

A.V. THOMAS AND COMPANY LIMITED

Registered Office: W-21/674, BEACH ROAD, ALAPPUZHA-688012

CIN: U51109KL1935PLC000024

Email id: avt.alapuzha@gmail.com Website: www.avthomas.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to the Members of the Company to be passed as Special Resolution by way of Postal Ballot / Electronic-voting (e-voting). The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter.

Pursuant to Section 102 and 110 of the Companies Act, 2013, the Explanatory Statements setting out the material facts and reasons for the proposed resolution is appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on Wednesday, 09th December 2020 has appointed Mr. V. Suresh, Practising Company Secretary as Scrutinizer (Membership No. FCS 2969 & C.P No.6032) for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The business of the Postal Ballot, the company shall provide the members (whether holding shares in physical or dematerialised form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot i.e. through Cameo Corporate Services Limited, the Registrar and Share Transfer Agent (RTA). The Postal ballot period commences on the Thursday, 17th December, 2020 (9.00 a.m.) and ends on Friday, 15th January 2021(5.00 p.m.).

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on Friday, 15th January 2021. Please note that any Postal Ballot form(s) received after the said date will be treated as if reply from the member has not been received.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots. The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Saturday, 16th January 2021 at 05.00 p.m. at the Corporate Office of the Company, Chennai. The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be displayed in the notice board of Registered Office, Alapuzha and also be posted on the Company's website: www.avthomas.com. and in the CDSL website: www.evotingindia.com. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on e-voting may contact Mrs.R.Komalavalli, Senior Manager, M/s. Cameo Corporate Services Limited on phone No: (044) 28460390-95, Fax: 044 - 28142479, email: investor@cameoindia.com, or send an e-mail at avt.alapuzha@gmail.com.

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ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and consent of the members of the company be and is hereby accorded for alteration of the Articles of Association by inserting a new sub clause (3) as mentioned below, after the existing sub clause (2) in Article no.62.

BUYBACK OF SECURITIES:

62 (3) Notwithstanding anything contained in the any other Article, but subject to the provisions of the Act and all other applicable provisions of law, as may be in force for the time being and from time to time, the Company may buy back/purchase any of its equity shares and any other securities at such price and on such terms as the Board may deem fit and proper and make the payment for such shares/securities, which shall be extinguished.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this resolution, including signing and filing all the e-forms and other documents with the Registrar of Companies, Ernakulam.”

By Order of the Board
For A.V.THOMAS AND COMPANY LIMITED

AJIT THOMAS
Executive Chairman

Chennai
09th December, 2020

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the resolution and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depository, i.e., Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (NSDL) as on the close of business hours on Friday, 11th December, 2020 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (“DP”). Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through permitted mode along with a postage pre-paid self-addressed Envelope
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.avthomas.com and on the website of CDSL, i.e., www.evotingindia.com.

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5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional.
6. Resolution passed by the Members through Postal Ballot/ remote electronic voting (e-voting) is deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
8. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to Company's Registrar and share transfer agent, M/s Cameo Corporate Services Limited, 'Subramanian building', No.1 Club House Road, Chennai – 600 002 or send email to investor@cameoindia.com. They will forward the same along with self-addressed pre-paid postage Envelope upon receipt of a request from the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Cutoff Date, Friday, 11th December, 2020.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. The despatch of the Postal Ballot notice shall be announced through advertisement in at least one English newspaper and at least one Malayalam newspaper, each with wide circulation in Alapuzha District, where the registered office of the Company is situated and published on the website of the Company.
12. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced by the Chairman or Director on or before 05.00 p.m. on Saturday, January 16, 2021 at the Corporate Office of the Company, Chennai and will be displayed in the notice board of Registered Office, Alapuzha and also be posted on the Company's website: www.avthomas.com. and in the CDSL website: www.evotingindia.com.
13. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the said resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
15. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
16. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot form duly completed in the attached postage pre-paid self- addressed Envelope to our Registrar and share transfer agent M/s. Cameo Corporate Services Limited, No.1, Subramanian Building, Anna Salai, Chennai 600 002, so as to reach Mr. V. Suresh, Practising Company Secretary, Scrutinizer, Chennai (Membership No. FCS 2969 & C.P No.6032) not later than 5.00 p.m. on Friday, January 15, 2021.

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17. In terms of Secretarial Standard — 2, subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., the results along with the Scrutinizer's Report shall be placed on the website of the Company at www.avthomas.com.

18. INSTRUCTIONS FOR E-VOTING:

- a) The remote e-voting period commences at 9.00 a.m. on Thursday, 17th December, 2020 and ends at 5.00 p.m. Friday, January 15, 2021 (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 11th December, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. Friday, January 15, 2021 and remote e-voting shall not be allowed beyond the said time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on the tab "SHAREHOLDERS".
- d) Now Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
For NSDL: 2 Character + 6 digits (DPID) & 8 digits (CLID)
 - ii. Members holding shares in physical form should enter folio number registered with the Company.
- e) Enter the image verification as displayed and click on "LOGIN".
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (i) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">■ Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.■ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login. If both the details are not recorded with the company please enter the Folio number in the Dividend Bank details field as mentioned in instruction 18(d).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.

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- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the EVSN for the relevant A.V. Thomas & Co. Ltd., on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take-out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) Note for Non – Individual Shareholders and Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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(xv) The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name – Mr.Nitin Kunder at 022-23058738 or Mr.Mehboob Lakhani at 022-23058543 or Mr.Rakesh Dalvi, at 022-23058542 Email ID – helpdesk.evoting@cdslindia.com.

General instructions

The Scrutinizer shall after the conclusion of voting period/receipt of ballot on Friday, 15th January 2021, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, also count the votes cast through ballot and make, not later than 3 days of conclusion of the Postal Ballot, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution.

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EXPLANATORY STATEMENT

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THIS NOTICE

Alteration of Articles of Association of the Company to Include Buy Back of Securities.

The Board in its meeting held on Wednesday, 09th December, 2020 decided to alter the Articles of Association with the approval of the Shareholders of the Company to enable the Company to Buyback the equity shares of the Company in future. While considering insertion/amendment of the article pertaining to the Buyback, the Board of Directors, after taking into consideration the implementation of the Companies Act, 2013, formed an opinion that it would be in the best interest of the Company to insert a new Article 62(3) for buyback of securities, to be in line with the Companies Act, 2013. It is therefore proposed to amend the Articles of Association of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

The Board recommends for approval by the members the resolution as set out in the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in the Notice.

The altered Articles of Association of the Company is available for inspection at the Registered Office of the Company, during the business hours i.e. between 9:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of result.

The Board recommends the Special Resolution as set out in the Notice for approval of the Members.

By Order of the Board
For A.V.THOMAS AND COMPANY LIMITED

AJIT THOMAS
Executive Chairman

Chennai
09th December, 2020

A.V. THOMAS AND COMPANY LIMITED

Registered Office: W-21/674, BEACH ROAD, ALAPPUZHA-688012

CIN: U51109KL1935PLC000024

Email id: avt.alapuzha@gmail.com Website: www.avthomas.com

POSTAL BALLOT FORM

1. Postal Ballot No. :

2. Name & Address of the Sole/First Holder:

3. Name of the Joint Holders, if any :

4. Registered Folio No. / DP ID / Client ID :

5. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the business items set out in the Postal Ballot Notice of the Company dated December 09, 2020, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	ALTERATION OF ARTICLES OF ASSOCIATION - Buyback of Securities			

Place :

Date :

Signature of the Shareholder

Note: Please read the instructions given overleaf carefully before exercising your vote.

Instructions for filling Postal Ballot Form

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and sent it to Registrar and share transfer agent M/s. Cameo Corporate Services Limited, No.1, Subramanian Building, Anna Salai, Chennai 600 002, so as to reach Mr. V. Suresh., Practising Company Secretary, Scrutinizer, Chennai (Membership No. FCS 2969 & C.P No.6032) not later than 5.00 p.m. on Friday, January 15, 2021 in the attached postage pre-paid self-addressed Reply Envelope. Postage charges will be borne and paid by the Company
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Registrar and Transfer Agent (RTA) / Depository Participant. In case of joint-holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
5. Duly completed Postal Ballot Form should reach our Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, not later than 5.00 p.m. on Friday, January 15, 2021. Any Postal Ballot Form received after this date will be considered invalid.
6. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be treated as invalid. The Ballot Forms received in any other form or photocopy thereof will also be treated as invalid. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self - addressed Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
9. For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up equity share capital of the Company as on Friday, December 11, 2020.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company's RTA, Mrs.R. Komalavalli, Sr.Manager, Cameo Corporate Services Limited, 'Subramaniam building', No.1 Club House Road, Chennai – 600 002, Phone No: (044) 28460390 - 95, Fax : 044 - 28142479, email: investor@cameoindia.com, or send an e-mail at avtalapuzha@gmail.com.