

AVT NATURAL PRODUCTS LIMITED

60, Rukmini Lakshmi pathy Salai, Chennai - 600 008. India. Telefax : 91-44-28584147

Result of Postal Ballot

Results of the Postal Ballot taken as per Notice dated 31st July 2013 of the Company on the Resolutions passed by the share holders in terms of section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 are as follows :

SI No.	Description	No. of valid ballots	In favour of the Resolution		Against the Resolution	
			Number of Votes cast	%	Number of Votes cast	%
1	Increase of Authorised share capital (Ordinary Resolution)	581	5,90,81,822 (573)	99.99	4,850 (8)	0.01
2	Amendment of Memorandum of Association of the Company (Special Resolution)	581	5,90,77,151 (570)	99.98	9,521 (11)	0.02
3	Amendment of Articles of Association of the Company (Special Resolution)	581	5,90,77,047 (571)	99.98	9,625 (10)	0.02
4	Issue of Bonus Shares (Ordinary Resolution)	581	5,85,17,164 (573)	99.94	5,69,508 (8)	0.06

One Ballot was invalid for reason as certified by the Scrutinizer

COMMENT: The Resolutions were passed with the requisite majority

For AVT Natural Products Limited



Ajit Thomas
Chairman

Place : Chennai
Date : 19th September 2013

AVT NATURAL PRODUCTS LIMITED

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Extract of the resolutions passed by the members of the Company through postal ballot on 19th September 2013

1. INCREASE OF AUTHORISED SHARE CAPITAL

ORDINARY RESOLUTION

"RESOLVED that pursuant to the provision of the section 94 and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Members be and is hereby given for increasing the authorized share capital of the Company from 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 to 19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore 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".

2. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

SPECIAL RESOLUTION

"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 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 19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore 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".



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3. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

SPECIAL RESOLUTION

"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 Authorised Share Capital of the Company is 19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore 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".

4. ISSUE OF BONUS SHARES

ORDINARY RESOLUTION

RESOLVED that:

- (a) In accordance with the provisions of Articles 150 of the Articles of Association of the Company and subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as the " Board" which expression shall also include a "Committee" thereof), the approval of the Members be and is hereby given that a sum not exceeding Rs.7,61,42,000/-, out of the Capital Redemption Reserve & General Reserves Account as at 31st March 2013, be capitalized and transferred to Share Capital Account and that the aforesaid sum of Rs.7,61,42,000/- be applied for allotment of 7,61,42,000 fully paid bonus shares of Re.1/- each to and amongst the holders of the equity shares on a date to be hereafter fixed by the Board ("the Record Date") in the proportion of 1(One) new equity share for every 1 (One) existing equity share held by them and that the new equity shares so issued shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such member and not as income;
- (b) The new equity shares of Re.1/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing equity shares and shall be entitled to participate in full in any dividends to be declared after the Bonus Shares are allotted;
- (c) No letter of allotment shall be issued to the allottees of the Bonus Shares and the Bonus Share Certificates in respect of the new equity shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in demat form;




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- (d) The allotment and issue of Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to necessary compliance of the regulations of the Reserve Bank of India under Foreign Exchange Management Act, 1999, if necessary;
- (e) for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the Bonus Shares".

//CERTIFIED TRUE COPY//

1. INCREASE OF AUTHORIZED SHARE CAPITAL

For AVT Natural Products Limited

ORDINARY RESOLUTION



[Signature]
Company Secretary

"RESOLVED that pursuant to the provisions of Section 24 of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby amended by increasing the authorized share capital of the Company (formerly divided into 7,98,00,000 (Seven crore ninety eight lakhs) Equity Shares of Rs. 10/- (Rupees 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 to 18,00,00,000/- (Rupees Nineteen Crore only) divided into 15,50,00,000 (Fifteen crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees 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."

2. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

SPECIAL RESOLUTION

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

The Authorized Share Capital of the Company is 18,00,00,000/- (Rupees Nineteen Crore only) divided into 15,50,00,000 (Fifteen crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees 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 also, convert, classify into several classes of stock or shares, divide or sub-divide and consolidate the same with power attach thereto respectively with preferential, deferred, or special rights, privileges, conditions or restrictions, as they be determined by, or in accordance with the Articles of Association of the Company from time to time."

