

L.J. INTERNATIONAL LIMITED

CIN: U01131TN1943PLC002723

Regd. Office: 60, Rukmani Lakshmipathi Salai, Egmore, Chennai – 600008
Phone No.044-28553249 E Mail: avt@avtcorp.in Website: www.avtbiotech.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the members of L.J. INTERNATIONAL LIMITED (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot for Shifting the Registered Office of the Company from the State of Tamilnadu to the State of Kerala. The proposal is appended in the draft proposed resolution below.

The Board of Directors of the Company at its meeting held on 28th December 2020 has appointed Mr. V Suresh, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The company shall provide the members (whether holding shares in physical or dematerialised form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot i.e. through Cameo Corporate Services Limited, the Registrar and Share Transfer Agent (RTA). The Postal ballot period commences on 22nd day of January 2021 (9.00 a.m.) and ends on 20th day of February 2021 (5.30 p.m.).

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.30 p.m.) on 20th day of February 2021. Please note that any Postal Ballot form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received Postal Ballot forms may apply to the Company and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballot. The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on 23rd day of February 2021 at the Registered Office of the company. The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website: www.avtbiotech.com The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on postal Ballot may contact M/s. Cameo Corporate Services Limited on phone No: (044) 28460390-95 or email: investor@cameoindia.com, or send an e-mail to statutory@avtdt.in

L.J. INTERNATIONAL LIMITED, CHENNAI

PROPOSED RESOLUTION

Shifting of Registered Office of the Company from the State of Tamilnadu to the State of Kerala

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013, if any, and subject to the approval of Members and confirmation by the Regional Director, Ministry of Corporate Affairs, Southern Region, Chennai, Tamilnadu, the Registered Office of the Company be shifted from No.60 Rukmani Lakshmipathi Salai, Egmore, Chennai – 600008 in the State of Tamilnadu i.e. within the jurisdiction of Registrar of Companies - Chennai, Tamilnadu to New No.56/712 (Old No 27/1032) Panampilly Nagar, Cochin - 682036 in the State of Kerala i.e. within the jurisdiction of Registrar of Companies, Cochin, Kerala."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any re-enactment thereof) and subject to approval of Registrar of Companies, Chennai and the Members and confirmation of the Regional Director, Ministry of Corporate Affairs, Southern Region, Tamilnadu, the existing Clause 2 of the Company's Memorandum of Association be and is hereby amended to read as follows:

"2. The Registered Office of the Company will be situated in the State of Kerala falling under the jurisdiction of Registrar of Companies, Cochin, Kerala".

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to verify, sign, affirm and/or present the Petition, Affidavits and other statements forming part of the Petition on behalf of the Company to the Regional Director/Central Government/ Registrar of Companies or such other competent authorities, for confirmation of alteration to the Memorandum of Association of the Company to change the place of Registered Office of the Company as required under Section 13 of the Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014 and to do all such acts, deeds, things as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors
For L.J.INTERNATIONAL LIMITED

Place : Chennai
Date : 28th December, 2020

DilipThomas
Chairman

L.J. INTERNATIONAL LIMITED, CHENNAI

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot Form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 13th day of January 2021. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.
3. The Postal Ballot Notice also has been placed on Company's website: www.avtbiotech.com and will remain on such website until the last date of receipt of the Postal Ballot from members.
4. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on 13th day of January 2021.
5. The postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched.
6. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution.
7. The Shareholders 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. Also attached is a self-addressed, business reply envelope.
8. Mr. V Suresh, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
9. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served to the Members along with physical Form through post/courier.
10. Members cannot exercise votes by proxy.
11. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

L.J. INTERNATIONAL LIMITED, CHENNAI

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The Company, originally known as The Sheveroy Estates Ltd. was incorporated in the year 1943 in Tamil Nadu. The Company was engaged in coffee plantations and owned two coffee estates namely Hawthorne Estate and Vanguard Estate in Sheveroy Hills, Yercaud, Tamil Nadu. In the year 1988, the Company started a Bio-technology laboratory located at Cochin Export Processing Zone(now known as Cochin Special Economic Zone) as 100% Export Oriented Unit (EOU) for producing and exporting Tissue Culture plants. The commercial production started in September, 1988. In the year 2001 and 2002, the Company sold both the coffee estates owned by it and exited from the plantation business and was engaged only in the production and export of Tissue Culture Plants. Hence the name of the Company was changed from The Sheveroy Estates Ltd. to L.J.International Limited with effect from 12.03.2003.

The Company started one more laboratory in KINFRA Export Promotion Industrial Park, Cochin in the year 2003-04 and the production of Tissue Culture plants in this laboratory started from May 2004.

Since then, the Company is only into the business of producing and exporting Tissue Culture Plants and the main business activities are carried out from Cochin, Kerala. Further, the Company in future wants to explore the opportunities for extending its operations in and around Cochin to strengthen its domestic market. Furthermore, considering that some of the group companies have their offices and operations in Kerala, for administrative convenience, cost effectiveness and for sharing the managerial services, expertise and infrastructure facilities, it is proposed to shift the Registered Office of the Company from Chennai to Cochin.

In light of the above facts and pursuant to the Section 13 of the Companies Act, 2013, the approval of shareholders is sought through Postal Ballot for shifting the Registered Office of the Company from the State of Tamilnadu to the State of Kerala and for altering Clause 2 of the Memorandum of Association of the Company. This is also subject to the approval of the Regional Director, Ministry of Corporate Affairs, Southern Region, Chennai.

The altered copy of the Memorandum of Association of the Company will be available for inspection at the Registered Office of the Company to any member during working hours.

The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as Shareholders of the Company.

The Board recommends the Special Resolution as set out in the Notice for approval of the Members.

By Order of the Board of Directors
For L.J.INTERNATIONAL LIMITED

Place : Chennai
Date : 28th December, 2020

Dilip Thomas
Chairman

L.J. INTERNATIONAL LIMITED

CIN: U01131TN1943PLC002723

Regd. Office: 60, Rukmani Lakshmipathi Salai, Egmore, Chennai – 600008
Phone No.044-28553249 E Mail: avt@avtcorp.in Website: www.avtbiotech.com

POSTAL BALLOT FORM

1. Name(s) of Member(s)/Beneficial Owner(s) (in block letters) (including joint holders, if any) :
2. Registered address of the sole/first named Member(s)/ beneficial owner(s) :
3. Registered folio No./DP ID /Client ID :
4. Number of shares held :

I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the company dated Twenty Eighth December, 2020 by sending my / our assent / dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

| Sl. No. | Description of Special Resolution | No. of Shares | I/We assent to the Resolutions (FOR) | I/We dissent to the Resolutions (AGAINST) |
|---------|--|---------------|--------------------------------------|---|
| 1. | Shifting of Registered Office of the Company from the State of Tamilnadu to the State of Kerala. | | | |

Place :

Date :

Signature of the Shareholder

Note: Please read the instructions given overleaf carefully before exercising your vote.

Instructions

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th day of January 2021.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 20th day of February 2021. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on the 23rd day of February 2021 at the Registered Office of the Company at 60, Rukmani Lakshmipathi Salai, Egmore, Chennai – 600 008.
10. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
13. Postal Ballot Form received in the form of scanned copy/ E-mail will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/Client ID.
17. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
18. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company's RTA, Cameo Corporate Services Limited, V Floor 'Subramanian building', No.1 Club House Road, Chennai – 600 002, Phone No: (044) 28460390-95, fax: 044 - 28142479, email: investor@cameoindia.com or send e-mail to statutory@avtdt.in