

Scrutinizer's Report**[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]****Dated: 26th July, 2023**

To,
The Chairman,
M/s. A.V. Thomas and Company Limited,
W 21/674, Beach Road
Alleppey – 688012.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto for the 88th Annual General Meeting of A.V. Thomas and Company Limited held on Tuesday, July 25, 2023 at 03:00 P.M through video conferencing ('VC') / other audio visual means ('OAVM').

We, V Suresh Associates, Practising Company Secretaries, has been appointed by the Board of Directors of M/s. A.V. Thomas and Company Limited, (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated June 08, 2022 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, January 13, 2021 and 5th May 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 88th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, July 25, 2023 at 03:00 P.M through video conferencing ('VC') / other audio visual means ('OAVM').

We were also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 12th June 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated December 28, 2022 read with circulars dated 5th May 2022, January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars").

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper Financial Express dated 2nd July,2023 all editions and in a vernacular newspaper Kerala Kaumadi dated 2nd July,2023 Alappuzha edition.



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 through electronic means on the resolutions contained in the Notice of 88th Annual General Meeting (AGM) of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on 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 Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Saturday, July 22, 2023 (9.00 a.m. IST) to Monday, July 24, 2023 (5.00 p.m. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. July 18, 2023 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 88th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited (i.e.) [https:// www.evotingindia.com/](https://www.evotingindia.com/) and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:




Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended March 31, 2023 together with the reports of the Board of Directors' and Auditors' thereon.

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	3,92,747	11	3,92,747	100.00	-	-	-	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	12	3,92,837	100.00	-	-	-	-	-

Resolution No 2: Ordinary Resolution

(a) Ordinary Business: Confirmation of payment of Interim Dividend for the financial Year 2022-23.

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	3,92,747	11	3,92,747	100.00	-	-	-	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	12	3,92,837	100.00	-	-	-	-	-



Resolution No 2: Ordinary Resolution

(b) Ordinary Business: Declaration of Final Dividend for the financial Year 2022-23.

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	3,92,747	11	390,747	100.00	-	-	-	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	12	3,92,837	100.00	-	-	-	-	-

Resolution No 3: Ordinary Resolution

Ordinary Business: Appointment of Director in place of Mr. Habib Hussain (DIN: 00018665), who retires by rotation and is eligible for re-appointment.

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	3,92,747	10	3,90,747	99.49	1	2000	0.51	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	11	3,90,837	99.49	1	2000	0.51	-	-



Resolution No 4: Ordinary Resolution



Special Business: Re-appointment of Mr. Dilip Thomas (DIN: 00052185), Executive Vice Chairman.

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	3,92,747	10	3,90,747	99.49	1	2000	0.51	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	11	3,90,837	99.49	1	2000	0.51	-	-

Resolution No 5: Special Resolution

Special Business: Adoption of New set of Articles of Association of the company in line with The Companies Act, 2013.

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	3,92,747	11	3,92,747	100.00	-	-	-	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	12	3,92,837	100.00	-	-	-	-	-

Resolution No 6: Ordinary Resolution

Special Business: Approval of the remuneration payable to M/s.Rajendran, Mani &Varier, as Cost auditors for the financial Year 2023-2024

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	3,92,747	11	3,92,747	100.00	-	-	-	-	-
Voting at AGM	90	1	90	100.00	-	-	-	-	-
Total	3,92,837	12	3,92,837	100.00	-	-	-	-	-

All the resolutions have been passed with requisite majority.

Thanking you,
Yours Faithfully,
For V Suresh Associates



V Suresh
Senior Partner
Practising Company Secretary
Membership No. 2969
CP No. 6032
UDIN: F002969E000684848

