

AVT NATURAL PRODUCTS LIMITED

31st Annual Report
2016-2017

AVT NATURAL PRODUCTS LIMITED

BOARD OF DIRECTORS

Mr. Ajit Thomas, *Chairman*
Mr. M.A. Alagappan
Mr. P. Shankar. I.A.S (Retd.)
Mr. A.D. Bopana
Mrs. Shanthi Thomas
Mr. Habib Hussain

AUDIT COMMITTEE

Mr. M.A. Alagappan, *Chairman*
Mr. P. Shankar. I.A.S. (Retd.)
Mr. A.D. Bopana
Mr. Habib Hussain

NOMINATION & REMUNERATION COMMITTEE

Mr. M.A. Alagappan, *Chairman*
Mr. P. Shankar. I.A.S. (Retd.)
Mr. Habib Hussain

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ajit Thomas, *Chairman*
Mr. A.D. Bopana
Mr. Habib Hussain

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. P. Shankar. I.A.S. (Retd.) *Chairman*
Mr. Ajit Thomas
Mr. Habib Hussain

KEY MANAGERIAL PERSONNEL

Mr. M.N. Satheesh Kumar, President and CEO
Mr. A. Ramadas, Sr. Vice President and 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
State Bank of India
The South Indian Bank Ltd.,
Citibank N.A.,
The Hongkong and Shanghai
Banking Corporation Ltd.,

PLANT LOCATIONS

SF No. 234/1, Mysore Trunk Road, Pudukavalli,
Sathyamangalam – 638 401, Erode District, Tamil Nadu.
Tel.: 04295 - 243220

HL No. 1182, Halkurke Village, Honnavalli Hobli,
Tiptur Taluk - 572 201, Tumkur District, Karnataka.
Tel.: 08134 - 264177

Plot No.225/1A, 5-7, Kaipoorikkara,
South Vazhakulam, Marampilly Post, Aluva – 683107,
Ernakulam District, Kerala.
Tel.: 0484-2848240, Fax: 0484 - 2677512

SUBSIDIARY COMPANIES

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

AVT Tea Services North America LLC
(Wholly owned Subsidiary of AVT Tea Services Ltd.)
8805, Tamiami Trail North suite 160
Naples FL 34108.

REGISTERED OFFICE

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

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirty First Annual General Meeting of the Company will be held at 11.00 A.M. on Thursday, the 10th August 2017 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 financial statements (including the consolidated financial statements) of the Company for the financial year ended March, 31.2017, and the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend.
3. To appoint a Director in place of Mrs. Shanthi Thomas (DIN: 00567935), 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 an Ordinary Resolution thereof.

“RESOLVED that pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 pursuant to the recommendations of the Audit Committee, the consent of the Members be and hereby accorded for the appointment of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants, KRD Gee Gee Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600004, (Firm's Registration No. 003990S / S200018), as Statutory Auditors of the Company, in place of M/s. Suri & Co. (Firm's Registration No. 004283S), who are retiring after completion of their term, for a period of five (5) years from the conclusion of the ensuing Annual General Meeting till the conclusion of 36th Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the auditors”.

SPECIAL BUSINESS

5. RE-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 thereunder, as amended from time to time, approval of the Company be and hereby accorded for appointment of Mr. M.N. Satheesh Kumar, as 'Manager' and designated as 'President and Chief Executive Officer' of the Company, to hold the office for a period of Three (3) years w.e.f. 01.04.2017 to 31.03.2020 on a remuneration by way of salary, allowances, performance incentive, benefits and perquisites, as are applicable and as may be decided by the Board of Directors of the Company from time to time, 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. 1st April 2017 to 31st March 2020.

Remuneration:

Salary	Basic salary Rs.4,00,000/- per month in the scale of Rs. 4,00,000 - 6,00,000 with annual increment as may be decided by the Board of Directors from time to time.
Special Allowance	Rs.50,000/- per month
Perquisites such as house maintenance, medical for self and family, electricity, gas, water charges, leave travel allowance etc.,	Subject to a maximum of Rs.4,80,000/- per annum
Performance Incentive	As may be decided by the Board of Directors subject to a maximum of four months basic salary and special allowance.

Other Benefits:

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

- e. Provision of Company's car with driver for official use.
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 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, performance incentive, benefits 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 Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different component 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".

6. REVISION IN REMUNERATION OF RELATIVE OF 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 section 188 (1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded for revision in remuneration of Mr. Rahul Thomas, son of Mr. Ajit Thomas, Chairman and Mrs. Shanthi Thomas, Director of the Company, to hold an office as Manager (Strategic Planning & New Business Development) of the Company commencing from 1st April 2017, on the following terms and conditions:

Remuneration:

1. Basic Salary : Rs. 2,15,000/- per month
2. House Rent Allowance : Rs. 30,000/- per month
3. Perquisites in addition to the above:
 - a) Contributions to Provident Fund on basic Salary at the rate in accordance with the rules of the Company;
 - b) Gratuity on Salary in accordance with the rules of the Company;

- c) Encashment of Leave as per rules of the Company;
- d) Group Term Life Insurance coverage as per rules of the Company;
- e) Group Personal Accident Insurance coverage as per rules of the Company;
- f) Group Medical Insurance Scheme coverage (self + dependants) as per rules of the Company;
- g) Mobile / Telephone re-imbursement as per rules of the Company.

FURTHER RESOLVED that the Board of Directors of the Company and any person/authority authorized by the Board of Directors of the Company be and is hereby authorised to promote him to higher cadres and/or to sanction him increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, as may be required in this regard.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For AVT Natural Products Limited

Place : Chennai

Date : 29th May 2017

Dileepraj. P

Company Secretary

Registered office:

60, Rukmani Lakshmipathy Salai

Egmore, Chennai – 600 008

NOTES:

1. 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
2. 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.

3. 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.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 4th August 2017 to 10th August 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. 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 10th August 2017.
6. 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. As per the applicable provisions and rules thereunder any dividend remaining unpaid and unclaimed at the end of 7th year thereafter, shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the dividend paid during the year 2009-10 and remaining

unpaid and unclaimed shall be transferred to IEPF by 15th October 2017. Besides, there has now been a change in the applicable provisions under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which now additionally mandate a transfer of the corresponding shares as well, to the IEPF regarding which adequate notice was also given by the Company through individual notices to the concerned shareholders at their registered address, newspaper advertisement and the information in the Company's web site. Such shares shall be credited to the demat account of the IEPF Authority as and when notified by them. Anybody whose dividend or corresponding shares are thus involved, may immediately contact the Company / Share Transfer Agent.

11. 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.
12. 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.
13. 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.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website: [www.avtnatural.com](http://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 by email to investor@cameoindia.com.
15. 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 31st 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 31st 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 in the permitted mode.

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 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, 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 31st 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, the 7th August 2017 at 9.00 A.M. and ends on Wednesday, the 9th August 2017 at 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 3rd August 2017 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app

from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- (xix) 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 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.
 - 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General instructions:

- i) Mr. V. Suresh, Practising Company Secretary (Membership No. FCS 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 3 days 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 voting results will be submitted to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) within 48 hours of conclusion of the AGM in the format specified by SEBI.
- iv) The results declared along with the report of the Scrutinizer shall be placed on the website of the www.avtnatural.com and on the website of CDSL, immediately after the declaration of the result.
- v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 3rd August, 2017. A person who is not a Member as on the cut off-date should treat this Notice for information purposes only.
18. In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the Director who is proposed to be re-appointed in this meeting, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, their other Directorships, Committee memberships, shareholdings in the Company are given below:

Mrs. Shanthi Thomas

Mrs. Shanthi Thomas, aged 63 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.

The other Directorships are:

Sl. No.	Name of the Company	Nature of Office held
1	Neelamalai Agro Industries Limited	Executive Director
2	A.V. Thomas Leather & Allied Products Private Limited	Director
3	The Midland Rubber & Produce Company Limited	Director
4	Life Focus Knowledge Ventures Private Limited	Director
5	AVT Holdings Private Limited	Director
6	Midland Corporate Advisory Services Private Limited	Director

Mrs. Shanthi Thomas is wife of Mr. Ajit Thomas, Chairman of the Company.

Shareholding in the Company: 1,24,000 (0.08%) equity shares.

The other Committee Memberships are :

Sl No.	Name of the Company	Name of the Committee
1	The Midland Rubber & Produce Company Limited	Member, Stakeholders Relationship 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 No. 5

Mr. M.N. Satheesh Kumar was appointed as the 'Manager' of the Company by the shareholders in their 29th Annual General Meeting for a period of two years from 1st April 2015 to 31st March 2017. The Board of Directors at their meeting held on 7th February 2017 re-appointed him as Manager and designated him as President and Chief Executive Officer under section 203 (1) of the Companies Act 2013 for a period of three years from 01.04.2017 to 31.03.2020 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 62 years is a post graduate in M.Sc (Hons.) Chemistry 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 the Company and also at the meeting.

He holds 220 equity shares (0.0001%) of the Company.

Save and except Mr. M.N. Satheesh Kumar, President and CEO of the Company and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors or other Key Managerial Personnel or their relatives of the Company are in any way, concerned or

interested financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board therefore, commends the Ordinary Resolution set out at item No.5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Rahul Thomas, has been working with the Company since 3rd February 2014 as Manager (Strategic Planning & New Business Development), and his salary up to 31st March 2017 was less than Rs.2.50 lakh per month. Now the Board has proposed to increase his salary as set out in the resolution.

Mr. Rahul Thomas after his graduation in Economics from University of British Columbia, Vancouver BC worked for 3 years at Shell Energy North America (Canada) Inc., Calgary, AB in various capacities of Contract Coordinator, Risk Analyst and Operations Analyst. This experience gave him good exposure in the domain of Natural Gas in the functional areas of Sales contract administration, Risk management and Logistics. Subsequently, Mr. Rahul Thomas completed Master of Business Administration (MBA) from University of Alberta, Edmonton AB specializing in International Business, Family Business and Finance. Post his MBA, Mr. Rahul Thomas had a short stint with KPMG as a Senior Consultant. During the year 2005

he had worked as a Summer Intern at AVT McCormick Ingredients Private Limited and Marketing Intern at McCormick, Canada.

Since, he is the son of Mr. Ajit Thomas, Chairman and Mrs. Shanthi Thomas, Director, the salary increase is covered under section 188(1) of the Companies Act, 2013. Therefore, approval of the shareholders by way of ordinary resolution at this Annual General Meeting is required

Excepting Mr. Rahul Thomas himself and Mr. Ajit Thomas and Mrs. Shanthi Thomas being his relatives, none of the other Directors or KMP or their relatives are in any way concerned or interested.

The Board therefore, commends the Ordinary Resolution set out at item No.6 of the Notice for approval by the shareholders.

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

Place : Chennai
Date : 29th May 2017

Dileepraj. P
Company Secretary

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

ROUTE MAP

