



No. 28, I st Floor, Ganapathy Colony, III<sup>rd</sup> Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**

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

Dated: 21.09.2020

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 85<sup>th</sup> Annual General Meeting of A.V. Thomas and Company Limited held on Monday, September 21, 2020 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').**

I, V Suresh, Practising Company Secretary, 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 August 12, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 85<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, September 21, 2020 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

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

The notice dated 12<sup>th</sup> August 2020, 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 May 5, 2020 read with circulars dated 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 2<sup>nd</sup> September, 2020 all editions and in a vernacular newspaper Kerala Kaumadi dated 3<sup>rd</sup> September, 2020, Alapuzha 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 85<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My 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 Friday, September 18, 2020 (9.00 a.m. IST) to Sunday, September 20, 2020 (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. September 14, 2020 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 85<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, 2020 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	3,92,280	15	3,92,280	100	-	-	-	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>16</b>	<b>3,92,290</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Resolution No 2: Ordinary Resolution**

*Ordinary Business: Confirmation of Interim Dividend & Special Interim Dividend and declaration Final Dividend for the financial year 2019-20.*

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	3,92,280	15	3,92,280	100	-	-	-	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>16</b>	<b>3,92,290</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Resolution No 3: Ordinary Resolution**

**Ordinary Business: Appointment of Director in place of Mrs. Kavitha Vijay (DIN:01047261), 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	3,92,280	15	3,92,280	100	-	-	-	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>16</b>	<b>3,92,290</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Resolution No 4: Ordinary Resolution**

**Special Business: Revision of Managerial Remuneration to 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		
Remote E-Voting	3,92,280	15	3,92,280	100	-	-	-	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>16</b>	<b>3,92,290</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Resolution No 5: Ordinary Resolution**

**Special Business: Re-appointment of Mr. Dilip Thomas (DIN: 00052185) as Whole-Time Director of the Company and fix his remuneration .**

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	3,92,280	14	3,90,280	99.49	1	2000	0.51	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>15</b>	<b>3,90,290</b>	<b>100</b>	<b>1</b>	<b>2000</b>	<b>0.51</b>	<b>-</b>	<b>-</b>

**Resolution No 6: Ordinary Resolution**

**Special Business: Approval of Remuneration payable to M/s. Rajendran, Mani & Varier, as Cost Auditors of the Company for the financial year 2020-21.**

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	3,92,280	15	3,92,280	100	-	-	-	-	-
Remote E-Voting at the AGM	10	1	10	100	-	-	-	-	-
<b>Total</b>	<b>3,92,290</b>	<b>16</b>	<b>3,92,290</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032  
UDIN: F002969B000741146

