

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Company will be held at 11:00 AM Indian Standard Time (IST) on Wednesday the 24<sup>th</sup> Day of August 2022, through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended March 31, 2022, and the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend.
3. To appoint a Director in place of Mr. Ajit Thomas (DIN: 00018691), who retires by rotation and is eligible for re-appointment.
4. To appoint auditors of the Company and to fix their remuneration and to pass the following resolution as Ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, and Companies (Audit & Auditors) Rules, 2014, pursuant to recommendations of the Audit Committee, the consent of the members be and are hereby accorded for the appointment of M/s Suri & Co, Chartered Accountants, Chennai as statutory auditors of the company, in place of M/s PKF Sridhar & Santhanam LLP, Chartered accountants, KR D Gee Cee Crystal, 7<sup>th</sup> Floor, 91-92, Dr Radhakrishnan Salai, Mylapore, Chennai 600 004, (Firm registration No. 003990S / S200018) who are retiring after the completion of 5 years, from the completion of ensuing Annual general meeting till the conclusion of 41<sup>st</sup> Annual General Meeting and the Board of Directors be and are hereby authorized to fix remuneration payable to them as mentioned in the explanatory statement.

### **SPECIAL BUSINESS**

#### **5. AMENDMENTS TO MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions,

if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Chennai to alter the Objects in the Memorandum of Association.

FURTHER RESOLVED that the existing Main Objects, Clause III A (1) of the Memorandum of Association be and is hereby amended by including the following new objects under Sl. Nos. f, g, h, i & j after the existing Sl. No 'e'.

#### **f. AGRO CHEMICAL PRODUCTS**

Insecticides, Fungicides, Herbicides, Rodenticides Fertilizers, Plant Nutrients, Growth regulators, Emulsifiers, Acaricides, Fumigants, Adjuvants, Carriers.

#### **g. ORGANIC CHEMICALS**

Basic and intermediate organic chemicals from natural and petrochemical raw materials for application in various items like dyes, fertilizers, pesticides, paints, rubber chemicals and pharmaceuticals etc.

#### **h. INORGANIC CHEMICALS**

Inorganic basic and intermediate chemicals of Sodium, potassium, Chlor Alkali products, electro Thermal products, Phosphorus products, nitrogen chemicals, Sulphur chemicals.

#### **i. OILS, FATS & WAXES**

Vegetable oils - edible and non-edible, refined, winterized, deodorized and crude soyabean, groundnut, Mustard, sunflower, Rapeseed, Olive, Cottonseed, Coconut, Palm. Linseed, Castor seed, Niger seed, Rice bran, Safflower, Sesamum - Vanaspati and cooking oil, Animal fats and oils, waxes, vegetable oil and by products including the meal or extract as poultry or cattle feeds and other edible and non-edible applications.

#### **j. FOOD AND FOOD BY-PRODUCTS**

To setup, promote and carry on the business of manufacturers, dealers, importers, exporters of variety of food products including soyabean

products, proteins, lecithin, soya flour and preparation, soya dal, antibiotics, instant nuggets, peanuts, milk, curds, health drinks, oil snacks and all other textured and extruded soya food products, and to market products through wholesalers, retail shops, stockists, distributors and selling agents and institutions in India and abroad.

FURTHER RESOLVED that in the existing Other Objects, Clause III C of the Memorandum of Association sub clauses '7,9,11,12 & 13' be deleted.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto.

By order of the Board

For **AVT Natural Products Limited**

Place : Chennai

**Sharon Josh**

Date : 30<sup>th</sup> May 2022

Company Secretary

Registered office:

60, Rukmani Lakshmipathy Salai,  
Egmore, Chennai - 600 008

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, which sets out details relating to Business at the meeting is annexed hereto.
2. In view of the extraordinary circumstances due to outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/ 11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (the said Circulars) had permitted sending

of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars the Notice of the AGM along with Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

3. Members may note that the Notice along with the Annual Report for the Financial Year 2021- 22 has been uploaded on the website of the Company at [www.avtnatural.com/](http://www.avtnatural.com/). The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
4. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
5. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting to the Scrutinizer through e-mail at [vsureshpcs@gmail.com](mailto:vsureshpcs@gmail.com) with a copy marked to Cameo Corporate Services Ltd.at [investor@cameoindia.com](mailto:investor@cameoindia.com).
6. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at [www.avtnatural.com](http://www.avtnatural.com).
7. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and

Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 18<sup>th</sup> August 2022 to 24<sup>th</sup> August 2022 (both days inclusive) for the purpose of Annual General Meeting.
9. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR - 1 to Cameo.
10. The Register of directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 24, 2022. Members seeking to inspect such documents can send an email to [avtnpl@avtnatural.com](mailto:avtnpl@avtnatural.com)
11. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date 17<sup>th</sup> August 2022.
12. The Company has appointed M/s Cameo Corporate Services Limited, Chennai as its Registrar & Share Transfer Agent and depository interface of the Company with CDSL and NSDL. Shareholders intending to hold their shares in electronic form may approach their depository participants for dematerialisation of shares. Shareholders may send their shares for effecting transfers/ transmission to M/s Cameo Corporate Services Limited.
13. The final dividend as recommended by the Board, if approved at this meeting, will be paid within 30 days from the date of AGM to those members whose names appear in the Register of Members on that date.
14. Members are requested to notify immediately any change in their address to the company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai - 600 002 in the case of physical holdings and to their respective Depository Participants in case of dematted shares.
15. Members are requested to lodge their e-mail ID's along with their Name and Folio No. to Company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Email:- [investor@cameoindia.com](mailto:investor@cameoindia.com) to enable the Company to send all future communications including Annual Reports through electronic mode.
16. Members are requested to notify the Company's Share Transfer Agent immediately of their bank account number and name of the bank and branch in the case of physical holdings, and to their respective Depository Participants in case of dematted shares, so that the payment of dividend when made through National Electronic Clearing Service (NECS), National Electronic Fund Transfer (NEFT), Direct Credit, Dividend Warrants etc., can be made without delay.
17. Shareholders who have multiple folios in identical names or in joint names in the same order, are requested to intimate to the Company these folios, to enable the Company to consolidate all such shareholdings into one folio.
18. Shareholders of the Company may avail the nomination facility by executing the prescribed nomination form, which can be obtained from the Registered Office of the Company or from the company's Share Transfer Agent.
19. The equity shares of the company would continue to be listed on BSE Ltd and The National Stock Exchange Ltd. The Annual listing fee, as prescribed, has been paid to the BSE & NSE.
20. Pursuant to provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed Final Dividend for the financial year 2013-14 and Interim Dividend for the Financial Year 2014-15 to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. Final Dividend declared for the financial year

2014-15 remaining unpaid/unclaimed over a period of 7 years is liable to be transferred to the above fund during the year and no claim shall lie against the Company or the said Fund once it is transferred. Members are advised to claim the unpaid dividend, if any, immediately.

21. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("Rules") notified by the Ministry of Corporate Affairs on 28<sup>th</sup> February, 2017, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years to the IEPF. The shareholders are requested to claim the unpaid dividend amount(s) immediately, failing which their shares shall be transferred to the demat account of the IEPF Authority as per the procedure stipulated in the Rules as amended from time to time.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Member's interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

22. The members, who have not yet obtained the share certificates for the bonus shares issued by the Company in the year 2006 and 2013, are requested to approach the Company's Share Transfer Agent and claim the same.
23. Members are requested to note that trading of Company's shares through Stock Exchange is permitted only in demat form. Further, the Securities and Exchange Board of India (SEBI) mandated that all the transfers of the shares in the physical form shall not be allowed after 31<sup>st</sup> March 2019. Accordingly, members who have not yet converted their holdings into electronic demat form may do so immediately for their own interest.

24. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Transfer Agent or to the Company.

26. Members may also note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website: [www.avtnatural.com](http://www.avtnatural.com) for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's share transfer agent email ID: [investor@cameoindia.com](mailto:investor@cameoindia.com).

27. In terms of Section 101 of the Companies Act 2013 read with rule 18 of the Companies (Management and Administration) Rules, 2014 and section 136 of the Companies Act 2013 read with rule 11 of Companies (Accounts) Rules, 2014, electronic copy of the notice of 36<sup>th</sup> Annual General Meeting of the Company inter-alia, indicating the process and manner of e-Voting along with attendance slip and proxy form is being sent to all the members whose e-mail id's are registered with the Company / depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, physical copies of the notice of the 36<sup>th</sup> Annual General Meeting of the Company

*inter-alia*, indicating the process and manner of e-Voting with attendance slip and proxy form is being sent in the permitted mode being sent in the permitted mode.

28. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
29. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cutoff date i.e 17<sup>th</sup> August 2022 will be considered for the purpose of availing Remote e-Voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
30. Since the AGM will be held through VC in accordance with the circulars, the route map, proxy form and attendance slip are not attached to this notice.

#### 26. Voting facilities

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India ) Limited (CDSL).

The facility for voting either through electronic voting system shall 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.

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.

#### **CDSL e-Voting System - For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general

meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available

for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.avtnatural.com](http://www.avtnatural.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with MCA circular no. 02/2022 dated May 5, 2022.

Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at [avtnpl@avtnatural.com](mailto:avtnpl@avtnatural.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number / folio number, email ID, mobile number at [avtnpl@avtnatural.com](mailto:avtnpl@avtnatural.com). These queries will be replied to by the Company suitably by email.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**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 21<sup>st</sup> August 2022 at 9:00 AM and ends on 23<sup>rd</sup> August 2022 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17<sup>th</sup> August 2022 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.

In order 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining</li> </ol>

Type of shareholders	Login Method
	<p>virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> 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 e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</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>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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](http://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](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 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](mailto: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

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC /OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at [avtnpl@avtnatural.com](mailto:avtnpl@avtnatural.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

**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), AADHAAR (self attested scanned copy of Aadhaar 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 attending AGM & 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, 25<sup>th</sup> 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 toll free no. 1800 22 55 33.

**General instructions**

- i) Mr. V. Suresh, Practising Company Secretary (C.P. No. 6032) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- ii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who

shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed have been passed on the AGM date subject to receipt of the requisite number or votes in favour of the resolutions.

- iii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.avtnatural.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited and NSE, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- iv) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 17<sup>th</sup> August 2022. A person who is not a Member as on the cut off-date should treat this Notice for information purposes only.
- v) In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Details of Directors seeking re-appointment at the forthcoming Annual General Meeting is given

**a. Mr. Ajit Thomas**

Mr. Ajit Thomas, Aged 68 years, holds a Bachelor's degree in Statistics. He is an industrialist and the promoter Chairman of the Company. He has expertise in Business Administration, Plantation, Management etc. with AVT group of companies for nearly four decades.

Name	Mr. Ajit Thomas
Director Identification Number (DIN)	00018691
Date of Birth	June 07, 1954
Nationality	Indian
Date of appointment on the Board	March 12, 1986
Relationship with other Directors	He is the spouse of Mrs. Shanthi Thomas, Director

Qualification	B.Sc (Stat.)
Expertise in specific functional areas	He has nearly 40 years of experience in various fields of Business, Administration, Plantation, Management etc.
Directorships held in other Companies as on March 31, 2022 (excluding foreign companies)	<p><b>Executive Chairman</b></p> <ol style="list-style-type: none"> <li>1. A.V. Thomas and Company Limited</li> </ol> <p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. The Nelliampathy Tea and Produce Company Limited</li> <li>2. The Midland Rubber and produce Company Limited</li> <li>3. AVT McCormick Ingredients private Limited</li> <li>4. Midland Latex Products Limited</li> <li>5. AVT Holdings Private Ltd</li> <li>6. Aspera Logistics Private Ltd.</li> <li>7. Midland Corporate Advisory Services Private Limited</li> <li>8. Neelamalai Agro Industries Ltd</li> </ol> <p><b>Director</b></p> <ol style="list-style-type: none"> <li>1. A.V. Thomas Leather &amp; Allied products Pvt. Limited</li> <li>2. A.V Thomas Investments Co. Ltd.</li> <li>3. Saksoft Limited</li> <li>4. AW Gavia Foods Pvt. Ltd</li> <li>5. Grover Zampa Vineyards Ltd</li> </ol>
Membership of Committee of other Companies	<p><b>AUDIT COMMITTEE</b></p> <p>Saksoft Limited - Chairman</p> <p>Neelamalai Agro Industries Limited - Member</p> <p>A.V. Thomas &amp; Co Limited</p>

<p><b>NOMINATION &amp; REMUNERATION COMMITTEE</b></p> <p>Saksoft Limited - Member</p> <p>Neelamalai Agro Industries Limited - Member</p> <p><b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b></p> <p>Neelamalai Agro Industries Limited - Chairman</p> <p>The Midland Rubber and Produce Company Limited - Chairman</p> <p>The Nelliampathy Tea &amp; Produce Company Limited - Chairman</p> <p><b>CSR COMMITTEE</b></p> <p>The Midland Rubber and Produce Company Limited - Chairman</p> <p>A.V. Thomas &amp; Co Limited - Chairman</p>					
Number of Shares held in the Company	15,22,840 (1%)				
Number of Board meetings attended during FY 2021-22	<table border="1"> <tr> <td>Held</td> <td>6</td> </tr> <tr> <td>Attended</td> <td>6</td> </tr> </table>	Held	6	Attended	6
Held	6				
Attended	6				

He is the Chairman of Stakeholders Relationship committee, Member of the audit committee, CSR Committee, Risk management committee and Share Transfer committee

## **EXPLANATORY STATEMENT**

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 which sets out the details relating to Business at the meeting is annexed hereto and shall be taken as forming part of this Notice.

### **Item Nos. 4**

At the 31<sup>st</sup> AGM of the Company held on August 10, 2017, the shareholders had approved the appointment of M/s PKF Sridhar & Santhanam LLP., Chartered Accountants, (Firm Registration No. 003990S / S200018), as Statutory Auditors of the Company, to hold office till the conclusion of the 36<sup>th</sup> AGM.

The Board of Directors at their meeting held on May 30, 2022, based on recommendations of the Audit Committee, have approved the appointment of M/s. Suri & Co, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of 41<sup>st</sup> AGM. The appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. Suri & Co, Chartered Accountants, have provided their consent and eligibility certificate to that effect, their appointment, if made, would be in compliance with the applicable laws. On recommendation of the audit committee, the Board of Directors of the Company has fixed ₹ 17,00,000/- (Rupees Seventeen Lakhs Only) plus GST and out of pocket expenses as the remuneration payable to the incoming Statutory Auditors, subject to the approval of the Shareholders of the Company,

The Board of Directors, based on the recommendations of the Audit Committee, shall

approve the remuneration of the statutory auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. Considering the evaluation of the past performance, experience, and expertise of M/s. Suri & Co, Chartered Accountants, and based on the recommendation of the Audit Committee, it is proposed to appoint M/s. Suri & Co, Chartered Accountants, as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 41<sup>st</sup> AGM of the Company in terms of the aforesaid provisions.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Suri & Co has been recommended to be appointed as the Statutory Auditors of the Company.

### **Brief Profile of M/s. Suri & Co**

Established in 1939, Suri & Co has in the last 8 decades, grown in scale and diversity and is present across 4 states with 8 centers. The firm has its Head Office at Chennai and is a leading audit firm in South India who also have a presence in Mumbai. The firm has 10 full-time partners consisting of distinguished Chartered Accountants and a sizable team of more than 200+ workforce. Whilst supporting for decades, the firm strives to reinvent by using re-imagined technology in providing all its assurance, risk management, and taxation services

The Board recommends the passing of the resolution set out at Item No.4 of the accompanying Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution.

**Item Nos. 5**

The Company proposes to enter certain new businesses as stated in the Special Resolution, to have better utilization of its existing resources. These would broad base the Company's product portfolio and reduce dependence on existing products as well as support the existing business.

In terms of Section 13 of the Companies Act, 2013, the Company may subject to approval of the registrar, and the shareholders by way of a special resolution alter the object clause of the company. As the proposed new activities of the Company are not covered by the existing main object clauses of the

Memorandum of Association, it must be amended suitably by obtaining the consent of the shareholders.

The Other Objects Clause of the Memorandum is also being altered by deleting certain clauses as mentioned in the special resolution as those objects are being taken as the main objects with the consent of the shareholders.

The Board recommends the resolution for approval. None of the Directors is concerned or interested in this resolution.

Copies of the Memorandum & Articles of Association of the Company are available for inspection at the registered office of the Company on all its working days during usual business hours.

By order of the Board  
For **AVT Natural Products Limited**

**Sharon Josh**  
Company Secretary

Place : Chennai  
Date : 30<sup>th</sup> May 2022

Registered office:  
60, Rukmani Lakshmi pathy Salai,  
Egmore, Chennai - 600 008