

AVT NATURAL PRODUCTS LIMITED  
CHENNAI - 600 008

**MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT AT 11.30 A.M. ON SATURDAY, THE 19<sup>TH</sup> MAY 2012 AT THE REGISTERED OFFICE OF THE COMPANY AT NO.60, RUKMANI LAKSHMIPATHY SALAI, CHENNAI - 600 008.**

The Board of Directors at their meeting held on 27<sup>th</sup> March 2012 had approved the sub-division of the equity shares of the company with face value of Rs.10/- each to face value of Re.1/- each and authorized for passing of the special resolutions in this connection by way of postal ballots as under:

1. Sub- division of equity shares
2. Amendment of Memorandum of Association of the Company
3. Amendment of Articles of Association of the Company

The Postal Ballot Notice dated 27<sup>th</sup> March 2012, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011, for passing the above Resolutions by postal ballot, were despatched to the members of the Company on 12<sup>th</sup> April 2012.

The Board of Directors at its meeting held on 27<sup>th</sup> March 2012 had appointed Mr. V. Suresh, Practising Company Secretary, Chennai as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Forms and the self addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (in favour) or dissent (against), so as to reach the scrutinizer on or before 14<sup>th</sup> May 2012.



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After due scrutiny of all the postal ballot forms received by the Scrutinizer up to the close of working hours of 14<sup>th</sup> May 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), had submitted his report on 17<sup>th</sup> May 2012 as detailed under :

SI No.	Description	No. of valid ballots	In favour of the Resolution		Against the Resolution	
			Number of Votes cast	%	Number of Votes cast	%
1	Sub-Division of Equity Shares	334	59,22,414 (ballots 326)	99.96	2591 (ballots 8)	0.04
2	Amendment of Memorandum of Association of the Company	334	59,22,889 (ballots 328)	99.96	2116 (ballots 6)	0.04
3	Amendment of Articles of Association of the Company	334	59,22,119 (ballots 328)	99.96	2116 (ballots 6)	0.04

6 Ballots were invalid for various reasons as certified by the Scrutinizer.

The Chairman after receiving the Scrutinizer's Report announced that the Special Resolutions at Item No.1, 2 and 3 of the Postal Ballot Notice were duly passed by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members.

All the three Special Resolutions duly approved by the members are as under:

#### 1. SUB-DIVISION OF EQUITY SHARES

"RESOLVED that pursuant to the provisions of Section 13,16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956(including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to

  
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by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded for sub-dividing the 79,90,000 Equity Shares of Rs.10/- (Rupees ten) each in the Authorised Share Capital of the Company into 7,99,00,000 Equity Shares of Re. 1/- (Rupee One) each and consequently, Clause V (being Capital Clause) of the Memorandum of Association and Article 3(a) of the Articles of Association of the Company relating to equity shares be altered accordingly.

RESOLVED FURTHER that pursuant to the sub-division of the equity shares of the Company, the issued, subscribed and paid-up equity shares of face value Rs. 10/- (Rupees Ten) each, shall stand sub-divided into equity shares of face value of Re. 1/- (Rupee One) each, fully paid-up.

RESOLVED FURTHER that the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof) be and they are hereby authorized to do, perform all such acts, and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and/or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary to give effect to the aforesaid resolution".

2. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED that in accordance with the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of



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Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V :

The Authorised Share Capital of the Company is Rs 11,00,00,000/- (Rupees Eleven Crore only) divided into 7,99,00,000 ( Seven crores ninety nine lakhs) Equity Shares of Re. 1/- (Rupee One) each, 1000 (One Thousand) - 12% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One hundred) each and 30,00,000 (Thirty lakhs) - 7% Redeemable Cumulative Preference Shares of Rs. 10/- (Rupees ten) each, with power to increase and reduce the capital of the Company and to alter, convert, classify into several classes of stock or shares, divide or sub-divide and consolidate the same with power attach thereto respectively such preferential, deferred, or special rights, privileges, conditions or restrictions, as may be determined by, or in accordance with the Articles of Association of the Company from time to time".

**3. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY**

"RESOLVED that in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3(a) of the Articles of Association of the Company be altered by deleting the same and substituting, in its place and stead the following new Article:

The present Authorised Share Capital of the Company is 11,00,00,000 (Rupees Eleven crore only) divided into 7,99,00,000 (Seven Crores Ninety nine lakhs) Equity Shares of Re. 1/- (Rupee One) each, 1000 (One Thousand) - 12% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One hundred) each and 30,00,000 (Thirty lakhs) - 7% Redeemable Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each".

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Place : Chennai  
Date : 11<sup>th</sup> June 2012



CHAIRMAN