

# **AVT NATURAL PRODUCTS LIMITED**

29<sup>th</sup> Annual Report  
2014-2015



# **AVT NATURAL PRODUCTS LIMITED**

## **BOARD OF DIRECTORS**

Mr. Ajit Thomas, *Chairman*  
Mr. M.A. Alagappan  
Mr. P. Shankar. I.A.S (Retd.)  
Mr. Habib Hussain  
Mrs. Shanthi Thomas (w.e.f. 21.03.2015)  
Mr. Shyam B. Ghia (upto 19.03.2015)  
Mr. A.D. Bopana (w.e.f. 29.05.2015)  
Mr. M.S.A. Kumar, *Managing Director* (upto 31.03.2015)

## **AUDIT COMMITTEE**

Mr. M.A. Alagappan, *Chairman*  
Mr. P. Shankar. I.A.S. (Retd.)  
Mr. Habib Hussain  
Mr. Shyam B. Ghia (upto 19.03.2015)

## **KEY MANAGERIAL PERSONNEL**

Mr. M.N. Satheesh Kumar, President & COO  
(appointed as 'Manager' – KMP w.e.f. 01.04.2015)  
Mr. A. Ramadas, Sr. Vice President & CFO  
Mr. Dileepraj. P, Company Secretary

## **AUDITORS**

M/s. Suri & Co.,  
Chartered Accountants  
No. 4, Chevaliar Shivaji Ganesan Salai,  
T. Nagar, Chennai - 600 017.

## **BANKERS**

Bank of Baroda Ltd.,  
State Bank of India Ltd.,  
The South Indian Bank Ltd.,  
Citibank N.A.

## **PLANT LOCATIONS**

SF No. 234/1, Mysore Trunk Road,  
Puduvadavalli, Sathyamangalam - 638 401,  
Erode District, Tamil Nadu.  
  
HL No. 1182, Harikura Village,  
Honavally Hobli, Tiptur Taluk - 572 202,  
Tumkur District, Karnataka.  
  
Plot No. 225/1A, 5-7, Kaipoorikkara,  
South Vazhakulam, Marampilly Post,  
Aluva - 683 107, Ernakulam District, Kerala.  
Tel : 0484-2848240 Fax: 0484-2677512

## **SUBSIDIARY COMPANIES**

AVT Tea Services Ltd.,  
19, Heathmans Road,  
London, SW6 4TJ,  
United Kingdom.

AVT Natural Pte. Ltd.,  
17, Phillip Street, # 05-01,  
Grand Building,  
Singapore - 048695.

AVT Tea Services North America LLC  
8805, Tamiami Trail North suite 160  
Naples FL 34108

## **REGISTERED OFFICE**

60, Rukmani Lakshmipathy Salai  
Egmore, Chennai – 600 008  
Tel :044-28584147 Fax: 044-28584147  
Email : avtnpl@avtnatural.com,  
Website : www.avtnatural.com  
CIN : L15142TN1986PLC012780

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## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held at 10.30 A.M. on Wednesday, the 26<sup>th</sup> August 2015 at Hotel Vestin Park, 'Palkhi Hall, 39, Montieth Road, Egmore, Chennai – 600 008, to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit & Loss for the year ended 31.03.2015 and the Reports of the Directors and Auditors thereon.
2. To declare final dividend.
3. To appoint a Director in place of Mr. Habib Hussain (DIN: 00018665), who retires by rotation and is eligible for re-appointment.
4. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof.

“RESOLVED that pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 25.07.2014, the Company hereby ratifies the appointment of M/s. Suri & Co., Chartered Accountants, Chennai (Firm's Regn. No. 004283S), as Auditors of the Company to hold office till the conclusion of the next AGM to be held in the calendar year 2016 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors”.

### **SPECIAL BUSINESS**

#### **5. Appointment of Mrs. Shanthi Thomas as Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that Mrs. Shanthi Thomas (DIN: 00567935), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21<sup>st</sup> March 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013('the Act') and in respect of whom the

Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation.”

#### **6. Appointment of Mr. A.D. Bopana as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. A.D. Bopana (DIN: 00576066), a non-executive Director of the Company w.e.f. 29.05.2015, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years from conclusion of this Annual General Meeting”.

#### **7. Appointment of Mr. M.N. Satheesh Kumar, as 'Manager' of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Rules made there under, as amended from time to time, the consent of the shareholders of the Company be given for the appointment and terms of remuneration of Mr. Satheesh Kumar as “Manager” of the Company to hold the office for a period of two years w.e.f. 01.04.2015 to 31.03.2017 on a remuneration by way of salary, allowances, benefits and perquisites, as are applicable and as may be decided by the Board of Directors of the Company from time to time, without further reference, consent of members, within overall limits specified under section 197 of the Companies Act 2013 read with the schedule V of the Companies Act, 2013, as in force from time to time.

RESOLVED FURTHER THAT Mr. M.N. Satheesh Kumar, be paid the following managerial remuneration

within the overall limit specified under section 197, from the date of his appointment w.e.f. 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2017 until otherwise decided by the Board of Directors.

**Remuneration:**

Salary	Rs.2,75,000 per month in the scale of Rs. 2,50,000- 4,00,000 with annual increment as may be decided by the Board of Directors from time to time.
Special Allowance	Rs.75,000/- per month
Perquisites (including Leave Travel Allowance, Fuel & Maintenance, Electricity charges, Water charges, Gas, Medical etc.)	Subject to a maximum of Rs.40,000/- per month
Performance incentive	As may be decided by the Board of Directors subject to a maximum of 4 months basic salary and special allowance.

**Other Benefits:**

- Contribution to provident fund and super annuation fund on salary at the rate in accordance with the rules of the Company.
- Gratuity on salary in accordance with the rules of the Company
- Encashment of leave as per the rules of the Company
- Provision for telephone and other communication facilities at residence for official purpose.

RESOLVED FURTHER that where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances and perquisites not exceeding the limits specified in part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that the duties of the “Manager” so appointed above shall be the overall supervision of the functioning and manage affairs of the Company under the superintendence and control of the Board of Directors and to perform all other duties that the Board may delegate to the “Manager” from time to time.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to

vary, alter or modify the different components of the aforesaid remuneration within the overall limit specified under Section 197 read with Schedule V of the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. M.N. Satheesh Kumar.”

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

Place : Chennai  
Date : 22<sup>nd</sup> July 2015

**Dileepraj. P**  
Company Secretary

Registered office:  
60, Rukmani Lakshmipathy salai  
Egmore, Chennai – 600 008

**NOTES:**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting**
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- The Register of Members and the Share Transfer books of the Company will remain closed from 19<sup>th</sup> August 2015 to 26<sup>th</sup> August 2015 (both days inclusive) for the purpose of Annual General Meeting.
- The final dividend as recommended by the Board, if approved at this meeting, will be paid within 30 days from the date of declaration, to those members whose names appear in the Register of Members as on 26<sup>th</sup> August 2015.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

7. Members are requested to notify immediately any change in their address, if any, 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.
8. Members are requested to lodge their e-mail ID's along with their Name and Folio / Client ID No. to Company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. The members can also log into their website <http://green.cameoindia.com> and register for sending physical copy or soft copy of the annual report. This will enable the Company to send all future communications including Annual Reports through electronic mode.
9. 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.
10. Pursuant to provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends up to the financial year 2006-07 from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25.07.2014 (date of last annual general meeting) on the website of the Company ([www.avtnatural.com](http://www.avtnatural.com)) as also in the website of the Ministry of Corporate Affairs.
11. Members are therefore, advised to claim the unclaimed dividend, if any, immediately.
12. Members are requested to note that trading of company's shares through Stock Exchanges are permitted only in demat form. Accordingly, members who have not yet converted their holdings into electronic demat form may do so immediately.
13. 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.

14. 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 Company.
15. Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for 2014-15 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 in Chennai 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).
16. 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 immediately the Company's Share Transfer Agent, M/s Cameo Corporate Services Limited, 'Subramaniam Building', No.1, Club House Road, Chennai - 600 002 and claim the same.
17. **Instructions for members for voting electronically:**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29<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 or ballot or polling paper shall also 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.

- (i) The voting period begins on 23<sup>rd</sup> August 2015, Sunday (9:00 a.m.) ends on 25<sup>th</sup> August 2015, Tuesday (5.00 p.m). 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 19<sup>th</sup> August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details OR Date of Birth (DOB)	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.
	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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <AVT Natural Products Limited-> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

(xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Wenceslaus Futardo, Deputy Manager, CDSL, Mumbai or call toll free No. 18002005533.

#### General instructions:

- Mr. V. Suresh, Practising Company Secretary (Membership No. FCS 2969) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on (it should not be earlier than 7 days from AGM date)

iv) The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The AGM Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website **[www.avtnatural.com](http://www.avtnatural.com)** and on the website of CDSL within three(3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges

18. In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, a brief resume of the Directors, who are proposed to be re-appointed in this meeting, nature of their expertise in specific functional areas, their other Directorships, Committee memberships, shareholdings in the Company are given below:

#### a. **Mr. Habib Hussain**

Mr. Habib Hussain, aged 62 years, holds a degree in Electronics Engineering from Bangalore University and has vast experience. He joined AVT group in the year 1974 and rose to become the Director of this Company in 1995. He is the Chief Executive of A.V. Thomas Leather & Allied Products Limited and has rich expertise in business administration. He is the Member of the Committee of Administration - Council for Leather Exports and also the Member of the National Committee - Confederation of Indian Industry.

#### His other Directorships are:

Sl. No.	Name of the Company	Nature of Office held
1	The Nelliampathy Tea & Produce Co Limited	Director
2	A.V. Thomas Investment Company Limited	Director
3	Ajit Thomas Holdings Private Limited	Director
4	AVT Holdings Private Limited	Director
5	Leather Sector Skill Council Limited	Chairman
6	Consortium of Shoe and Products Manufactures Private Limited	Director
7	Alina Private Limited	Director
8	National Skill Development Corporation	Director
9	National Institute of Design	Director

He is the member of the Audit Committee, Stake holders Relationship Committee, Corporate Social



Responsibility Committee and Nomination & Remuneration Committee of the Company.

Share holding in the Company: 2,00,080 (0.13%)

**b. Mrs. Shanthi Thomas**

Mrs. Shanthi Thomas, aged 61 years, holds a Bachelor's degree in Arts. She is an Industrialist and the Promoter of the Company. She has considerable expertise in business and management with AVT Group of Companies for long time.

**Her other Directorships are:**

Sl. No.	Name of the Company	Nature of Office held
1	A.V.Thomas Leather & Allied Products Private Limited	Director
2	Neelamalai Agro Industries Limited	Executive Director
3	Midland Corporate Advisory Services Private Limited	Director
4	Midland Rubber and Produce Company Limited	Director

Share holding in the Company : 1,24,000 (0.08%)

**c. Mr. A.D. Bopana, Independent Director**

Mr. A.D. Bopana, aged about 74 years is a Sr. Cambridge. He is equipped with vast experience and knowledge in managing

diverse businesses, plantation industry, administrative matter, Finance, Business Management etc.,

**His other Directorships are:**

Sl. No.	Name of the Company	Nature of Office held
1	A.V.Thomas & Company Limited	Director
2	Neelamalai Agro Industries Limited	Director
3	The Midland Rubber & Produce Company Limited	Director

Share holding in the Company : 6,78,000 (0.44%)

**His other Committee Memberships are:**

Sl. No.	Name of the Company	Name of the Committee
1	A.V.Thomas & Company Limited	Member, Audit Committee
2	The Midland Rubber & Produce Company Limited	Chairman, Nomination and Remuneration Committee
3	The Midland Rubber & Produce Company Limited	Chairman, Audit Committee

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the Special Business mentioned above and shall be taken as forming part of the notice.

**Item Nos. 5**

Mrs. Shanthi Thomas has been appointed as an Additional Director of the Company with effect from 21<sup>st</sup> March 2015.

It is proposed to appoint her as Director under Section 152 of the Companies Act, 2013, who is liable to retire by rotation.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidatures of Mrs. Shanthi Thomas.

Mrs. Shanthi Thomas and Mr. Ajit Thomas, Chairman are interested in the resolution set out respective at item 5 of the above.

None of the other Directors / Manager or other Key managerial personnel or their relatives of the Company are in any way, concerned or interested, in this resolution.

The Board, therefore, recommends the passing of this Ordinary Resolution by the shareholders of the Company as set out above.

**Item Nos. 6**

Mr. A.D. Bopana is an additional (independent) director of the Company, who was appointed by the Board of Directors in its meeting held on 29.05.2015 under Section 149 of the Companies Act, 2013 and Clause 49 of the listing agreement to hold office for five (5) consecutive years, from conclusion of this Annual General Meeting of the Company.

The Company has received a notices in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature.

The Company has also received declaration from Mr. A.D. Bopana, that he meets with the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and under Clause 49 of the listing agreement, and also his consent to act as Director.

None of the other Directors / Manager or other Key managerial personnel or their relatives of the Company are in any way, concerned or interested, in this resolution.

The Board, therefore, recommends the passing of the Ordinary Resolution by the shareholders of the Company as set out above.

#### Item Nos. 7

Mr. M.N. Satheesh Kumar is the President and COO of the Company. Consequent to the resignation of Mr. M S A Kumar, Managing Director, the Company has to appoint a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013. The Board of Directors at their meeting held on 29.05.2015 appointed Mr. M N Satheesh Kumar as Manager, Key Managerial Personnel under section 203 (1) (i) of the Companies Act 2013 for a period of 2 years from 01.04.2015 to 31.03.2017 on the terms of remuneration as mentioned in the resolution, subject to the approval of the members. Hence this resolution.

Mr. M.N. Satheesh Kumar, aged about 60 years is a post graduate in M.Sc (Hons.) Che. from BITS, Pilani with PGDBA. He has undergone an Accelerated Management Studies at ISB, Hyderabad. He has served as management executive in several premier organizations like Escorts Group of companies, Tamil Nadu Co – op Oil Seeds Growers Federation (TANCOF) under the aegis of National Dairy Development Board etc.. Prior to joining the Company he was working as Plant Manager (Div. Mgr. Cadre) GOETZE (INDIA) Ltd., Escorts Group Company. His field of expertise includes organizing Co-op

farming, Agriculture Produce procurement, Post-Harvest Process, Agriculture produce value additions, Operations, Project management, Manufacturing & Process Management etc., and he is with the Company since June 1996.

A copy of the draft Agreement to be entered into with the 'Manager' is available at the Registered Office of the Company and is open for inspection in physical or in electronic form by the members during the specified business hours on any working day, and the copies thereof shall also be made available for physical or electronic form at the Registered Office of the Company and also at the meeting venue.

The Board recommends the passing of this Ordinary resolution.

None of the directors or other Key Managerial Personnel or their relatives of the Company except Mr. M.N. Satheesh Kumar, is in any way, concerned or interested, in passing this resolution.

He holds 520 shares (0.0003%) of the Company.

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

Place : Chennai  
Date : 22<sup>nd</sup> July 2015

**Dileepraj. P**  
Company Secretary

Registered office:  
60, Rukmani Lakshmiipathy salai  
Egmore, Chennai – 600 008

### ROUTE MAP

