



**Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]**

**Dated: 23<sup>rd</sup> July, 2025**

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 90<sup>th</sup> Annual General Meeting of A.V. Thomas and Company Limited held on Wednesday, July 23, 2025 at 11.00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').**

We, V Suresh Associates, Practising Company Secretaries, have 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 27<sup>th</sup> May, 2025 issued in accordance with General Circular Nos. 20/20 dated 05<sup>th</sup> May, 2020, Nos.14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 03/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, No.09/2023 dated 25<sup>th</sup> September, 2023 and No.09/2024 dated 19.09.2024 and other applicable circulars respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 90<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, July 23, 2025 at 11.00 A.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 27<sup>th</sup> May, 2025, 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 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 28<sup>th</sup> June, 2025 all editions and in a vernacular newspaper “**Kerala Kaumadi**” dated 28<sup>th</sup> June, 2025 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 90<sup>th</sup> 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 20<sup>th</sup> July, 2025 (Sunday) at 09.00 A.M.(IST) to 22<sup>nd</sup> July, 2025 (Tuesday) at 05.00 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. Wednesday, July 16, 2025 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 90<sup>th</sup> 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, 2025 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 100.00                                | -                            | -             | -                                     | -             | -               |

### **Resolution No 2: Ordinary Resolution**

*(a) Ordinary Business: Confirmation of payment of Interim Dividend for the financial Year 2024-2025 &*

*(b) Ordinary Business: Declaration of Final Dividend for the financial Year 2024-2025.*

| 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 100.00                                | -                            | -             | -                                     | -             | -               |





**Resolution No 4: Special Resolution*****Special Business: Re-appointment of Mr. Ajit Thomas, (DIN: 00018691) Executive 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 100.00                                | -                            | -             | -                                     | -             | -               |

**Resolution No 5: 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 100.00                                | -                            | -             | -                                     | -             | -               |

**Resolution No 6: Ordinary Resolution*****Special Business: Appointment of Mr.S.Ganesan, (DIN: 08588380) as an Independent Director- 1<sup>st</sup> Term***

| 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 100.00                                | -                            | -             | -                                     | -             | -               |





**Resolution No 7: Ordinary Resolution**

*Special Business: Approval of the remuneration payable to M/s.Rajendran, Mani & Varier, as Cost Auditors for the Financial Year 2025-26*

| 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 |               |                 |
| Total         | 3,92,090          | 11                                | 3,92,090      | 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 Secretaries  
Membership No. 2969  
CP No. 6032  
UDIN: F002969G000846988

