



V. Suresh, FCS

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013, as amended and read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

Dated: 22.08.2019

To
The Chairman
M/s. A V THOMAS AND CO LTD
W 21/674 BEACH RD
ALLEPPEY KL 688012.

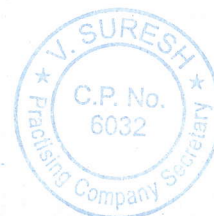
Dear Sir,

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 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 84th Annual General Meeting of M/s. A V Thomas and Co Ltd held on Thursday, August 22, 2019 at 11:00 A.M at "W-21/674, Beach Road, Alappuzha-688 012.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. A V Thomas and Co Ltd (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 84th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 22, 2019 at 11.00 A.M. at W-21/674, Beach Road, Alappuzha-688 012.

The Notice dated 10th June 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" all editions and in a vernacular newspaper "Kerala Kaumudi" edition on 02.08.2019.



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 84th 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 Company had also provided for voting through Ballot Papers at the AGM venue at the 84th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. August 16, 2019 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 84th AGM of the Company.)

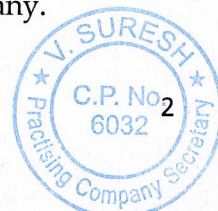
Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Monday, August 19, 2019 (9.00 a.m. IST) to Wednesday, August 21, 2019 (5.00 p.m. IST) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. 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.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through Ballot Papers at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places 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 Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.



Thereafter, the 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.) www.evotingindia.com and voting through Ballot Papers at the AGM venue, was prepared.

The results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Financial Statements (including the Consolidated Financial Statements) for the year ended 31st March 2019.

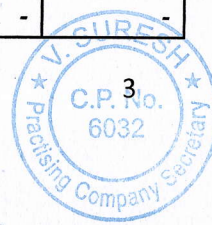
Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Voting through Ballot Papers at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

(a) Ordinary Business: Confirmation of Interim Dividend for the financial year 2018-19.

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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

[Handwritten Signature]



Resolution No 2: Ordinary Resolution

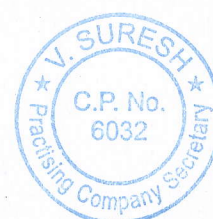
(b) Ordinary Business: Declaration of Final Dividend for the financial year 2018-19.

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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

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 reappointment.

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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

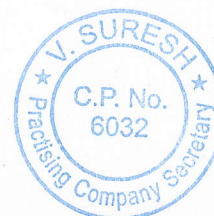


Resolution No 4: Ordinary Resolution**Special Business: Re-appointment of Mr.Ajit Thomas as Whole-Time Director of the Company.**

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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

Resolution No 5: Special Resolution**Special Business: Re-appointment of Mr. A.D. Bopana as 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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-



Resolution No 6: Special Resolution**Special Business: Re-appointment of Mr.P.Shankar as 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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

Resolution No 7: Special Resolution**Special Business: Appointment of M/s. Rajendran, Mani & Varier, as Cost Auditors 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		
Voting through Ballot at the AGM Venue	2,985	2	2,985	100	-	-	-	-	-
Remote E-Voting	3,90,278	13	3,90,278	100	-	-	-	-	-
Total	3,93,263	15	3,93,263	100	-	-	-	-	-

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue have been handed over to the Company.

Thanking you,
Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

