

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Company will be held at 11.00 A.M. on Friday, the 9th August 2019 at Hotel Vestin Park, 'Palki Hall', No.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, 2019 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.

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. M.A. ALAGAPPAN AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 16 (1) (b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. M.A. Alagappan (DIN: 00031805), aged 75 years, who was appointed as Non-Executive & Independent Director of the Company for a term of five years up to 24.07.2019, by members at the 28th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013 be and is hereby re-appointed as Non-Executive & Independent Director of the Company for a second term of five (5) consecutive years commencing from 25.07.2019 up to 24.07.2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

5. RE-APPOINTMENT OF MR. P. SHANKAR AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 16 (1) (b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. P. Shankar (DIN: 01638317), aged 75 years, who was appointed as Non-Executive & Independent Director of the Company for a term of five years up to 24.07.2019, by members at the 28th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013 be and is hereby re-appointed as Non-Executive & Independent Director of the Company for a second term of five (5) consecutive years commencing from 25.07.2019 up to 24.07.2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

By order of the Board

For **AVT Natural Products Limited**

Place : Chennai

Dileepraj. P

Date : 28th May 2019

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 (50) 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 intending 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 3rd August 2019 to 9th August 2019 (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 9th August 2019
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 (hereinafter "Share Transfer Agent") 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. 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 final dividend paid during the year 2011-12 and

remaining unpaid and unclaimed shall be transferred to IEPF Authority by 4.9.2019. Besides, there has now been a change in the applicable provisions under the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, which now additionally mandates 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 official 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 or the Share Transfer Agent.

11. Members are requested to note that trading of Company's shares through Stock Exchanges are 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 31st March 2019 Accordingly, members who have not yet converted their holdings into electronic demat form may do so immediately for their own interest..
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 Share Transfer Agent or to the Company.
14. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2018-19 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.
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 33rd 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 33rd 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 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 33rd 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 Tuesday, the 6th August 2019 at 9.00 A.M. and ends on Thursday, the 8th August 2019 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 2nd August 2019 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
 - 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 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. The official designated to address the grievance in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted by Email: helpdesk.evoting@cdslindia.com or at 18002005533.

18. General instructions:

- i) Mr.V. Suresh, Practising Company Secretary (Membership No. FCS 2969 & 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 result 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 the National Stock Exchange of India Limited, 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 2nd August .2019. A person who is not a Member as on the cut off-date should treat this Notice for information purposes only.
19. In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the Directors who are proposed to be re-appointed in this meeting, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, their other Directorships, Committee memberships, shareholdings in the Company are given below:

a. Mr. Ajit Thomas

Mr. Ajit Thomas, aged 65 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 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 varied fields of Business, Administration, Plantation, Management etc.
Directorships held in other Companies as on March 31, 2019 (excluding foreign companies)	Executive Chairman A.V. Thomas & Company Limited Chairman Neelamalai Agro Industries Limited The Nelliampathy Tea & Produce Company Limited The Midland Rubber & Produce Company Limited Midland Latex Products Limited Aspera Logistics Private Limited AVT McCormick Ingredients Private Limited Midland Corporate Advisory Services Private Limited AVT Holdings Private Limited
	Director AVT Gavia Foods Private Limited A.V. Thomas Leather & Allied Products Private Limited A.V. Thomas Investments Company Limited Madura Micro Finance Limited Saksoft Limited Gover Zampa Vineyards Limited

Membership/ Chairmanship of Committee of other Companies	Audit Committee Chairman – Saksoft Limited Member – Neelamalai Agro Industries Limited	
	Nomination and Remuneration Committee Member – Saksoft Limited Member – Neelamalai Agro Industries Limited	
	Stakeholders Relationship Committee Chairman – The Midland Rubber & Produce Company Ltd., Chairman – The Nelliampathy Tea & Produce Company Ltd., Chairman – Neelamalai Agro Industries Limited Member – Saksoft Limited	
	Corporate Social Responsibility Committee Chairman – A.V. Thomas & Company Limited Chairman – The Midland Rubber & Produce Company Ltd., Member – Madura Micro Finance Limited	
Number of Shares held in the Company	15,22,840 (1%)	
Number of Board meetings attended during FY 2018 – 19	Held	5
	Attended	5

He is the Chairman of the Stakeholders Relationship Committee, Member of the Corporate Social Responsibility Committee and Share Transfer Committee.

b. Mr. M.A. Alagappan

Mr. M.A. Alagappan, holds a Degree in Commerce from University of Madras and he has done Management studies from the University of Aston U.K. He is an Industrialist and was the Executive Chairman of the well-known Murugappa Group of Companies.

Equipped with vast experience and knowledge in managing diverse businesses, Alagappan has been actively involved with several leading industry associations. He is a past President of The United Planters' Association of Southern India and AIEO. He is the Honorary Consul of Hungary in India for the southern region. Alagappan takes keen interest in social welfare and is a trustee of the AMM Arunachalam Trust and AMM Foundation that run schools and hospitals.

He has more than 55 years of rich and varied experience and prolific knowledge in managing diverse businesses etc., He is involved in the management of the Company since 1986, the year in which your Company came into