

and is hereby given that a sum not exceeding Rs.7,61,42,000/-, out of Capital Redemption Reserve and General Reserves Account as at 31st March 2013, be capitalized and transferred to Share Capital Account and that the aforesaid sum of Rs.7,61,42,000/- be applied for allotment of 7,61,42,000 fully paid bonus shares of Re.1/- each to and amongst the holders of the equity shares on a date to be hereafter fixed by the Board ("the Record Date") in the proportion of 1(One) new equity share for every 1 (One) existing equity share held by them and that the new equity shares so issued shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such member and not as income;

- (b) The new equity shares of Re.1/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing equity shares and shall be entitled to participate in full in any dividends to be declared after the Bonus Shares are allotted;
- (c) No letter of allotment shall be issued to the allottees of the Bonus Shares and the Bonus Share Certificates in respect of the new equity shares shall be issued and despatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in demat form;
- (d) The allotment and issue of Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to necessary compliance of the regulations of the Reserve Bank of India under Foreign Exchange Management Act, 1999, if necessary;
- (e) For the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the Bonus Shares".

By order of the Board
For AVT Natural Products Limited

Place : Chennai
Date : 31st July 2013

Dileepraj P
Company Secretary

NOTES :

1. Explanatory statement as required under Section 173 (2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, the items of the business set out in the Notice above are proposed to be passed through Postal Ballot.
3. The Board of Directors has appointed Mr. V. Suresh, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The duly completed and signed form should be returned in the enclosed pre-paid self addressed envelope directly to the Scrutinizer so as to reach him not later than the close of working hours (5.00 p.m.) on 18th September 2013. Any postal ballot form received thereafter, shall be treated as if the reply from the members have not been received.
5. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
6. The Scrutinizer will submit his report to the Chairman or Managing Director or any Director of the Company after completion of scrutiny of the Postal Ballot Forms
7. The result of the Postal Ballot will be announced by the Chairman or Managing Director or any Director on 23rd September 2013 at the Registered office of the Company at No. 60, Rukmani Lakshmi pathy Salai, Egmore, Chennai – 600 008. This result will also be published in the newspapers.