

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TANVI FOODS (INDIA) LIMITED WILL BE HELD ON SATURDAY, 10.03.2018 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT NO.7-2-4/D, OLD CANTEEN BUILDING, SANATHNAGAR INDUSTRIAL ESTATE, OPP:SBH SANATHNAGAR, HYDERABAD - 500018 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

#### **ITEM NO.1: INCREASE IN THE AUTHORISED SHARE CAPITAL:**

**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 Sections 13, 61 and all other applicable provisions, if any, contained under the Companies Act, 2013, read with Rules thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs.4,50,00,000/- (Rupees Four Crores and Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs ) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.6,50,00,000/- (Rupees SixCrores and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.”

**“FURTHER RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, contained under the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and replaced by the following Clause hereunder:

#### **Clause V**

The Authorized Share Capital of the Company is Rs.6,50,00,000/- (Rupees SixCrores and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

**“FURTHER RESOLVED THAT** the Board of Directors / Director of the Company be and are hereby authorised severally to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

#### **ITEM NO.2: PREFERENTIAL ISSUE OF EQUITY SHARES :**

**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 62, 42 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the Memorandum of Association and Articles of Association of Tanvi Foods (India) Limited (the “Company”), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India [(including the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009, as amended (“SEBIICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, including the enabling provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, (Listing Regulations), agreement entered into with BSE Ltd., and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, upto 7,50,000 equity shares of face value of Rs.10/- each (the “Equity Shares”) for cash at an issue price of Rs.80/- (including a premium of Rs.70/- per share) aggregating to Rs.6,00,00,000/- (Rupees Six Crores Only), to the following persons, (hereinafter referred to as the “proposed Investors”) on a preferential basis (the “Preferential Issue”), at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion as detailed hereunder:

<b>Sl. No.</b>	<b>Name</b>	<b>Maximum Number of Shares proposed to be issued &amp; allotted</b>	<b>Price per share (Amt. in Rs.)</b>	<b>Aggregate Amount</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5 (3*4)</b>
1	Sumanth Kumar Boppana	24000	80	19,20,000
2	Rama Krishna B	12000	80	9,60,000
3	B RangaRao	26000	80	20,80,000
4	BharathGogineni	12000	80	9,60,000
5	Arun Kumar Kokku	12000	80	9,60,000
6	Bharani K Davuluri	6000	80	4,80,000
7	Venkataswamy Naidu Adabala	12000	80	9,60,000
8	Sree Devi Gunampalli	38000	80	30,40,000
9	Rajarao Yalamanchili	228000	80	1,82,40,000
10	Hymavathi Yalamanchili	228000	80	1,82,40,000
11	Balusu Raghuramaiah	12000	80	9,60,000
12	B Jagadish	6000	80	4,80,000
13	Maredupally Soumya	12000	80	9,60,000
14	Mamata Sanghavi	6000	80	4,80,000
15	Sivanaga Rajaram Gummadi	12000	80	9,60,000

16	KaranamApparao	12000	80	9,60,000
17	SunkavelliSaiManohar	12000	80	9,60,000
18	Sivaram Prasad Yarlagadda	12000	80	9,60,000
19	Ekamabara Reddy Gunampalli	32000	80	25,60,000
20	Dangeti Lakshmi Priyanka	6000	80	4,80,000
21	Shyam Sunder Mandadi	24000	80	19,20,000
22	Chandra Sekhar Jain	6000	80	4,80,000

**“RESOLVED FURTHER THAT** the “relevant date” for the purpose of determining the issue price under SEBI Regulations for the said Preferential Issue shall be 8<sup>th</sup> February2018.”

**“RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the proposed Investors within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory / statutory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

**“RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank paripassu with the existing Equity Shares of the Company in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock in as provided under the SEBI Regulations.”

**“RESOLVED FURTHER THAT** subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue as it may deem expedient.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing private placement offer letter in connection with the issue or allotment of aforesaid shares, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to

generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities.”

### **ITEM NO.3: PREFERENTIAL ISSUE OF WARRANTS**

**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 62,42 and all other applicable provisions, if any, of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, including but not limited to, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBIICDR Regulations”), SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, (Listing Regulations), agreement entered into with BSE Ltd., Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time and subject to requisite approvals, consents, permissions and/or sanctions if any, by the Government of India, (the GOI) the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (the “MCA”) and the stock exchange where the shares of the Company are listed, (BSE Ltd.) and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 5,00,000 **Warrants (“Warrants”)** on preferential basis,, which shall be convertible / exercisable into equal number of Equity shares of the Company at the option of the Warrant holder(s), in one or more tranches, at an issue/exercise price of Rs.80/- per warrant / Equity Share not later than 18 months from the date of their allotment in accordance with the SEBIICDR Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares / conversion or exercise of warrants to the following persons as detailed hereunder:

Sl. No.	Name	Maximum Number of warrants proposed to be issued & allotted	Price per Warrant (Amt. in Rs.)	Aggregate Amount
1	2	3	4	5 (3*4)
1.	Mr.AdusumilliSri Nagaveer	4,00,000	80	3,20,00,000
2.	Mrs.AdusumilliVasavi	1,00,000	80	80,00,000

**“RESOLVED FURTHER THAT** the relevant date, as per the SEBIICDR Regulations for the determination of issue price of the Warrants to be allotted pursuant to the preferential allotment is fixed as 8<sup>th</sup> February, 2018.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon conversion / exercise of the Warrants by the Warrant holder(s).”

**“RESOLVED FURTHER THAT** the equity shares to be allotted upon exercise of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up Equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution described above, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and execute such agreements, deeds and other documents including without limitation the private placement offer letter, with regard to the issue or allotment of aforesaid Warrants and issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the equity shares to be allotted pursuant to exercise of Warrants with the Stock Exchange(s) as it may, in its absolute discretion, deem fit and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants and the utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, or other authorities or agencies involved in or concerned with the proposed issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company, without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute or has constituted in this behalf, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT**the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or to the Managing Director or Executive Director or any other officer or officers of the Company to give effect to theaforesaid Resolution.”

**ITEM NO.4:APPOINTMENT OF MRS. VASAVIADUSUMILLI AS MANAGING DIRECTOR**

**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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V to the Act (including statutory modification (s) or re-enactment thereof, for the time being in force) the appointment of Mrs.VasaviAdusumilli (DIN: 02589803) as the Managing Director of the Company for a period of 3 (Three) years, with effect from 8<sup>th</sup> February, 2018, at a remuneration of Rs.1.5lacs per month as approved by the Nomination and Remuneration Committee and also by the Board of Directors, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to increase or decrease the overall remuneration subject to the maximum limit of Rs.2.00lacs per monthor make any variation(s), alteration(s), addition(s), deletion(s) to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mrs.VasaviAdusumilliasthe Managing Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be required in this regard.”

**By Order of the Board of Directors  
ForTanvi Foods (India) limited**

**Place: Hyderabad  
Date: 08.02.2018**

**ShilpaKotagiri  
Company Secretary**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A

MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Business to be transacted at the Meeting is annexed hereto. Further, disclosures as required under Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, in respect of Item Nos.2 and 3 form part of respective Explanatory Statement.
3. Information required to be provided under the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, regarding Mrs.VasaviAdusumilliwhoseappointment as Managing Director is proposed for your consideration and approval is annexed herewith. Further, Statement pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 in relation to the said appointment is also annexed herewith.
4. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Extra Ordinary General Meeting.
7. As per Secretarial Standards 2 ( SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.

#### **8. REMOTE E-VOTING**

The items of business set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the EGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 3<sup>rd</sup> March, 2018, i.e. the Cut Off Date, are entitled to vote on the resolutions set forth in this Notice.

Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date. Eligible members who have acquired shares after the dispatch of the Notice may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at 9.00 A.M. on Wednesday, March 07, 2018 and will end at 5.00 P.M. on Friday, March 09, 2018. The members will not be able to cast their votes electronically beyond the date and time mentioned above.



The Company has appointed Mr. Anand Kumar C Kasat, a Company Secretary in practice (Membership.No.A 42078 and C.P No. 17420) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

**PROCEDURE FOR REMOTE E-VOTING:**

The remote e voting period begins on 9.00 A.M. on Wednesday, March 07, 2018 and will end at 5.00 P.M. on Friday, March 09, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 3<sup>rd</sup> March, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

**A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Depositories)**

- (i) The shareholders should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat/ Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of ‘0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is</li> </ul>



	Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B.** In case of members receiving the physical copy of Notice of EGM (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from Sl. No. (i) to Sl.No.(xvii) to cast vote

The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 3 days of conclusion of the Meeting a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting on a Ballot Form. They may send duly completed Ballot Form (*enclosed herewith*) to the Scrutinizer, Mr.Anand Kumar C Kasat, Practicing Company Secretary (M. No. A 42078), at the Registered Office of the Company so as to reach before the conclusion of the EGM or can carry the same to the EGM and deposit in the Ballot Box during the Meeting. The facility for voting, either through ballot or polling paper shall also be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to [investors@tanvifoods.com](mailto:investors@tanvifoods.com) by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer’s Report will be posted on the Company’s website and communicated to the Stock Exchange.

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No 1:**

As detailed in the Explanatory Statement pertaining to Item Nos. 2 & 3, hereunder, it is proposed to increase the paid up equity share capital of the Company.

As the members are aware, the existing Authorised Share Capital of the Company stands at Rs.4.5Crores only and Paid up Capital stands at Rs.4.12Crores Only. In view of the proposed issue of 7.50 lakhs equity shares and 5 Lakhs warrants, convertible into equity shares, your Company proposes to increase the Authorised Capital of the Company to Rs.6.5Crores only.

Pursuant to the provisions of Section 13, 61 of the Companies, Act, 2013 read with Rules thereunder, any increase in the Authorised capital of the company requires approval of the members by way of Special Resolution.

Hence, the resolution is commended for your approval.

The copy of the Memorandum and Articles of Association of the Company (amended) will be open for Inspection at the Registered Office of the Company from 9.00 A.M. to 6.00 P.M. on all working days except Saturdays, upto the date of the Extra Ordinary General Meeting.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

**Item Nos.2&3:**

As the members are aware, your Company is primarily engaged in the business of processing / making of corn based eatables such as Corn samosas, Corn patties, Spring rolls other related products and also trading of Fresh Corn, Frozen Corn etc. Over the period of time, your management has analysed and learnt that by virtue of its unique taste and the novel concept, the corn products of your Company continues to be in good demand with the consumers. Further, the demand is always on the growing curve. However, owing to various limitations, your Company is not able to penetrate into northern and western parts of India, which offers huge potential in terms of volume and margins. The management feels that it is high time that the Company expands its processing capacity and create a state of the art facility which can cater to larger markets across the country. In this regard, your Company is aggressively working on the expansion project, towards which a lot of preliminary work has been completed. At this stage, it needs the crucial financial support.

Hence, your Board of Directors have resolved to raise its equity capital by approaching investors in a closed circuit, which would ensure committed inflow, relatively big ticket size and short drawn exercise.

In this regard, your Board proposes to raise additional funds in the form of equity by issue of securities (presently equity shares and warrants) on preferential basis.

Pursuant to the provisions of Section 42/ 62 of the Companies Act, 2013, any issue of further shares or any other securities convertible into or exchanged with equity shares by way of preferential offer needs to be approved by the members by passing a Special Resolution.

Further, in terms of Regulation 73 of the SEBI ICDR Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General meeting:

**i. THE OBJECTS OF THE PREFERENTIAL ISSUE (Equity shares and Warrants):**

To meet the funding requirements towards capital expenditure in the expansion project, proposed to be set up at Sitarampuram, near Vijayawada, A.P.

**ii. PROPOSAL OF PROMOTERS /DIRECTORS /KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:**

**Equity Shares & Warrants:**

It is proposed to offer upto a maximum of 7,50,000 Equity shares of Rs.10/- each at a price of Rs.80 per share to persons other than promoter / promoter group and upto 5,00,000 warrants convertible into equal number of equity shares to promoter/promoter group.

**iii. RELEVANT DATE :**

The Relevant date for the purpose of calculation of price of the specified Securities (equity shares and warrants) is taken as 08<sup>th</sup> February, 2018, being 30 days prior to the effective date of passing of resolution by the members to, inter alia, approve the proposed preferential issue in accordance with the SEBI ICDR Regulations.

**iv. BASIS OR JUSTIFICATION OF PRICE:**

The issue price (i.e., Rs.80 per equity share / warrant ) has been determined in accordance with Regulation 76 as stipulated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time. The proposed price of Rs.80 is not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

**v. PAYMENT AND CONVERSION TERMS (Warrants):**

25% of the price of the warrants (i.e., 25% of Rs.80 per warrant) is to be paid on or before the allotment of warrants. The balance 75% of the said price shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder. The warrants shall be converted into equity shares within a maximum period of 18 Months from the date of their allotment, in one or more tranches, at the option of the warrant holder, whereby he / she shall be allotted one equity share of Rs.10 each for every one warrant held by him / her. If the warrants holder fails to exercise the option to take equity shares against any of the warrants held by him / her, the consideration paid in respect of such warrant shall be forfeited by the Company.

The equity shares issued pursuant to an exercise of the warrants shall rank paripassu in all respects including with respect to dividend with the then fully paid-up equity shares of the Company.

vi. **IDENTITY OF THE PROPOSED ALLOTTEES:**

a. **Equity Shares**

Sl. No	Name	Category	No. of Equity Shares proposed to be allotted	Pre-preferential Issue shareholding		Post-preferential issue Shareholding (Proposed)	
				Total Number of Shares	% of holding	Total Number of Shares	% of holding
1.	Sumanth Kumar Boppana	Individual (Public)	24000	2000	0.05	26000	0.48
2.	Rama Krishna B	Individual (Public)	12000	NIL	NA	12000	0.22
3	B RangaRao	Individual (Public)	26000	NIL	NA	26000	0.48
4	BharathGogineni	Individual (Public)	12000	NIL	NA	12000	0.22
5	Arun Kumar Kokku	Individual (Public)	12000	NIL	NA	12000	0.22
6	Bharani K Davuluri	Individual (Public)	6000	NIL	NA	6000	0.11
7	Venkataswamy Naidu Adabala	Individual (Public)	12000	NIL	NA	12000	0.22
8	Sree Devi Gunampalli	Individual (Public)	38000	NIL	NA	38000	0.71
9	RajaraoYalamanchili	Individual (Public)	228000	NIL	NA	228000	4.25
10	HymavathiYalamanchili	Individual (Public)	228000	NIL	NA	228000	4.25

11	BalusuRaghuramaiah	Individual (Public)	12000	NIL	NA	12000	0.22
12	B Jagadish	Individual (Public)	6000	NIL	NA	6000	0.11
13	MaredupallySoumya	Individual (Public)	12000	NIL	NA	12000	0.11
14	MamataSanghavi	Individual (Public)	6000	NIL	NA	6000	0.11
15	SivanagaRajaramGumma di	Individual (Public)	12000	NIL	NA	12000	0.22
16	KaranamApparao	Individual (Public)	12000	NIL	NA	12000	0.22
17	SunkavelliSaiManohar	Individual (Public)	12000	NIL	NA	12000	0.22
18	Sivaram Prasad Yarlagadda	Individual (Public)	12000	NIL	NA	12000	0.22
19	Ekamabara Reddy Gunampalli	Individual (Public)	32000	NIL	NA	32000	0.60
20	Dangeti Lakshmi Priyanka	Individual (Public)	6000	NIL	NA	6000	0.11
21	Shyam Sunder Mandadi	Individual (Public)	24000	NIL	NA	24000	0.45
22	Chandra Sekhar Jain	Individual (Public)	6000	NIL	NA	6000	0.11

**b. Warrants**

Sl. No.	Name	Category	No. of Warrants proposed to be allotted	Pre-preferential Issue shareholding		Post-preferential issue Shareholding (Proposed)	
				Total Number of Shares	% of holding	Total Number of Shares	% of holding
1.	Adusumilli Sri Nagaveer	Individual (promoter)	4,00,000	2038701	49.52	24,38,701	45.44
2.	VasaviAdusumilli	Individual (promoter group)	1,00,000	238038	5.78	3,38,038	6.30

**Notes & Assumptions:**

1. The proposed number of shares and warrants (in the current issue) will be subscribed fully / converted into shares.
2. The Post-preferential issue Shareholding would stand at 53,66,775 shares (including 5,00,000 convertible warrants) of Rs.10 each.

**vii. THE SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE :**

Sl No.	Category	Pre preferential issue		Post preferential issue	
		No of Shares	%	No of Shares	%
<b>(A)</b>	<b>Promoters &amp; Promoters Group Shareholding</b>				
1.	Promoters & Promoters Group (Indian) <i>(Refer Note 1)</i>	2578739	62.64	3078739	57.37
	Total Promoters & Promoters Group	2578739	62.64	3078739	57.37



	shareholding <b>(A)</b> <i>(Refer Note 1)</i>				
<b>(B)</b>	<b>Public shareholding</b>				
1.	Institutions	NIL	NIL	NIL	NIL
2.	Non-Institutions				
(a)	Bodies Corporate	115416	2.80	115416	2.15
(b)	Resident Individuals <i>(Refer Note 2)</i>	1222620	29.70	1972620	36.76
(c)	Overseas Corporate Bodies	NIL	NIL	NIL	NIL
(d)	NRI	NIL	NIL	NIL	NIL
(e)	Others	200000	4.86	200000	3.73
	Total Public Shareholding (B)	1538036	37.36	2288036	42.63
	<b>Total (A) + (B)</b>	<b>4116775</b>	<b>100</b>	<b>53,66,775</b> <i>(Refer Note 3)</i>	<b>100</b>

**Notes & Assumptions:**

1. The proposed issue is for 5,00,000 Convertible Warrants.
2. The proposed issue is for 7,50,000 Equity shares.
3. That the proposed number of shares and warrants (in the current issue) would be subscribed fully / converted into shares and thus the Post-preferential issue Shareholding would stand at 53,66,775 shares of Rs.10/- each.

**viii. TIME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED :**

The allotment of the Equity Shares / Warrants, on preferential basis, will be completed within a period of 15 days from the date of passing of the relevant Special Resolution. Provided that where any approval or permission by any regulatory / statutory authority or the Central Government for allotment is pending, the allotment of the said securities shall be completed within 15 days from the date of such approval or permission.

**ix. CHANGE IN CONTROL, IF ANY, IN THE COMPANY CONSEQUENT TO THE PREFERENTIALISSUE :**

There shall be no change in control of the Company pursuant to the issue of equity shares / Warrants proposed to be allotted hereunder.

**x. UNDERTAKING:**

The Company shall re-compute the issue price(i.e., Rs.80 per equity share / warrant)in accordance with the SEBI (ICDR) Regulations, 2009 where it is required to do so.

Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee(s) within the time stipulated under the SEBI (ICDR) Regulations, 2009, the specified securities allotted shall continue to be locked in till the time such amounts are paid.

**xi. ALLOTMENTS DURING THE YEAR:**

The Company has not made any allotment on preferential basis or otherwise during the F.Y, 2017-18.

**xii. LOCK-IN :**

The equity shares / warrants proposed to be issued / allotted hereunder shall be locked-in as per the provisions of Regulation 78 of the SEBIICDR Regulations.

**xiii. AUDITORS CERTIFICATE:**

M/s. GV& CO., Chartered Accountants, Hyderabad the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the said Certificate will be open for Inspection at the Registered Office of the Company from 10.00 A.M. to 6.00 P.M. on all working days upto the date of EGM.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

**Item No. 4:**

Mrs.VasaviAdusumilli, aged about 37 years, immediately prior to her appointment as Managing Director was holding the office of Whole Time Director on the Board of the Company. She is primarily responsible for Administration and Operations of the Company. Under her able guidance and supervision, the Company has performed well amidst a phase of uncertainty and transition. As already discussed, the Company has taken up a massive expansion plan in order to address the business needs. This requires allocation of specific responsibilities at various levels of management. Hence the Board resolved to elevate Mrs VasaviAdusumilli to the office of Managing Director of the Company. Further, in view of recent actions initiated by the Ministry of Corporate Affairs, as regards striking off the name of Companies and consequential disqualification of Directors, it was deemed appropriate that Mr. A. Sri Nagaveervacate his office of Managing Director (and also as Director). Henceforth, Mr. A. Sri Nagaveerwould render his services as CEO of the Company.

In the said backdrop, Mrs VasaviAdusumilli was appointed to the office of Managing Director of the Company for a period of 3 years with effect from 8th February, 2018, at a remuneration of Rs.1.5lacs per month.

Further, the aforesaid appointment (including remuneration) of Mrs VasaviAdusumilli as the Managing Director of the Company has been approved by the Nomination and Remuneration committee, however subject to your approval.

Pursuant to the provisions of Part II and Part III to Schedule V of the Companies Act, 2013, any such appointment of Director on whole-time basis carrying the aforesaid remuneration, (as detailed in the draft resolution at No.4), needs to be approved by the members by passing a Special Resolution.

Hence, the resolution as set out under Item No.4is recommended for your consideration and approval.

All the Directors, except the Independent Directors on the Board of the Company shall be deemed to be interested/concerned in the resolution as set out under Item No. 4 of the Notice hereto.

Except as aforesaid, none of the Key Managerial Personnel and their relatives is interested /concerned in the said resolution, whether financial or otherwise, except to the extent of their shareholding in the Company.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract of the Memorandum of interest of Directors under the provisions of the Companies Act, 2013.

**By Order of the Board of Directors  
ForTanvi Foods (India) limited**

**Place: Hyderabad  
Date: 08.02.2018**

**ShilpaKotagiri  
Company Secretary**

**Information in respect of Mrs.Vasavi Adusumilli seeking appointment as Managing Director required under the Secretarial Standards on General Meetings issued by ICSI :**

<b>Name of the Director</b>	Mrs.Vasavi Adusumilli
<b>Date of Appointment including terms and conditions of appointment</b>	08.02.2018 - to the office of Managing Director
<b>Date of first appointment on the Board</b>	05.09.2009
<b>Date of Birth</b>	16.11.1978
<b>Expertise in Specific Functional areas</b>	Her core expertise is to handle administration and operations functions in an organization
<b>Educational Qualification</b>	Bachelor of Commerce from Nagarjuna University
<b>Directorships in other Companies</b>	She is the Director of Squarepeg Distribution Services Private Limited
<b>Membership / Chairmanships of committees of Other Boards (other than the Company)</b>	Nil
<b>Details of Remuneration sought to be paid and the remuneration last drawn by such person</b>	Rs.1.5 lacs per month (proposed as well last drawn)
<b>Shareholding in the Company as on 31.12.2017</b>	She holds 2,38,038 Equity shares of Rs.10 each
<b>Relationship between Directors inter-se</b>	She is the wife of Mr. A. Sri Nagaveer and daughter in law of Mr. Adusumilli Sarat Chandra Babu and Mrs. Adusumilli Sarada.
<b>Number of Meetings of the Board attended during the year 01.04.2017 till date</b>	4 Board meetings.

**Statement pursuant to Section II of Part II of Schedule V to the Companies Act, 2013:**

<b>I. GENERAL INFORMATION</b>			
Nature of Industry	Processing and Trading Industry		
Date of commencement of commercial operation	The Company was incorporated in the year 2007 and commenced the Business operations in the same year.		
Financial Performance	(Rs. in lakhs)		
	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
Financial parameters:	(audited)	(audited)	(audited)
Turnover (Rs. in lakhs)	5595.32	4816.62	3437.14
Net profit after tax	102.87	142.86	66.66
Amount of dividend paid	N.A	N.A	N.A
Rate of dividend declared / recommended	N.A	N.A	N.A
Export Performance (Earnings in foreign currency)	(Rs. in lakhs)		
	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
	(audited)	(audited)	(audited)
	N. A	N. A	N. A
<b>II. INFORMATION ABOUT THE APPOINTEE</b>			
	<b>Mrs Vasavi Adusumilli</b>		
Background Details	Mrs. Vasavi Adusumilli, aged 38 years, immediately prior to her appointment as Managing Director was holding the office of Whole Time Director of the Company. She is the wife of Mr. Sri Nagaveer Adusumilli. She has completed her Bachelor of		

	Commerce from Nagarjuna University. Prior to joining our company, she had worked with ICFAI University as a Senior Admin Officer. As the Whole Time Director she was responsible for the Administration and Operations of the Company.
Past remuneration (Rs per annum)	
2016-2017	18,00,000
2015-2016	9,00,000
2014-2015	5,40,000
Job profile and his suitability	Apart from handling the Administration and operations, she is entrusted with substantial powers of management of the affairs of the Company.
Remuneration proposed	Rs.1.50 lacs per month with a maximum ceiling limit of Rs.2.00 lacs per month.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into consideration, the size of the Company, the qualification and experience of Mrs Vasavi Adusumilli and the profile being handled by her, the remuneration as mentioned above is on par with the remuneration being paid to similar position in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.	Apart from the remuneration drawn by and proposed to Mrs Vasavi Adusumilli, she does not have any direct / indirect pecuniary relationship with the Company except to the extent and in the nature that she is the wife of Mr A Sri Nagaveer and Daughter in law of Mr. Adusumilli Sarat Chandra Babu and Mrs Adusumilli Sarada . She holds 2,38,038 equity shares of Rs.10 each in the Company.
<b>III. OTHER INFORMATION</b>	
Reasons for <del>less</del> inadequacy of profits	The Company is primarily engaged in the business of processing / making of corn based eatables such as Corn samosas, Corn patties, Spring rolls other related products and also trading of Fresh Corn, Frozen Corn etc. The said business is seasonal and caters to organized and well as unorganized markets. Further, the demonetization of currency and introduction of GST had its own share of impact on the financial performance for the FY 2017-18. . This had a cascading effect on the profitability of the Company. .
Steps taken or proposed to be taken for improvement	To overcome the present economic situation the Company has, inter alia, taken following steps: <ul style="list-style-type: none"> <li>• The Company is expanding its facilities in order to scale up its operations.</li> <li>• Exploring new markets/buyers in non-southern parts of the country.</li> <li>• The Company has taken various initiatives to save on the cost</li> </ul>

	<p>so as to improve the profit margin.</p> <ul style="list-style-type: none"> <li>The Company is taking new initiatives to develop domestic business.</li> </ul>	
Expected increase in productivity and profits	<p>The Company expanding its operations by establishing manufacturing unit at RS.No: 37/4, 41/1, 41/2, Sitaramapuram Village (V), Nuzividu Mandal (M), Krishna District, Andhra Pradesh 521211. The proposed unit will contribute expanding operations as well as its profitability over the past periods on commencement of commercial operations.</p>	
<b>IV. DISCLOSURES:</b>		
Details of proposed Remuneration	<p>Mrs. Vasavi Adusumilli</p> <p>Basic salary – Rs. 75,000</p> <p>DA – Rs 15,000</p> <p>HRA – Rs. 45,000</p> <p>CCA– Rs 15,000.</p>	



**TANVI FOODS (INDIA) LIMITED**

**CIN: L15433TG2007PLC053406**

Registered Office: NO.7-2-4/D, Old Canteen Building

Sanathnagar Industrial Estate, opp: SBH

Sanathnagar Hyderabad - 500018

Ph: 040-23817299, Fax: 040-23817299

e-mail: investors@tanvifoods.com; website: www.tanvifoods.com

**ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING**

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Tanvi Foods (India) Limited.

I hereby record my presence at the Extra Ordinary General Meeting of the shareholders of Tanvi Foods (India) Limited held on Saturday, 10<sup>th</sup> Day of March, 2018 at 1.00 P.M. at NO.7-2-4/D, Old Canteen Building Sanathnagar Industrial Estate, opp: SBH Sanathnagar Hyderabad - 500018.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member

---

Signature of Shareholder/Proxy/Representative  
(Please Specify)

**TANVI FOODS (INDIA) LIMITED**  
**CIN: L15433TG2007PLC053406**

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 e-mail: investors@tanvifoods.com; website: www.tanvifoods.com

**Form No. MGT-11**  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	<b>L15433TG2007PLC053406</b>
Name of the company	<b>TANVI FOODS (INDIA) LIMITED</b>
Registered office	NO.7-2-4/D, Old Canteen Building Sanathnagar Industrial Estate, opp: SBH Sanathnagar Hyderabad - 500018
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID :

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.	Name		Signature	
	Address			
	E-mail Id			
or failing him / her				
2.	Name		Signature	
	Address			
	E-mail Id			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the company, to be held on Saturday, 10<sup>th</sup> day of March, 2018 at 1.00 P.M. at NO.7-2-4/D, Old Canteen Building Sanathnagar Industrial Estate, Opp: SBH, Sanathnagar Hyderabad - 500018 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
Increase in the Authorised Share Capital of the Company from Rs.4.50Crores to Rs 6.50 Crores		
Preferential Issue of Equity Shares		
Preferential Issue of Convertible Warrants		
Appointment of Mrs VasaviAdusumilli as the Managing Director		

Signed this ..... day of ..... 2018.

Signature of shareholder : \_\_\_\_\_ Signature of Proxy holder(s) : \_\_\_\_\_

Affix Revenue Stamp of not less than Rs. 1
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Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**TANVI FOODS (INDIA) LIMITED****CIN: L15433TG2007PLC053406**

Registered Office: NO.7-2-4/D, Old Canteen Building

Sanathnagar Industrial Estate, opp: SBH

Sanathnagar Hyderabad - 500018,

Ph: 040-23817299, Fax: 040-23817299

e-mail: investors@tanvifoods.com; website: www.tanvifoods.com

**BALLOT FORM**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name and address of the sole/first named shareholder as registered with the Company	
2.	Name(s) of the joint shareholder(s), if any, registered with the Company	
3.	Registered folio No. / DP ID No. and *Client ID No. (*Applicable to shareholders holding shares in dematerialized form)	
4.	No. of equity shares held	

I/we hereby exercise my/our vote in respect of resolution(s) set out in Notice of Extra Ordinary General Meeting (EGM) to be held on Saturday, 10<sup>th</sup> March, 2018 by recording my/our assent or dissent to the said resolutions by placing the (  ) in the appropriate box below:

<b>Item No.</b>	<b>Description</b>	<b>No. of shares</b>	<b>(For) I/we assent to the resolution</b>	<b>(Against) I/we dissent to the resolution</b>
1.	Increase in the Authorised Share Capital of the Company from Rs 4.50 Crores to Rs 6.50 Crores			
2.	Preferential Issue of Equity Shares			
3.	Preferential Issue of Convertible Warrants			
4.	Appointment of Mrs Vasavi Adusumilli as the Managing Director			

Place:

Date:

(Signature of the shareholder/ authorized representative)

## ROUTE MAP FOR VENUE OF EGM

