

The Listing Manager BSE Limited, Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai - 400 001. Stock Code – 519105	The National Stock Exchange of India Ltd., “Exchange Plaza” Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Stock Code - AVTNPL-Eq
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Dear Sir/ Madam,

15th June 2024

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby enclose the Notice of Postal Ballot dated June 12, 2024, along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following special resolutions:

Sl No	Description of Resolution	Type of Resolution
1	Appointment of Mr. Ranganath N Krishna (DIN: 00004044) as Non-Executive Independent Director of the Company.	Special resolution
2	Appointment of Mr. M.M. Venkatachalam (DIN:00152619) as Non-Executive Independent Director of the Company.	Special resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, the Notice of Postal Ballot is being sent by electronic mode only on Saturday, June 15, 2024 only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company’s Registrar and Share Transfer Agent/Depositories as on the “Cut-off Date” i.e. Friday, June 14, 2024.

In this connection, the Company has engaged the services of M/s. Cameo Corporate Services Ltd for providing e-voting facility to all the Members. The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	Wednesday, 19 th June 2024 (9:00 AM)
Conclusion of remote e-voting	Thursday, 18 th June 2024 (5:00 PM)

The Notice is being sent to the Members in electronic mode and is also being placed on the website of the Company www.avtnatural.com.


The results of remote e-voting will be declared on or before Friday, July 19, 2024 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company’s website www.avtnatural.com. The Company will also display the results of the Postal Ballot at its Registered Office.

This may please be taken on record.

Thanking you,

Yours faithfully,

For AVT Natural Products Ltd


Sharon Josh
Company Secretary

NOTICE OF POSTAL BALLOT

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

To
The Members of AVT Natural Products Ltd

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”) and other applicable provisions of the Act and the Rules; guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for conducting postal ballot process through voting by electronic means (“remote e-voting”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, including General Circular No.09/2023 dated September 25, 2023 (collectively, the “MCA Circulars”); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Special Resolution as set out in this notice are proposed for the approval by the Members of AVT Natural Products Limited (the “Company”) by means of Postal Ballot by voting through electronic means (“e-voting”) only.

SPECIAL BUSINESS:

ITEM NO.1: APPOINTMENT OF MR. RANGANATH N KRISHNA AS A NON -EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions as

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”); the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time; the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Ranganath N Krishna (DIN: 00004044) who has given his consent to act as Director of the Company, Certificate of Independence as provided in the Act and SEBI LODR Regulations and who is not Disqualified under Section 164 of Act be and is hereby appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for term of 5 (Five) consecutive years with effect from 25th July 2024 to 24th July 2029.

RESOLVED FURTHER THAT Mr. Mr. Ranganath N Krishna shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution.”

ITEM NO.2: APPOINTMENT OF MR. M.M. VENKATACHALAM AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions as

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”); the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time; the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. M.M. Venkatachalam (DIN:00152619) who has given his consent to act as Director of the Company, Certificate of Independence as provided in the Act and SEBI LODR Regulations and who is not Disqualified under Section 164 of Act be and is hereby appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 25th July 2024 to 24th July 2029.

RESOLVED FURTHER THAT Mr. M.M. Venkatachalam shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution.”

By Order of the Board of Directors
For AVT Natural Products Ltd


Sharon Josh
Company Secretary & Compliance Officer

Place: Chennai
Date: June 12,2024

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the proposed resolution given in this Notice of Postal Ballot, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Clause 1.2.5 of the Secretarial Standard on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Notice of Postal Ballot.
2. In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder and the relevant circulars issued by the MCA from time to time, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting Postal Ballot Form physically. Accordingly, the Notice is being sent in electronic form only to the Members and the physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
3. The Notice of Postal Ballot is being sent to all the Members of the Company, whose names appear on the Register of Members/list of beneficial owners as on Friday, 14th June 2024 (“Cut-Off date”) as received from M/s. Cameo corporate services ltd being the Registrar and Share Transfer Agent of the Company.
4. A copy of this Postal Ballot Notice shall also be available on the website of the Company i.e., www.avtnatural.com, the websites of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) www.nseindia.com and on the website of M/s. Cameo Corporate Services Ltd at www.cameoindia.com.
5. The voting for this Notice cannot be exercised through proxy.
6. Members holding equity shares as on the cut-off date can cast their vote using remote e-voting facility only. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as at the Cut-off date i.e. Friday, 14th June 2024.
8. The Resolution, if passed through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, 18th July 2024, Further, resolution passed by the Members through Postal Ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
9. To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with M/s. Cameo Corporate Services Ltd, Registrar and Share Transfer Agent (“RTA”) of the Company for registration of email addresses in terms of the General Circulars issued by the MCA.

10. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI LODR Regulations, the Company is offering remote e-voting facility to all the shareholders. For this purpose, the Company has appointed M/s. Cameo Corporate Services Ltd (hereinafter referred to as "Cameo" or "Service Provider") for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.
11. The voting period begins on Wednesday, 19th June 2024 at 09:00 A.M. (IST) and ends on Thursday, 18th July 2024 at 05:00 P.M. (IST). During this period, shareholders of the Company, holding shares as on the Cut-off date i.e. on Friday, 14th June 2024, may cast their vote electronically. The e-voting module shall be disabled by Cameo upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
12. To support the 'Green Initiative', the Company has made necessary arrangements for the members to register their email address. The Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participant(s) ("DPs") where they maintain their demat accounts and with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd.
13. The Company has appointed M/s. V Suresh Associates., Practicing Company Secretaries having address at Office No.28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018 as the Scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the applicable laws in a fair and transparent manner.
14. The results declared along with the Scrutinizer's Report, will be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and shall also be placed on the website of the Company at www.avtnatural.com and on the website of Cameo at www.cameoindia.com on or before 19th July 2024 in accordance with the provisions of the SEBI LODR Regulations. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
15. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
16. In case shareholders/ members have any queries regarding Postal Ballot through remote e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-voting manual available at www.cameoindia.com under Help section or can write an e-mail to investors@cameoindia.com.

The detailed process and manner for remote e-voting is explained herein below:

17. INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Wednesday, 19th June 2024 at 09:00 A.M. (IST) and ends on Thursday, 18th July 2024 at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th June 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with

	NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant AVT Natural Products Ltd on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.

- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; avtnpl@avtnatural.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

ITEM NO.1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) of the Company, the Board of Directors at its meeting held on June 12 2024, approved appointment of Mr. Ranganath N Krishna (DIN: 00004044) as a Non-Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years from July 25, 2024 to July 24, 2029, not liable to retire by rotation and subject to the approval of the shareholders through special resolution.

In the opinion of the Board, Mr. Ranganath N Krishna is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company. Mr. Ranganath N Krishna meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). In the opinion of the Board, Mr. Ranganath N Krishna is independent of the management. The Nomination and Remuneration Committee and the Board are of the view that Mr. Ranganath N Krishna possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to appoint him as an independent director.

In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Ranganath N Krishna has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Ranganath N Krishna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to Regulations 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of a special resolution. Mr. Ranganath N Krishna has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

The terms and conditions of appointment of Mr. Ranganath N Krishna is open for inspection at the registered office of the Company by any member during normal business hours and is also posted on the Company’s website. Further, Brief Profile and other disclosures, as required under Regulation 36 of the SEBI LODR Regulations and pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are annexed to this Notice of Postal Ballot.

Mr. Ranganath N Krishna shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.1 of the Notice seeks the approval of the Members for the appointment of Mr. Ranganath N Krishna as a Non-Executive Independent Director of the Company not liable to retire by rotation w.e.f. July 25, 2024 to July 24, 2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No.1 of this Notice for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the accompanying Notice of Postal Ballot. This statement may also be regarded as an appropriate disclosure under the Act and SEBI LODR Regulations.

ITEM NO.2

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company, the Board of Directors at its meeting held on June 12 2024, approved appointment of Mr. M. M Venkatachalam (DIN: 00152619) as a Non-Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years from July 25, 2024 to July 24, 2029, not liable to retire by rotation and subject to the approval of the shareholders through special resolution.

In the opinion of the Board, Mr. M. M Venkatachalam is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company. Mr. M. M Venkatachalam meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In the opinion of the Board, Mr. M. M Venkatachalam is independent of the management. The Nomination and Remuneration Committee and the Board are of the view that Mr. M. M Venkatachalam possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to appoint him as an independent director.

In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. M. M Venkatachalam has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. M. M Venkatachalam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to Regulations 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of a special resolution. Mr. M. M Venkatachalam has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

The terms and conditions of appointment of Mr. M. M Venkatachalam is open for inspection at the registered office of the Company by any member during normal business hours and is also posted on the Company's website. Further, Brief Profile and other disclosures, as required under Regulation 36 of the SEBI LODR Regulations and pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are annexed to this Notice of Postal Ballot.

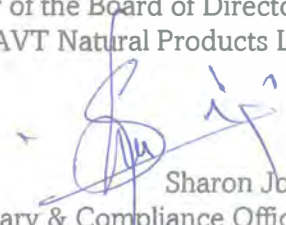
Mr. M. M Venkatachalam shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.2 of the Notice seeks the approval of the Members for the appointment of Mr. M. M Venkatachalam as a Non-Executive Independent Director of the Company not liable to retire by rotation w.e.f. July 25, 2024 to July 24, 2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No.2 of this Notice for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the accompanying Notice of Postal Ballot. This statement may also be regarded as an appropriate disclosure under the Act and SEBI LODR Regulations.

By Order of the Board of Directors
For AVT Natural Products Ltd



Sharon Josh
Company Secretary & Compliance Officer

Place: Chennai
Date: June 12,2024

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of Director	M.M. Venkatachalam
DIN	00152619
Date of Birth	24-11-1958
Category	Non-Executive Independent Director
Qualification	B.Sc Agriculture & MBA
Effective Date of Appointment	25th July 2024
Nature of expertise in specific General/ Functional area	Manufacturing, Agriculture, Finance
The skills and capabilities of Independent Director and its fulfilment	Mr. Venkatachalam has experience heading Agro and manufacturing companies with international presence.
Terms and conditions of appointment or Reappointment	Appointed as an Independent Director of the Company for a term of five consecutive years i.e. from July 25, 2024 to July 24, 2029, and shall not be liable to retire by rotation.
Remuneration sought to be paid	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Number of Board Meetings attended during the financial year 2023-24	NIL
List of other Companies in which Director ship is held	<ul style="list-style-type: none"> • E.I.D.-Parry (India) Limited • Parry Sugars Refinery India Private Ltd • Ambadi Investments Limited • USV Private Limited • M M Muthiah Research Foundation • Alampara Hotels and Resorts Private Limited • New Ambadi Estates Private Limited • M M Muthiah Sons Private Limited • Parry Agro Industries Limited • Ramco Systems Limited • The Ramco Cements Limited • Coromandel Engineering Company Ltd • Coromandel International Limited
Chairperson/ Member of Committee(s) of Board of Directors of the Company	NIL
Memberships of committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	E.I.D.- Parry (India) Limited: <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee
Chairmanship of Committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	E.I.D.- Parry (India) Limited: <ul style="list-style-type: none"> • Stakeholders Relationship Committee • Corporate Social Responsibility Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Related

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of Director	RANGANATH. N. KRISHNA
DIN	00004044
Date of Birth	13-03-1956
Category	Non Executive Independent Director
Qualification	Mechanical Engineer & MBA
Effective Date of Appointment	25th July 2024
Nature of expertise in specific General/ Functional area	Manufacturing.
The skills and capabilities of Independent Director and its fulfilment	Mr. Ranganath has more than 25 years of experience as CEO and MD. He is a Past President of the Madras Management Association, a Past Chairman of the Tamil Nadu Council of CII and AEEE (Alliance for an Energy Efficient Economy).
Terms and conditions of appointment or Reappointment	Appointed as an Independent Director of the Company for a term of five consecutive years i.e. from July 25, 2024 to July 24, 2029, and shall not be liable to retire by rotation.
Remuneration sought to be paid	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Number of Board Meetings attended during the financial year 2023-24	NIL
List of other Companies in which Director ship is held	Strategy Catalyst Pvt Ltd L& T Valves Ltd Ganga STP Project Pvt Ltd Cognizant Foundation Smart Joules Pvt Ltd La Gajjar Machineries Pvt Ltd
Chairperson/ Member of Committee(s) of Board of Directors of the Company	NIL
Memberships of committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	
Chairmanship of Committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Related