)	Number of shareholders to whom shares were transferred from suspense account during the year.	... NIL
d)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	... NIL
e)	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	... NIL

28. Transfer of unpaid/unclaimed dividend to IEPF:

Pursuant to the provisions of Sections 205A and 205C of the Companies Act, as amended, read with Investor education and Protection fund (awareness and Protection of Investors) rules, 2001, dividend that remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders / Investors who have not encashed their dividend warrant(s) within 7 years from the date of the dividend warrant are requested to make their claim to the Registrars & Transfer Agents i.e., Karvy Computershare Private Limited, Hyderabad or to the Company.

29. Risk Management :

In terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has developed and implemented a Risk Management Policy and the same is disseminated at the website of the Company www.avantifeeds.com.

30. Policy for prohibition of Insider Trading:

The Company has adopted a policy for Prevention of Insider Trading in the Shares pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

31. Disclosure of Accounting Treatment :

The Company in the preparation of financial statements has followed the treatment laid down in the Accounting standards prescribed by the Institute of Chartered Accountants of India. There are no audit qualifications in the Company's financial statements for the year under review.

32. Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is included elsewhere in this Annual Report.

33. Business Responsibility Report:

The Business Responsibility Report in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is included elsewhere in this Annual Report.

34. Scheduling and Selection of Agenda items for Board Meetings:

- 34.01 Minimum four Board Meetings are held in each year, which are pre-scheduled after the end of each financial quarter. Apart from the pre-scheduled Board Meetings, additional Board Meetings are convened by giving appropriate notice to address specific needs of the Company. In case of business**

exigencies or urgency of matters, resolutions are passed by circulation.

34.02 The minimum information placed before the Board is as per the schedule II (Part- A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and inter alia includes:

- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- The information on recruitment and remuneration of senior personnel just below the Board Level, including the appointment of Chief Financial Officer and the Company Secretary.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders' services such as delay in share transfer, etc.
- Show cause, demand prosecution notices and penalty notices that are materially important.
- General notice of interest of Directors.
- Terms of reference of Board Committees.
- Any material default in financial obligations to and by the Company, etc.

35. Orderly Succession for appointments to the Board and to Senior Management:

The Company has laid down an orderly succession Plan for appointments to the Board and to Senior Management.

36. Compliance Certificate from the Independent Auditors:

The Compliance certificate from Tukaram & Company, Chartered Accountants, Hyderabad, Independent Auditors of the Company on Compliance of conditions of Corporate Governance is annexed.

37. Declaration on Code of Conduct:

This is to confirm that the Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which has been disseminated on the website of the Company at www.avantifeeds.com. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March 2018, as envisaged in Reg.26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Indra Kumar

Place: Hyderabad
Date: 26.05.2018

DIN: 00190168
Chairman & Managing Director