

AVT NATURAL PRODUCTS LIMITED

Registered Office : 60, Rukmani Lakshmipathy Salai, Egmore, Chennai 600 008, INDIA

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

1. INCREASE OF AUTHORISED SHARE CAPITAL

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 provision of the section 94 and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Members be and is hereby given for increasing the authorized share capital of the Company from Rs.11,00,00,000/- (Rupees Eleven Crore only) divided into 7,99,00,000 (Seven crores ninety nine lakhs) Equity Shares of Re. 1/- (Rupee One) each, 1000 (One Thousand) - 12% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One hundred) each and 30,00,000 (Thirty lakhs) – 7% Redeemable Cumulative Preference Shares of Rs. 10/- (Rupees ten) each to Rs.19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore ninety nine lakhs) Equity Shares of Re. 1/- (Rupee One) each, 1000 (One Thousand) - 12% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One hundred) each and 30,00,000 (Thirty lakhs) – 7% Redeemable Cumulative Preference Shares of Rs. 10/- (Rupees ten) each".

2. AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED that in accordance with the provisions of Section 16 and all other applicable provisions , if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

The Authorised Share Capital of the Company is Rs.19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore ninety nine lakhs) Equity Shares of Re.1/- (Rupee One) each, 1000 (One Thousand) – 12 % Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One hundred) each, and 30,00,000 (Thirty Lakhs) – 7% Redeemable Cumulative Preference Shares of Rs.10/- (Rupees ten) each, with power to increase and reduce the capital of the Company, and to alter, convert, classify into several classes of stock or shares, divide or sub-divide and consolidate the same with power attach thereto respectively such preferential, deferred, or special rights, privileges, conditions or restrictions, as may be determined by, or in accordance with the Articles of Association of the Company from time to time".

3. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED that in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 (a) of the Articles of Association of the Company be altered by deleting the same and substituting, in its place and stead the following new Article:

The Authorised Share Capital of the Company is Rs.19,00,00,000/- (Rupees Nineteen Crore only) divided into 15,99,00,000 (Fifteen crore ninety nine lakhs) Equity Shares of Re.1/- (Rupee One) each, 1000 (One Thousand) – 12% Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One hundred) each and 30,00,000 (Thirty Lakhs) - 7% Redeemable Cumulative Preference Shares of Rs.10/- (Rupees Ten) each."

4. ISSUE OF BONUS SHARES

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED that:

- (a) In accordance with the provisions of Article 150 of the Articles of Association of the Company and subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as the " Board" which expression shall also include a "Committee" thereof), the approval of the Members be