

#28, 1st Floor, Ganapathy Colony, 11th Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

Dated: August 26, 2015

To,
The Chairman,
M/s. AVT NATURAL PRODUCTS LIMITED
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and voting on Poll at the 29th Annual General Meeting of M/s. AVT NATURAL PRODUCTS LIMITED held on Wednesday, August 26, 2015 at 10.30 AM at Hotel Vestin Park, Palkhi Hall, 39, Montieth Road, Egmore, Chennai - 600 008.

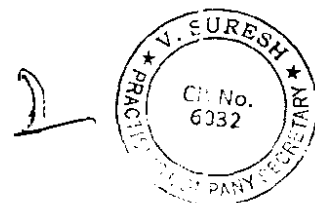
I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. AVT NATURAL PRODUCTS LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ poll at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 29th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, August 26, 2015 at 10.30 AM at Hotel Vestin Park, Palkhi Hall, 39, Montieth Road, Egmore, Chennai - 600 008.

The Notice dated 22nd July 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions mentioned herein below, passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Business Line" and vernacular newspaper "Makkal Kural" of wide circulation in their respective editions dated 05th August 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central

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Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities engaged by the Company, and also at the time of poll at AGM.

The Company had also provided facility for voting through polling paper at the meeting for the members who have not cast their vote by remote e-voting.

Further to the above, I submit my report as under:-

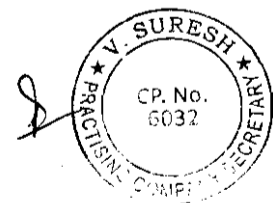
E-VOTING:

- i. The members of the Company as on the "cut-off" date i.e. 19th August 2015 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 29th AGM of the Company.)
- ii. The e-voting period remained open from Sunday, the 23rd August, 2015 (9:00 A.M.) to Tuesday, 25th August, 2015 (5.00 P.M.)
- iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iv. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

POLL

- i. The Company had provided the facility for voting through polling paper at the AGM and members, who have not cast their vote by remote e-voting was allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient place in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. There were no invalid polling papers.

I, submit herewith my combined report on the results of e-voting and poll as under:



Resolution No 1: Ordinary Resolution

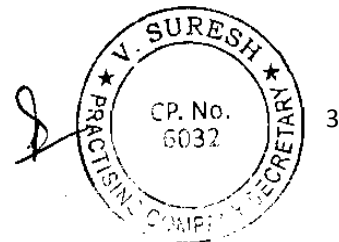
Ordinary Business: Adoption of accounts for the year ended 31.03.2015.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Final Dividend.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100



Resolution No 3: Ordinary Resolution

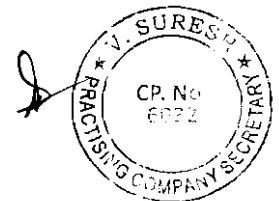
Ordinary Business: Re-appointment of Mr. Habib Hussain as Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100

Resolution No 4: Ordinary Resolution

Ordinary Business: Ratification of appointment of Auditors.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	17	1,21,044	99.79	3	250	0.21	-	100
Total	11,43,42,317	36	11,43,42,067	99.99	3	250	0.01	-	100



Resolution No 5: Ordinary Resolution

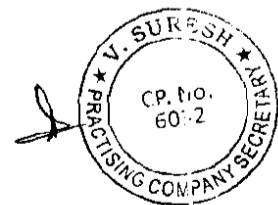
Special Business: Appointment of Mrs. Shanthi Thomas as Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100

Resolution No 6: Ordinary Resolution

Special Business: Appointment of Mr. A.D. Bopana as an Independent Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100



Special Business: Appointment of Mr. M.N. Satheesh Kumar, as "Manager" of the Company.

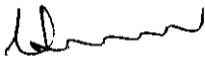
Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	11,42,21,023	19	11,42,21,023	100	-	-	-	-	-
Poll at the AGM Venue	1,21,294	20	1,21,294	100	-	-	-	-	100
Total	11,43,42,317	39	11,43,42,317	100	-	-	-	-	100

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records, are handed over to the Chairman/Secretary of the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
C.P.No 6032

