

Anjani Foods Limited

CIN –L65910AP1983PLC004005

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Andhra Pradesh- – 534 202

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NOTICE OF POSTAL BALLOT AND E-VOTING

(NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED FROM TIME TO TIME FURTHER READ WITH REGULATION 44 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR REGULATIONS”) AND SEBI CIRCULAR NO. CIR/CFD/CMD/16/2015 DATED 30TH NOVEMBER, 2015 (“SEBI CIRCULARS”))

THE EXPLANATORY STATEMENT, AS REQUIRED UNDER SECTION 102 OF THE ACT, PERTAINING TO THE AFORESAID RESOLUTION SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESS AND THE REASONS THEREOF IS ANNEXED HERETO ALONG WITH A POSTAL BALLOT FORM AND SELF-ADDRESSED POSTAGE PREPAID BUSINESS REPLY ENVELOPE FOR YOUR CONSIDERATION.

THE BOARD OF DIRECTORS OF THE COMPANY (THE “BOARD”) HAS APPOINTED MR.D.HANUMANTA RAJU, PARTNER, D.HANUMANTA RAJU & CO., COMPANY SECRETARIES, AS THE SCRUTINIZER FOR CONDUCTING THE POSTAL BALLOT AND E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

THE SCRUTINIZER WILL SUBMIT HIS REPORT TO THE CHAIRMAN & MANAGING DIRECTOR OR ANY PERSON AUTHORIZED BY THE BOARD AFTER COMPLETION OF THE SCRUTINY OF THE POSTAL BALLOTS (INCLUDING E-VOTING).THE RESULT OF THE POSTAL BALLOT SHALL BE DECLARED ON OR BEFORE JANUARY 8TH, 2018. THE AFORESAID RESULT INTIMATED TO THE STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED.

SPECIAL BUSINESS

ITEM NO.1:To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), and the enabling provisions in the Memorandum & Articles of Association of the company, approval and consent of members be and is hereby required to grant the Board of Directors to sell a part of land i.e-Survey No. 127 & 128 situated at Modavalasa Village, Denkada Mandal, Vizianagaram at a fair value.”

“RESOLVED FURTHER THAT Mr. Ravichandran Rajagopal, Whole time Director, Mr.B.Rajasekhar, Chief Financial Officer, Ms R.K.Pooja, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution.”

By order of the Board of Directors
For Anjani Foods Limited

Sd/-
R K POOJA
COMPANY SECRETARY

Place: Hyderabad
Date: 30.11.2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

Members of the company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially, the whole of any undertaking(s) of the company, only with the approval of the members by way of a Special Resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that meaning of an ‘undertaking’ for the purpose of this section is in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that meaning of ‘substantially’ the whole of the undertaking for the purpose of this section is twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.”

Accordingly, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, members of the company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell a part of land i.e-Survey No. 127 & 128 situated at Modavalasa Village, Denkada Mandal, Vizianagaram at a fair value.”.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way concerned or interested are in the resolution.

By order of the Board of Directors
For Anjani Foods Limited

Sd/-
R K POOJA
COMPANY SECRETARY

Place: Hyderabad
Date: 30.11.2017

Notes for Postal Ballot and E-Voting:

A. Notes for Postal Ballot:

1. A copy of the said Notice and Explanatory Statement under Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, are being sent to you for your consideration.
2. The accompanying Postal Ballot Notice is being sent to equity shareholders whose names appear in the register of members/list of beneficial Owners as received from the National Securities Depository Ltd and Central Depository Services (India) Ltd as on the close of business hours on 1st December, 2017. The equity shareholders whose names appear in the register of members/ list of beneficial owners as on 1st December, 2017 ("cut-off date") will be reckoned for the purpose of voting.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of equity shareholders as on 1st December, 2017.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at General Meeting of the members
5. In case of equity shares held by companies, institutional shareholders (FPIs/ Foreign Institutional Investors / trust / mutual funds / banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
6. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the equity shareholders through electronic transmission. Equity shareholders who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and equity shareholders who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered/Speed Post / Courier. Equity shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from website of the Company www.anjanifoods.in
7. An equity shareholder cannot exercise his / her vote through proxy on postal ballot.
8. If Postal Ballot Form is sent using the business reply envelope, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the equity shareholders will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
9. The duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 5.00 p.m. (IST) on 6th January, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the equity shareholder.
10. The Postal Ballot Notice will be uploaded on the Company's website viz., www.anjanifoods.in and on the website of "Karvy" viz. <https://evoting@karvy.com>
11. Upon completion of the scrutiny of the Postal Ballot Forms and E-voting, the scrutinizer will submit his report. The result of the Postal Ballot and E-voting will be announced by the scrutinizer within 48 hours and shall be placed, along with the scrutinizer's report, on the website of the Company (www.anjanifoods.in) for information of equity shareholders, besides being communicated to Stock Exchanges on which equity shares of the Company are listed.
12. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or enactment thereof for the time being in force) and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to offer E-voting facility as an alternative, to all its equity shareholders to enable them to cast their votes electronically apart from despatching the Postal Ballot Forms.

13. **Equity Shareholder(s) can opt only for one mode of voting.** If an equity shareholder has opted for E-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case equity shareholders cast their vote both via Postal Ballot and E-voting, then voting through E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.

B. Instructions for Postal Ballot

1. Anequity shareholder desiring to exercise vote by Postal Ballot may complete Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the appointed scrutinizer in the enclosed self-addressed postage prepaid envelope. Postage will be borne and paid by the Transferee Company. However, Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the equity shareholder will also be accepted.
2. Postal Ballot Form should be completed and signed by the equity shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named equity shareholder and in his absence, by the next named equity shareholder.
3. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing (√) in the appropriate column.
4. Equity shareholders desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form. Duly completed Postal Ballot Form should reach the scrutinizer on or before 5:00 p.m. on 6th January, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such equity shareholder has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint equity shareholder(s).
6. Anequity shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. on or before 5:00 p.m. on 6th January, 2018.
7. Equity shareholders are requested not to send any other paper along with the Postal Ballot Form, as all such forms will be sent to the scrutinizer and any extraneous paper found would be destroyed by the scrutinizer.
8. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
10. Equity shareholder cannot appoint proxy to exercise their voting power through Postal Ballot.
11. A Postal Ballot Form shall be considered invalid if: a) A form other than one issued by the Transferee Company has been used; (b) It has not been signed by or on behalf of the equity shareholder; (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Transferee Company; (d) It is not possible to determine without any doubt the assent or dissent of the equity shareholder; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the Transferee Company to freeze the Voting Rights of the equity shareholder; (g) The envelope containing the Postal Ballot Form is received after the last date of voting i.e. 6th January, 2018; (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (j) Equity shareholder has made any amendment to the Resolution or imposed any condition while exercising his vote.

C. Notes for E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity shareholder are provided with the facility to cast their vote electronically, through the e-voting services provided by “Karvy” on resolution set forth in this Notice, from a place other than the venue of the Meeting

Remote e-voting:

(A) In case equity shareholder receives an email from “Karvy” [for Equity shareholder whose email IDs are registered with the Company/Depository Participants (s):

- i. Launch internet browser by typing the URL: <https://evoting@karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with “Karvy” for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Equity shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Equity shareholder holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Equity shareholder can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Equity shareholder (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: chr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”

(B) In case of Equity shareholder receiving physical copy of Notice [for Equity

shareholder whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. e-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Voting at venue: The Equity shareholders, who have not cast their vote through Remote e-voting, can exercise their voting rights at the venue of the meeting. The Company will make necessary arrangements in this regard at the Venue. The facility for voting through ballot shall be made available at the Meeting.

OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Equity shareholder may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting@karvy.com> (Karvy Website) or contact Ms. R.K.Pooja (Unit: Anjani Foods Limited) of Karvy at the details provided in corporate information section or at evoting@karvy.com or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Friday, December, 8, 2017 (9.00 AM IST) and ends on Saturday, January 6, 2018 (05.00 PM IST). During this period, Equity shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st December, 2017 may cast their votes electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution(s) is cast by the equity shareholder, the equity shareholder shall not be allowed to change it subsequently.
- d. The voting rights of Equity shareholder shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 1st December, 2017.
- e. In case a person has become an equity shareholder of the Company after despatch of Notice but on or before the cut-off date for E-voting i.e., 1st December, 2017, he/she may obtain the User ID and Password in the manner as mentioned below
 - i. If e-mail address or mobile number of the equity shareholder is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting@karvy.com>, the equity shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Equity shareholder may call Karvy's toll free number 1800-3454-001
 - iii. Equity shareholder may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new equity shareholders whose mail ID's are available.