

AVT NATURAL PRODUCTS LIMITED

60, Rukmani Lakshmi pathy Salai, Egmore, Chennai - 600 008, India. Telefax : 91 - 44 - 28584147
e-mail : avtnpl@avtnatural.com, website : www.avtnatural.com, CIN : L15142TN1986PLC012780

AVTNPL/LET/STEXCH/2018-19/001

February 22, 2019

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-Eg BY ONLINE
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Dear Sirs,

Sub: Notice of Postal Ballot and Form

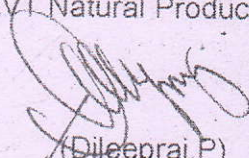
Ref: Our letter No AVTNPL/SE/2018-19 dated 14.2.2019

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the copy of Postal Ballot Notice dated February 14, 2019 for passing of Special Resolutions by way of Postal Ballot. Postal Ballot Form being circulated to the Members of the Company, are attached for the information and records.

Please take the same on record.

Thanking you,

Yours faithfully,
For AVT Natural Products Ltd.,


(Dileepraj P)
Company Secretary

Encl: as above

AVT Natural Products Limited

Regd. Office : 60, Rukmani Lakshmipathy Salai, Egmore, Chennai – 600 008.
Tele.fax: 044-28584147, Email : avtnpl@avtnatural.com, www. avtnatural.com,
CIN : L15142TN 1986PLC012780.

POSTAL BALLOT NOTICE

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

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot / Electronic-voting (e-voting). The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

1. CONTINUATION OF DIRECTORSHIP OF MR. M.A. ALAGAPPAN, NON-EXECUTIVE & INDEPENDENT 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 Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 and the other applicable provisions of the Companies Act, 2013 if any, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to continue the directorship of Mr. M.A. Alagappan (DIN: 00031805) aged 75 years, as the Non-Executive & Independent Director of the Company, from April 01, 2019 till the expiry of his term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. CONTINUATION OF DIRECTORSHIP OF MR. P. SHANKAR, NON-EXECUTIVE & INDEPENDENT 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 Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 and the other applicable provisions of the Companies Act, 2013 if any, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to continue the directorship of Mr. P. Shankar (DIN: 01638317) aged 75 years, as the Non-Executive & Independent Director of the Company, from April 01, 2019 till the expiry of his term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

3. CONTINUATION OF DIRECTORSHIP OF MR. A.D. BOPANA, NON-EXECUTIVE & INDEPENDENT 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 Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 and the other applicable provisions of the Companies Act, 2013 if any, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to continue the directorship of Mr. A.D. Bopana (DIN: 00576066) aged 77 years, as the Non-Executive & Independent Director of the Company, from April 01, 2019 till the expiry of his term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), considered necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

By Order of the Board
For AVT Natural Products Limited

Place : Chennai
Date : February 14, 2019

Dileepraj. P
Company Secretary

NOTES

1. The statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the resolutions and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of Beneficial Ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on the Friday, February 15, 2019 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.avtnatural.com and on the website of CDSL, i.e., www.evotingindia.com.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. Resolution passed by the Members through Postal Ballot/ remote electronic voting (e-voting) is deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
8. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write Company's share transfer agent, M/s Cameo Corporate Services Limited, 'Subramaniam building', No.1 Club House Road, Chennai – 600 002 or send email to investor@cameoindia.com. They will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
9. The Company has appointed Mr. V. Suresh, Practising Company Secretary, Chennai (Membership No. FCS 2969 & C.P No.6032) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Cut off Date, February 15, 2019.

11. A Member cannot exercise his vote by proxy on Postal Ballot.
12. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or Director or President & CEO on or before 5.00 p.m. on Thursday, March 28, 2019 at the Registered Office of the Company at Chennai. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., www.avtnatural.com and will be intimated to the Stock Exchanges where the shares of the Company are listed.
13. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
15. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
16. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot Form duly completed in the attached postage pre-paid self-addressed Business Reply Envelope (BRE) so as to reach the Scrutinizer, Mr. V. Suresh, Practising Company Secretary, Chennai (Membership No. FCS 2969 & C.P No.6032) not later than 5.00 p.m. on Monday, March 25, 2019.
17. In terms of Secretarial Standard - 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., March 25, 2019 the results along with the Scrutinizers Report shall be placed on the website of the Company at www.avtnatural.com. The results shall also be communicated to the Stock Exchanges, BSE Limited / the National Stock Exchange of India Limited, Mumbai.
18. All the 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 of the Notice till March 25, 2019.
19. **INSTRUCTIONS FOR E-VOTING:**
 - a) The remote e-voting period commences at 9.00 a.m. on Sunday, February 24, 2019 and ends at 5.00 p.m. Monday, March 25, 2019 (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., February 15, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. Monday, March 25, 2019 and remote e-voting shall not be allowed beyond the said time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
 - b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - c) Click on the tab "SHAREHOLDERS".
 - d) Now Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - iii. Members holding shares in physical form should enter folio number registered with the Company.
 - e) Enter the image verification as displayed and click on "LOGIN".
 - f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yy 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 as mentioned in instruction (d).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN <AVT NATURAL PRODUCTS LIMITED> on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTION FILE LINK" if you wish to view the Resolution details.
- n) After selecting the Resolution, 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- q) If demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.
- r) **Note for Non - Individual Shareholders and Custodians**
- Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- iii. 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.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at helpdesk.evoting@cdslindia.com or at **18002005533**.

By Order of the Board
For AVT Natural Products Limited

Place : Chennai
Date : February 14, 2019

Dileepraj. P
Company Secretary

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

Item No 1, 2 & 3 :

Pursuant to the recommendations made in the Uday Kotak Committee Report, The Securities and Exchange Board of India (SEBI) notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) on May 9, 2018. The Regulation 17 (1A) of the Amendment Regulations, inter-alia, prescribes that listed entities shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. M.A. Alagappan and Mr. P.Shankar were appointed as Independent Directors of the Company with effect from July 25, 2014 in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, at the 28th Annual General Meeting held on July 25, 2014 for a period of five years.

Mr. A.D. Bopana was appointed as an Independent Director of the Company with effect from August 26, 2015 in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 29th Annual General Meeting held on August 26, 2015 for a period of five years.

Since Mr. M.A. Alagappan and Mr. P. Shankar have attained the age of 75 years and Mr. A.D. Bopana has attained the age of 77 years and their term is valid beyond April 01, 2019, the Board of Directors at their meetings held on February 14, 2019 decided to seek approval of the Shareholders by way of Special Resolutions through Postal Ballot.

A brief Profile of all the three directors including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards - 2 on General Meetings are given below:

1. Mr. M.A. Alagappan

Mr. M.A. Alagappan, holds a Degree in Commerce from University of Madras and he has done Management studies from the University of Aston U.K. He is an Industrialist and was the Executive Chairman of the well-known Murugappa Group of Companies.

Equipped with vast experience and knowledge in managing diverse businesses, Alagappan has been actively involved with several leading industry associations. He is a past President of The United Planters' Association of Southern India and AIEO. He is the Honorary Consul of Hungary in India for the southern region. Alagappan takes keen interest in social welfare and is a trustee of the AMM Arunachalam Trust and AMM Foundation that run schools and hospitals.

He has more than 55 years of rich and varied experience and prolific knowledge in managing diverse businesses etc., He is involved in the management of the Company since 1986, the year in which your Company came into existence. In a career spanning more than 5 decades, Mr. Alagappan has been recognized for his expertise in managing the businesses.

Mr. Alagappan plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as Non Executive & Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director

Name	M.A. Alagappan		
Director Identification Number (DIN)	00031805		
Date of Birth	December 06, 1943		
Nationality	India		
Date of appointment on the Board	December 29, 1986		
Relationship with other Directors	Not related to any Director		
Qualification	B.Com and Management graduation		
Expertise in specific functional areas	He has more than 55 years of rich and varied experience in Business, Administration etc.,		
Number of shares held	28,600 (0.02%)		
List of Directorships held in other Public Limited Companies.	1. Ambadi Investments Limited		
Chairmanships / Memberships of Committees of the Public Limited Companies including AVTNPL (Includes Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee etc.,)	Name of the Public Limited Company	Name of the Committee	Position Held
	AVT Natural Products Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
Number of Board meetings attended during FY 2017 - 18	Held	6	
	Attended	6	

2. Mr. P. Shankar

Mr. P. Shankar, I.A.S., retired as Central Vigilance Commissioner of India in September 2006. He joined the Indian Administrative Service in 1966 after acquiring a post graduate degree in Economics from Vivekananda College of the Madras University.

In the course of a distinguished career, he served as the Chief Secretary, Government of Tamil Nadu (2001-02) and as Secretary, Government of India in the Department / Ministries of Heavy Industry, Sugar, Food & Public Distribution and Petroleum.

He has had rich experience in the field of industrial management and administration. His tenure as Chairman and Managing Director of Tamil Nadu Industrial Infrastructure Development Corporation (1992-94) saw the setting up of the Perundurai and Gangaikondan Industrial Areas and the Tirupur Infrastructure Development initiative. He was also Secretary to Government in the Industries Department in Government of Tamil Nadu (1987-89). He was Chief Executive of the Salem Cooperative Sugar Mills (1969-71) and Joint Director of Industries and Commerce (1972-73) in charge of small-scale industries and Industrial co-operatives.

A significant part of his service years were spent in the Textiles sector. Among the various assignments held by him were Managing Director, Tamil Nadu Textile Corporation (1971-72), Director of Handlooms and Textiles Tamil Nadu (1974-78), Additional Development Commissioner of Handlooms, Govt. of India (1979-80) General Manager, Handicrafts and Handlooms Export

Corporation of India (1982-86) and Joint Secretary, Ministry of Textiles, Govt. of India (1989-91). In this last assignment he was also the Textiles Negotiator in the Uruguay Round of GATT.

Mr Shankar, a veteran civil servant with nearly 40 years of experience in varied fields of business and administration, has been associated with the management of the Company since 2007.

Mr. Shankar plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as Non Executive & Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Name	P. Shankar		
Director Identification Number (DIN)	01638317		
Date of Birth	August 20, 1943		
Nationality	India		
Date of appointment on the Board	June 23, 2007		
Relationship with other Directors	Not related to any Director		
Qualification	M.A. (Eco) & I.A.S (Retd.)		
Expertise in specific functional areas	He has nearly 40 years of experience in varied fields of Business & Administration		
Number of shares held	NIL		
List of Directorships held in other Public Limited Companies	1. A.V. Thomas & Company Limited		
Chairmanships / Memberships of Committees of the Public Limited Companies including AVTNPL (Includes Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee etc.,)	Name of the Public Limited Company	Name of the Committee	Position Held
	A.V. Thomas & Company Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		CSR Committee	Member
	AVT Natural Products Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
CSR Committee		Chairman	
Number of Board meetings attended during FY 2017 - 18	Held	6	
	Attended	6	

3. Mr. A.D. Bopana

Mr. A.D. Bopana is a Sr. Cambridge. He is having more than 50 years of rich and varied experience and knowledge managing diverse businesses, plantation industry, Finance, Business Management etc., He is involved in the management of the Company since 2015. In a career spanning over 5 decades, Mr. Bopana has been recognized for his superior managerial skills.

Mr. Bopana plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as Non Executive & Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Name	A.D. Bopana		
Director Identification Number (DIN)	00576066		
Date of Birth	June 02, 1941		
Nationality	India		
Date of appointment on the Board	May 29, 2015		
Relationship with other Directors	Not related to any Director		
Qualification	Sr. Cambridge		
Expertise in specific functional areas	He has more than 50 years of rich and varied experience in Administration, Plantation etc.,		
Number of shares held	6,78,000 (0.45%)		
List of Directorships held in other Public Limited Companies	<ol style="list-style-type: none"> 1. A.V. Thomas & Company Limited 2. Neelamalai Agro Industries Limited 3. The Midland Rubber & Produce Company Limited 4. A.V. Thomas Exports Limited 		
Chairmanships / Memberships of Committees of the Public Limited Companies including AVTNPL (Includes Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee etc.,)	Name of the Public Limited Company	Name of the Committee	Position Held
	Neelamalai Agro Industries Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Member
	A.V. Thomas & Company Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	The Midland Rubber & Produce Company Limited	CSR Committee	Member
		Stakeholders Relationship Committee	Member
	AVT Natural Products Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
Number of Board meetings attended during FY 2017 - 18	Held	6	
	Attended	6	

Keeping in view the experience of and contributions made by Mr. M.A. Alagappan, Mr. P. Shankar and Mr. A.D. Bopana the Board recommends the Special Resolutions set out in Item Nos. 1, 2 and 3 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr. M.A. Alagappan, Mr. P. Shankar and Mr. A.D. Bopana and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos.1, 2 and 3 of the Notice.

By Order of the Board
For AVT Natural Products Limited

Place : Chennai
Date : February 14, 2019

Dileepraj. P
Company Secretary

AVT Natural Products Limited

Regd. Office : 60, Rukmani Lakshmi pathy Salai, Egmore, Chennai – 600 008.
Tele.fax: 044-28584147, Email : avtnpl@avtnatural.com, www. avtnatural.com,
CIN : L15142TN 1986PLC012780.

POSTAL BALLOT FORM

1. Postal Ballot No. :
2. Name & Address of the Sole/First Holder :
3. Name of the Joint Holders, if any :
4. Registered Folio No. / DP ID / Client ID :
5. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the business items set out in the Postal Ballot Notice of the Company dated February 14, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of equity shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Continuation of Directorship of Mr. M.A. Alagappan, Non-Executive & Independent Director.			
2.	Continuation of Directorship of Mr. P. Shankar, Non-Executive & Independent Director.			
3.	Continuation of Directorship of Mr. A.D. Bopana, Non-Executive & Independent Director.			

Place:

Date :

(Signature of the Member)

Note: Please read the instructions given overleaf carefully before exercising your vote.

EVOTING PARTICULARS		
EVEN (E-Voting Event Number)	User ID	Password (PIN)
190215004		

Instructions for filling Postal Ballot Form

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. V. Suresh, Practising Company Secretary, C/o Cameo Corporate Services Limited, 'Subramaniam building', No.1, Club House Road, Chennai – 600 002, in the attached postage pre-paid self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Registrar and Transfer Agent (RTA) / Depository Participant. In case of joint-holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Monday, March 25, 2019. Any Postal Ballot Form received after this date will be considered invalid.
6. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be treated as invalid. The Ballot Forms received in any other form or photocopy thereof will also be treated as invalid. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self - addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
9. For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up equity share capital of the Company as on February 15, 2019.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company's RTA, Mr. Narasimhan D, Joint Manager, Cameo Corporate Services Limited, 'Subramaniam Building', No.1, Club House Road, Chennai – 600 002, Phone No: (044) 28460390, Fax : 044 - 28142479, email: investor@cameoindia.com or send an e-mail to pradeep.j@avtnatural.com.