

AVT NATURAL PRODUCTS LIMITED

34th Annual Report
2019-2020

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
Mrs. Kavitha Vijay (w.e.f. 12.02.2020)

AUDIT COMMITTEE

Mr. M.A. Alagappan, **Chairman**
Mr. P. Shankar, I.A.S (Retd.)
Mr. A.D. Bopana
Mr. Habib Hussain
Mr. Ajit Thomas (w.e.f. 08.11.2019)
Mrs. Kavitha Vijay (w.e.f. 12.02.2020)

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 PKF Sridhar & Santhanam LLP,
Chartered Accountants,
KRD Gee Gee Crystal, 7th Floor,
91-92, Dr. Radhakrishnan Salai,
Mylapore, Chennai - 600004.

BANKERS

Bank of Baroda
State Bank of India
The South Indian Bank Ltd.,
Citibank N.A.,
The Hongkong and Shanghai
Banking Corporation Limited
The Federal Bank Limited

PLANT LOCATIONS

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

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

Plot No.225/1A, 5-7, Kaipoorikkara,
Vazhakulam, Marampilly Post, Aluva – 683105,
Ernakulam District, Kerala.
Tel. No.: 0484-2848240, Fax: 0484 - 2677512

SUBSIDIARY COMPANIES

AVT Natural Europe Ltd.,
(formerly AVT Tea Services Ltd.,)
19, Heathman's Road, London, SW6 4TJ
United Kingdom.

AVT Natural S.A. DE C.V.
IZA Business Center
Blv. Bernanrdo Quintana Arrioja
300, Torre 57, Piso 14, Centro Sur, Queretaro,
Santiago De Queretaro, Mexico, C.P 76090
AVT Tea Services North America LLC
(subsidiary of AVT Natural Europe Ltd.,)
8805, Tamiami Trail, North suite 160, Naples FL 34108

AVT Natural North America Inc,
1013 Centre Road, Suite 403S, Delaware, Wilmington,
New Castle, Zip code - 19805

REGISTERED OFFICE

60, Rukmani Lakshmiipathy Salai,
Egmore, Chennai – 600 008.
Tel.: 044-28584147, 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 Fourth Annual General Meeting of the Company will be held at 11.00 A.M. Indian Standard Time (IST) on Wednesday, the 23rd September 2020 through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') 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, 2020 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.

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. A.D. BOPANA 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 Sections 149, 150 & 152 read with Schedule IV, and other applicable provisions if any, of the Companies Act 2013 ("Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulations 16(1) (b) & 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. A.D. Bopana (DIN: 00576066), aged 79 years, who was appointed as Non-Executive & Independent Director of the Company for a term of five consecutive years, i.e. up to 25.08.2020, by members at the 29th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 26.08.2020 up to 25.08.2025 (both dates inclusive)".

5. APPOINTMENT OF MRS. KAVITHA VIJAY AS NON-EXECUTIVE & INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, and

other applicable provisions, if any, of the Companies Act 2013 ("Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulations 16(1) (b) & 17(1)(a) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Kavitha Vijay (DIN: 01047261), Independent (Additional) Woman Director of the Company w.e.f. 12.02.2020, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as Non-Executive & Independent Woman Director of the Company, not liable to retire by rotation, for term of five (5) consecutive years commencing from 23.09.2020 up to 22.09.2025 (both dates inclusive)".

6. 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 ("Act") read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, approval of the Members 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 1 (one) year w.e.f. 01.04.2020 to 31.03.2021 (both dates inclusive) on a remuneration by way of salary, allowances, benefits, performance incentive 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. 01.04.2020 to 31.03.2021.

Remuneration:

Salary	Basic salary Rs.5,00,000/- per month in the scale of Rs. 5,00,000/- - 6,00,000/- with annual increment as may be decided by the Board of Directors from time to time.
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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 4 (four) 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.
- 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 the 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 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.

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

Date : 29th July 2020

Dileepraj. P

Company Secretary

Registered office:

60, Rukmani Lakshmipathy Salai,
Egmore, Chennai – 600 008

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting annexed here to.
- The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 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 Share Transfer Books of the Company will remain closed from 17. 09.2020 to 23.09.2020 (both days inclusive) for the purpose of Annual General Meeting.

7. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date 16.09.2020.
8. The Company has appointed M/s Cameo Corporate Services Limited, Chennai as its Registrar & Share Transfer Agent and depository interface of the Company with CDSL and NSDL. Shareholders intending to hold their shares in electronic form may approach their depository participants for dematerialisation of shares. Members are requested to notify immediately any change in their address and send their shares for effecting transfers/ transmission to M/s Cameo Corporate Services Limited.
9. The final dividend as recommended by the Board, if approved at this meeting, will be paid within 30 days from the date of AGM, to those members whose names appear in the Register of Members on that date.
10. Members are requested to lodge their e-mail ID's along with their Name and Folio No. to Company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Email :- investor@cameoindia.com to enable the Company to send all future communications including Annual Reports through electronic mode.
11. The Finance Act, 2020 had made the dividend declared from 01st April 2020, taxable in the hands of shareholders, where the dividend exceeds Rs.5000/- in a financial year. This has created a requirement for the investors to submit Form 15G/15H in case if they would like to be exempted from deduction of tax from their dividend. Form 15 G/ 15 H can be downloaded from the web link <https://investors.cameoindia.com> to avail the benefit and email to investor@cameoindia.com, immediately. There is also provision to upload Form 15G/15H in the web link viz. <https://investors.cameoindia.com> provided by the Company's Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited.
12. 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.
13. Shareholders who have multiple folios in identical names or in joint names in the same order, are requested to intimate to the Company these folios, to enable the Company to consolidate all such shareholdings into one folio.
14. Shareholders of the Company may avail the nomination facility by executing the prescribed nomination form, which can be obtained from the Registered Office of the Company or from the company's Share Transfer Agent.
15. The equity shares of the Company would continue to be listed on BSE Ltd., and the National Stock Exchange of India Ltd., The Annual listing fee, as prescribed, has been paid to both BSE and NSE.
16. Pursuant to provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed Final Dividend for the financial year 2011-12 and Interim Dividend for the financial year 2012-13 to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. final Dividend declared for the financial year 2012-13 remaining unpaid/unclaimed over a period of 7 years is liable to be transferred to the above fund during the year and no claim shall lie against the Company or the said Fund, once it is transferred. Members are advised to claim the unpaid dividend, if any, immediately.
17. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("Rules") notified by the Ministry of Corporate Affairs on 28th February, 2017, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years to the IEPF. The shareholders are requested to claim the unpaid dividend amount(s) immediately, failing which their shares shall be transferred to the demat account of the IEPF Authority as per the procedure stipulated in the Rules as amended from time to time.
18. Members are requested to note that trading of Company's shares through Stock Exchange is 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.
19. 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.
20. 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.

21. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website: www.avtnatural.com for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's share transfer agent email ID: investor@cameoindia.com.
22. 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 34th Annual General Meeting of the Company inter-alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail id's are registered with the Company / depository participant(s) for communication purpose.
23. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e 16.09.2020 will be considered for the purpose of availing Remote e-voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
25. Since the AGM will be held through VC in accordance with the circulars, the route map, is not attached to this Notice.

26. Voting facilities

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 34th 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 shall 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.

27. CDSL e-Voting System – For Remote e-voting and e-voting during AGM

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.avtnatural.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- d. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies

28. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a. For Physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

- b. For Demat shareholders: please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- c. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

29. Instructions for shareholders attending the AGM through VC/OAVM are as under:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM facilitated by the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

30. Instructions for shareholders for e-voting during the AGM are as under:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

- b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(a) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz., shareholder@avtnatural.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (i) The voting period begins on 20.09.2020 (9.00 A.M.) ends on 22.09.2020 (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) 16.09.2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- (ii) The shareholders should logon 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> <p>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).</p>

- (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 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 votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- c. 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.
 - d. 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.
 - e. 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.
- (xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name – Mr.Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL). Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400 013. Contact No.1800225533. Email ID – helpdesk.evoting@cdslindia.com.

31. General instructions

- i) Mr. V. Suresh, Practising Company Secretary (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 results 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, 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 16.09.2020. A person who is not a Member as on the cut off-date should treat this Notice for information purposes only.

32. In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Details of Directors seeking re-appointment at the forthcoming Annual General Meeting are given

a. **Mrs. Shanthi Thomas**

Mrs. Shanthi Thomas 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.

Name	Mrs. Shanthi Thomas
Director Identification Number (DIN)	00567935
Date of Birth	28.07.1954
Nationality	Indian
Date of appointment on the Board	March 21,2015
Relationship with other Directors	Mrs. Shanthi Thomas is the spouse of Mr. Ajit Thomas, Chairman
Qualification	B.A.
Expertise in specific functional areas	Mrs. Shanthi Thomas has several years of experience in the fields of Business, Administration, Plantation, Management etc.,
Directorships held in other Companies as on March 31,2020 (excluding foreign companies)	Executive Director Neelamalai Agro Industries Limited Director Midland Rubber and Produce Company Limited AVT Gavia Foods Private Limited A.V. Thomas Leather & Allied Products Private Limited AVT Holdings Private Limited Midland Corporate Advisory Services Private Limited Life Focus Knowledge Ventures Private Limited

Membership of Committee of other Companies	Stakeholders Relationship Committee Member - The Midland Rubber and Produce Company Limited	
Number of Shares held in the Company	1,24,000 (0.08%)	
Number of Board meetings attended during FY 2019 – 20	Held	5
	Attended	4

b. Mr.A.D. Bopana

Mr. A.D. Bopana is having more than 52 years of rich and varied experience and knowledge managing diverse businesses, plantation industry, Finance, Business Management etc., He is involved in the management of the Company since 2015. In a career spanning over 5 decades, Mr. Bopana has been recognized for his superior managerial skills.

Mr. Bopana plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Name	Mr. A.D. Bopana
Director Identification Number (DIN)	00576066
Date of Birth	June 02, 1941
Nationality	Indian
Date of appointment on the Board	May 29, 2015
Relationship with other Directors	Not related to any Director
Qualification	Sr. Cambridge
Expertise in specific functional areas	Mr. Bopana has more than 52 years of rich and varied experience in Administration, Plantation etc.,

Directorships held in other Companies as on March 31,2020 (excluding foreign companies)	Director A.V. Thomas & Company Limited Neelamalai Agro Industries Limited The Midland Rubber & Produce Company Limited A.V. Thomas Exports Limited	
Membership/ Chairmanship of Committee of other Companies	Audit Committee Chairman - Neelamalai Agro Industries Limited Member - A.V. Thomas and Company Limited	
	Nomination and Remuneration Committee Chairman - Neelamalai Agro Industries Limited Member - A.V. Thomas and Company Limited	
	Stakeholders Relationship Committee Member - Neelamalai Agro Industries Limited Member - The Midland Rubber & Produce Company Limited	
	Corporate Social Responsibility Committee Member - The Midland Rubber & Produce Company Limited	
Number of Shares held in the Company	6,78,000 (0.45%)	
Number of Board meetings attended during FY 2019 – 20	Held	5
	Attended	4

Mr. Bopana is the Member of the Stakeholders Relationship Committee and Audit Committee of the Company.

c. Mrs. Kavitha Vijay

Mrs. Kavitha Vijay is the Senior Partner of Universal Legal, a full service law firm based in Chennai carrying on business under the merged brand name 'IC Universal Legal, Advocates & Solicitors' (post brand merger effective from September 21, 2017 with 'IC Legal, Advocates & Solicitors') and presently having pan-India offices in Ahmedabad, Bengaluru, New Delhi, Mumbai and Chandigarh. Prior to this, she was working at a reputed law firm in Mumbai, Crawford Bayley & Co. under the partner, Mr. Suresh. N. Talwar and has also interned with