



#28, 1st Floor, Ganapathy Colony, Illrd 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: 30th August 2017

To,
The Chairman,
M/s. A V THOMAS AND CO LTD,
Kerala.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 82nd Annual General Meeting of M/s. A V THOMAS AND CO LTD, held at 11.00 A.M. on Wednesday, the 30th August, 2017 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 AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 82nd Annual General Meeting (AGM) of the members of the Company, held at 11.00 A.M. on Wednesday, the 30th August, 2017 at W-21/674, Beach Road, Alappuzha - 688 012.

The Notice dated 2nd August 2017 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 "Financial Express" and in a vernacular newspaper "Kerala Kaumudi" having wide circulation, in their respective editions dated 08th August 2017.

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 82nd 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 ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.



