

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration), Rules 2014, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek the consent of the members of the Company for the Special Resolution to be passed through postal ballot as specified in the notice dated 06th day of April, 2017.

The Company had appointed Mr. M B Suneel, M/s. P S Rao & Associates, Practising Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal ballot process in a fair and transparent manner. The Scrutinizer has submitted his report on 17th day of May, 2017.

On the basis of the report submitted by the Scrutinizer, the Company hereby declares that the following resolution has been passed with the requisite majority.

Item No 1: To Sell/ Dispose off the immovable property in the name of Company pursuant to Section 180(1)(a) of the Companies Act, 2013 (*Special Resolution*).

The details of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report are attached herewith.

Date: 17.05.2017
Place: Visakhapatnam

For Avantel Limited



Ravindra

M Ravindra
Company Secretary

Avantel Limited

Registered Office

Plot No : 47/P, APIIC Industrial Park
Gambheeram (V), Anandapuram (M)
Visakhapatnam - 531 163 A.P.
Tel : +91-891-6698000
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Corporate Office

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Details of Voting Results for the Postal Ballot in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the Postal Ballot	17 th May, 2017
Total number of shareholders on record date	4,015
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA (Voting by Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NA (Voting by Postal Ballot)

AGENDA- WISE DISCLOSURE

Item No.1: To Sell/Dispose off the Immovable Property in the Name of Company pursuant to Section 180(1)(a) of the Companies Act, 2013:

Resolution required:			Special Resolution					
Whether promoter/ promoter group are Interested in the resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1519268	1482648	97.5896	1482648	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		36620	2.4104	36620	0	100	0
	Total		1519268	1519268	100	1519268	0	100
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	2535225	577	0.0228	300	277	51.9931	48.0069
	Poll		-	-	-	-	-	-
	Postal Ballot		394399	15.5568	394266	116	99.9663	0.0294
	Total		2535225	394976	15.5795	394566	393	99.8962
Total		4054493	1914244	47.2129	1913834	393	99.9786	0.0205

Date: 17.05.2017
Place:Visakapatnam

For AVANTEL LIMITED

 Ravindra
 Company Secretary




SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Avantel Limited
Sy No.141, Plot No.47/P, APIIC Industrial Park,
Gambheeram(V), Anandapuram (M),
Vishakhapatnam, Andhra Pradesh-531163

Dear Sir(s),

Sub: Result of Postal Ballot Conducted in respect of the Resolutions as included in Postal Ballot Notice dated 06.04.2017.

I, MB Suneel, M/s. P S Rao & Associates, Practising Company Secretaries, who was appointed as the Scrutinizer by the board of directors of the company by passing a resolution at the board meeting held on 06.04.2017, for the purpose of scrutinizing votes cast in the Postal Ballot and E-Voting process in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) in respect of the Resolution contained in the Notice of Postal Ballot and E-Voting dated 06.04.2017.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder relating to Postal Ballot and E-voting on the resolution contained in the Notice of Postal Ballot and e-Voting dated 06.04.2017.
2. My responsibility as Scrutinizer for the Postal Ballot and E-voting process is restricted to conduct the Postal Ballot & E-voting process in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" and "against" the resolution stated in the notice of the Postal Ballot and E-voting, based on the Postal Ballot Forms received and based on the Report downloaded from the E-voting system provided by the M/s. Karvy Computershare Private Limited.



3. Postal Ballot:

- a) The voting by Postal Ballot commenced on 17.04.2017, 09:00 A.M. and ended on 16.05.2017, 05:00 P.M.
- b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- d) All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on Tuesday, the 16th day of May, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- e) The ballot box was opened in my presence on 17th day of May, 2017, at 10.00 A.M.
- f) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding details of the Shareholders who cast their votes through Postal Ballots were verified with the Register of Members of the Company / List of Beneficiaries as on 07.04.2017, being the cut-off date.
- g) I did not find any defaced or mutilated postal ballot form.

4. E-Voting:

- a) The Company availed the services of M/s. Karvy Computershare Private Limited for providing the E-voting facility to the shareholders of the Company.
- b) The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 07.04.2017, were entitled to vote electronically on the proposed resolutions as set out in the Notice dated 06.04.2017.
- c) The E-voting platform remained open from 17.04.2017 at 09:00 A.M. to 16.05.2017 at 05:00 P.M. and was blocked thereafter.



- d) The votes cast by the shareholders during the aforesaid E-voting period were duly unblocked by me on 16th day of May, 2017, in the presence of two witnesses who were not in the employment of the Company.
- e) The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of M/s. Karvy Computershare Private Limited i.e. evoting.karvy.com.
5. I report the result of the voting by Postal Ballot and through electronic means i.e., E-voting system, in respect of the Resolution set out in the notice of the Postal Ballot and E-voting in Annexure 1.

Resolution No.1: To Sell/ Dispose off the Immovable Property in the name of the Company pursuant to Section 180(1)(a) of The Companies Act, 2013.

(i) **Votes in Favor:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	26	430886	22.51
E-voting	5	1482948	77.47
Total (I)	31	1913834	99.98

(ii) **Votes Against:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	4	116	0.01
E-voting	4	277	0.01
Total (II)	8	393	0.02

(iii) **Total Votes:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
TOTAL VOTES (I + II)	39	1914227	100

(iv) **Invalid Votes:**

Particulars	No. of members voted	No. of votes cast	% of total no. of invalid votes cast
Postal Ballot	17	17	100
E-voting	Nil	Nil	Nil



6. Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution is 99.98 % and the percentage of total valid votes cast against the resolution is 0.02%. Hence the proposed resolution has been passed with requisite majority i.e., the votes cast by the shareholders in favor of the proposed resolution is more than three times the number of votes cast by the shareholders against it.
7. In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to Postal Ballot and e-Voting have been handed over to Mr. M Ravindra, Company Secretary of the Company, for safe keeping.

Thanking You,

Yours faithfully,

Place: Visakapatnam
Date: 17.05.2017

For **P.S. Rao & Associates**
Practising Company Secretaries



M B Suneel

Scrutinizer for the Company

C.P. No. 14449

