

## **PROCEEDINGS AT THE 90<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON** **23<sup>RD</sup> JULY 2025, WEDNESDAY AT 11.00 AM**

**The Meeting commenced at 11.00 A.M.**

Mr. Ajit Thomas, Chairman presided

Ladies and Gentlemen,

I, Ajit Thomas, Chairman welcome you all to the 90<sup>th</sup> Annual General Meeting of our Company being held through video conferencing facility, and I am participating from Chennai.

This meeting is held through Video conferencing or other Audio-Visual Means pursuant to the Circulars issued by the Ministry of Corporate Affairs vide Circular No.9/2024 dated 19<sup>th</sup> September, 2024.

As we have the requisite quorum, I now call the meeting to order.

I would like to highlight few general procedures to all the Members –

- This AGM which is being held through Video Conferencing or other Audio-Visual Means and is made available for members on first come first served basis.
- All the participants who have joined the meeting have been muted by the host of the meeting to avoid background noise and to ensure smooth and seamless conduct of the meeting.
- Remote e-voting facility was provided by company to vote for the resolutions from 20<sup>th</sup> July, 2025, Sunday to 22<sup>nd</sup> July, 2025, Tuesday.
- Members who have not cast their votes before and are attending this meeting, will be able to cast their votes through the e-voting facility provided by CDSL during this meeting. The e-voting facility will be available upto 15 minutes from the end of this Annual General Meeting.
- Members are requested to refer to the instructions for e-voting provided in the Notice of the meeting. In case of any difficulties, members may please contact the CDSL helpline as stated in the Notice.
- The company has received a request from two (2) shareholder(s) to register themselves as speakers. The Registered speakers will be called upon during the Q&A session to put forth their questions.
- The Statutory Registers as required under the Companies Act, 2013 have been made available at the Registered office of the Company.
- In accordance with the recent MCA Circulars, the requirement of appointing proxies is not applicable to this meeting.

## **INTRODUCTION OF DIRECTORS:**

I have great pleasure in introducing the Directors of the company, who are joining this meeting through Video Conference from their respective locations;

Mr. Dilip Thomas, Executive Vice Chairman  
Mr. S. Ganesan, Independent Director  
Mrs. Kavitha Vijay, Independent Director  
Mr. Habib Hussain, Non-Executive Director

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Along with me, I have the Key executives of the Company, Mr.A. Ravisanker, Chief Executive Officer, Mr. R. Venugopalan, Chief Financial Officer and Mr. Ashwin Thomas, Vice President – Strategy and Business Development.

We also have Mr.G.Rengarajan, Partner, M/s. Suri & Co., as Statutory Auditors, Mr.V.Suresh, Sr. Partner, M/s. V.Suresh Associates, Secretarial Auditors of the company, Mrs.K.Sreepriya, Vice President and Company Secretary, of Cameo Corporate Services Limited (Registrar and Share Transfer Agent), who are joining this meeting through Video conference from their respective locations.

Participation of members through video conference shall be reckoned for the purpose of quorum for this meeting as per the applicable provisions.

Since the Notice of this meeting has been already circulated to all the members, I take the notice convening the meeting as read.

Shareholders may please note that as mentioned in the Directors report, there are no qualifications or adverse remarks either in the Statutory Auditors report or Secretarial Audit report. Hence the Auditors report need not be read at this Meeting.

## **Proceed with my Speech**

I have great pleasure in welcoming you all to the 90<sup>th</sup> Annual General Meeting of the Company.

The Directors' Report and Accounts for the year ended 31<sup>st</sup> March, 2025, have been with you for some time and with your permission, I shall take them as read.

### **WORKING RESULTS**

The Company achieved a turnover of Rs. 1210 crores as against Rs 1094 crores of previous year. The profit before tax for the Current year is Rs. 74 crores as against Rs. 87.01 crores of last year, making this the organizations most profitable year since inception.

### **OPERATIONS:**

#### **CONSUMER PRODUCTS DIVISION**

The division achieved double digit increase in turnover of 11% on account of higher sales volume as well as realisation, however profitability decreased by 14% due to an exceptional increase in tea cost. AVT continues to be the market leader in Kerala with the AVT Premium Brand and has further improved on its market share in Tamil Nadu with the lucrative AVT Gold Cup Brand. The sales volume in other states of Andhra, Karnataka and Orissa as well as Exports had been fairly steady.

### **ROOFING**

The performance shows improvement due to a value increase of 8% as well as a volume increase by 22% and a return to profitability.

### **LOGISTICS**

The operations under Logistics, especially Air cargo Operations, shows significant improvement in volume and profitability.

### **DAIRY DIVISION**

The sales of the Dairy Division had seen a drop in turnover due to challenging market conditions, but the division continues to be profitable as well as fulfilling its role as halo branding for the primary AVT Tea brand.

### **DIVIDEND**

An Interim Dividend of Rs.150/- per equity share (1500%) was paid during the financial year ended 31<sup>st</sup> March 2025. The Board of Directors had recommended a final dividend of Rs.150/- per equity share (1500%) for approval of the shareholders at the Annual General Meeting. The aggregate of the dividends amounts to Rs. 300/- per equity share (3000%) for the year ended 31<sup>st</sup> March 2025.

### **PROSPECTS**

Looking forward, based on the performance for the first quarter of this financial year, the Company is on track to achieve its growth and profitability targets set for the financial year and record another profitable year.

### **ACKNOWLEDGEMENT**

On behalf of the Board, and on my own behalf, I thank the shareholders, bankers, employees, and other agencies of the company, for their continued whole-hearted support of AVT.

Thank you

## QUESTION & ANSWER SESSION

I now invite the speakers who have registered to post their questions. Speaker shareholder will be unmuted and please mention the DP ID, Client ID and location before you ask the question.

I request the moderator of the Meeting to allow the Registered speaker to participate.

Moderator - Yes sir, Mr.Zibi Jose sir, you can ask your queries please.

Mr.Zibi Jose – Good Morning respected chairman and all directors of the company, I am Zibi Jose, Shareholder - IN301895 10016448 speaking from Cochin, I have few questions sir

Chairman – welcome

Mr.Zibi Jose –

Sir, 1st of all, at the outside I congratulate the management for giving an excellent result in spite of negative environment in the industry. I have a few questions to ask.

- 1) Sir, you have made a substantial investment in associate company Grover Zampa Vineyards, but unfortunately at this stage during this year, that company has made a substantial loss. What do you think the Vineyards will make, when do you think that Vineyards will make the profit in the coming years? What is the justification for this huge investment?
- 2) My second question is, there is no details given to the extent of land for Rs.19.60 crores and also additional to the building to the extent of Rs.31.58 Crores. Please give us some details. We are in the dark about this real estate matter. Also, you have added Rs.7.40 crores to the vehicles, which is a substantial purchase. Then, another investment in ENMASE World Pte Ltd., to the extent of Rs.8.35 crores, it appears to be a foreign company, kindly give us the business of this investment and justification for this investment and there is no mention of this in India. Also, there is further investment in Bon Fresh food of Rs.24 crores. Last year chairman had mentioned about this but no information further on this is given in the Current year's report.

Sir, any expansion diversity plan decided by the board during the current year or any plans in the next two, three years sir. Then, this roofing material turnover has achieved a substantial figure for Rs.279 crores. Is there any plans for separate unit or demerger planned by the company? My final question is that there is a commission payment of Rs.75.81 lakhs paid to LJ international. Please clarify on what is this commission payment? That's all from Zibi Jose, Cochin. Thank you for giving me this opportunity. Thank you.

Thank you Zibi. Is there any other speaker also to join.

The next speaker Mr. Mukesh. Just a second. Mr. Mukesh sir, you are in now, please unmute your audio and video and speak. Hello? can you hear me? Yes that is clear

Good morning sir

Good morning to everyone. Sir, I have the three four doubts. Sir as the previous speaker Mr.Zibi Jose, asked about the property which is also regarding the property so my question is also the same you own land which is Rs.19 crores and building Rs.31 crores. Please give me the details about this land and building. And my second question is page number 70 investment in Grover Zampa Vineyards, last year it was 45,45,856 equity shares.

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This year again you added for 4 crores shares @ ₹8 I think. Now, what's the current holding percentage of companies holding in Grover Zampa sir, and last time also I asked by email, can you provide me the annual reports of Grover. AVT Gavia also during this year, you have increased some equity shares and what was the price can you tell me regarding this? And another one investment in NSE. It is, you have given 50,000 out of this 40,000 shares are received by bonus. But as per the last year it was NIL. If you see this, I think some printing mistake is there. You have given 50000 shares of six fifty, it is dot or comma, I don't know, I can't understand. It should be Rs.650 each held in national stock exchange. And the amount you have given is eight crores in the page number is 74 under Investment C. Regarding some related party transactions, a lot of things are you are doing, can you tell me the as per now what is the Land AVT is holding? Like all the lands AVT holding, Warehouse, and you have some lands everything if you give and the current year working, I think that's all from my side. I'm calling from Bangalore and my ID is IN3011352619504.

Mr.Ajit Thomas Chairman  
Thank you Mr.Mukesh.

Karthik CDSL

Two speakers registered sir, please continue proceedings.

Let's try and take the questions in the sequence. The 1st question is the Grover Investment what is the future? We have some years back, we had invested in Grover and took about 10 % holding. The main holding was our investment fund from Singapore but, unfortunately the company was getting mismanaged. So, together with some of the other investors, AVT has taken a controlling interest. We have got a fresh investment at a very low price of Rs.8 and we now hold about 44 % of the company and have taken over management. There was a lot of cleaning up to be done, it was done last year and current year we are hoping to bring the company back to break even, which would substantially increase the value of our investment. We expect our investment by the end or towards the middle of the end of this financial year to be in quantum terms at least twice of what we have invested. So, it is potentially an investment which we may continue to run for a few years or if we get a good exit, we may even look at an exit. This is a strategic investment.

The question on Zibi on land and buildings, we have bought land and building for a new corporate office in Chennai, which will start construction next year. That is the amount and we will once the new office is ready, the old building and office will be divested and cover the cost to this new building. We just wanted to move to the new Building and a better location. So, that is the investment for corporate office.

Some vehicles were bought, new vehicles both for myself and Mr.Dilip Thomas and for some others, it was a little high this year because new vehicles after nine years we have changed our vehicles for us, for the senior executives.

ENMASSEE is a strategic investment you remember some time back that we invested in Maduramicro Finance and we exited with a very good gain. One of our other investors with us, from a fund from Bangalore has started a very interesting financial inclusive company based out of Singapore and based on their track record and we have requested that we put some money, so we have put about a million dollars, it is a potentially a multinational, but it will take a little time, it's not a shorter investment. But we believe strongly in the management and the business model and that's the reason we made that investment.

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Chai King, as you know, is a strategic investment, it's a team, retail outlet. We have put in the 1<sup>st</sup> tranche of twelve crores this year in primary and also some secondary of about six crores, which has just gone in last week, and we will hold 26 % in this company. There all the money is being primary money is being used for expansion. They are company which is very well run and got already a profit making. They are not a loss making company and a lot of these startups, and again here we think that strategically it will be a good investment and down the road it will give us good valuations.

On roofing materials yes, it's a business which is a high turnover one with a low margin. You are very right Zibi, we have been looking at all how to either demerge or you know, some other strategically a viable options, so that this does not skew our turnover and numbers for the consumer projects division that exercise is ongoing and we will keep you informed when things happens on that.

Your last question on LJ international, I mean we have a number, there are a few related party transactions being taken place in the group, both for warehousing and other services being provided and I suspect that this is a part of that and it's all disclosed and it's all done at the market prices and nothing onto it.

Mr. Mukesh, I think on the property we have apart from what we just acquired now, we have a substantial number of properties to the group spread all over, Chennai, Salem and Madurai and others, so most of them are being used for the business of the company, there are one or two which are not used to the business of the company, but since they're strategically important, we are holding onto them, like a property in Coimbatore and property in Salem.

Yes, I think I already answered your question on Grover it's about 44%. We also have some other strategic investors with us, so we invested with us and so we actually with our other friendly investor, we control over 50% of the company and we are fully handling the management. We are very optimistic on the valuation of this company. Potentially, we think it can be two to three 'x' for us for our investment.

AVT Gavia shares yes both are joint venture partner and us have put in more money. The company is slowly just turning the corner now. Again, here we think there is good potential. We have got some growth plans there apart from that, we are the leader in the Mexican good business, but we have got some plans for other product ranges also, which would bring this company back to profitability and good valuations.

On land holdings have already mentioned to you. NSE shares are, can somebody clarify on that? Is there a mistake in the balance sheet? These NSE shares have bought a good price and it's a good potential gain for us. Rengaraj or Venu, can you clarify?

Venugopalan R

As per the INDAS norms, for the unlisted shares we have taken the market value and put, because the market value for this unlisted shares is Rs.1600 in March. So, 50,000 shares is eight Crores. So, we are following that market value in for the unlisted shares.

Mr.Ajit Thomas - If the question was something in relationship to the previous year. Is it tallying? You have shown as Nil in the previous year.

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G Rengarajan Suri & Co

The Investment is in the previous year and yes, like Mr.Venu said it is valued at the fair market value.

Ajit Thomas

And the bonuses were issued since we bought it?

G Rengarajan Suri & Co

Yes sir, subsequent to purchase it has been,we should have bonus shares

Ajit Thomas

Do we know the cost to the shares what we bought in.

Venugopalan R

Rs. 3.25 crores

Ajit Thomas

Mr.Mukesh, I hope that answers your question, Rs.3.25 crores purchased last year and now valued 8 crores, as you know, the NSE shares are sharply run up on the expectation of they being listed and we expect it to run up.

Yes, I think I've covered all the questions. On future growth, Zibi I mean this is your usual question, We are a little more aggressive now in Andhra pradesh, which we think is a potentially a huge market for us. We are a little much more aggressive now on our AVT Gold Cup brand, which is a very high margin business. Especially, since premium is we have got maximum what we think is maximum market share. We have been spending aggressively on advertising, I don't know if you saw advertising with the video for gold Cup with two celebrities Madhavan and Nayanthara, which was received very well and we are seeing good growth in the gold cup. Just for your information, margins on Gold Cup are three to four times the margins on premium. So you know as the volumes grow there, you will see good bottom line. Also as I mentioned earlier, 16 rupees increase of cost of tea last year, straight mathematical calculation is 48 crores more costs, but you're not saving 48 crores dropped in profit because obviously we optimized our prices, we optimized other costs and still didn't take much of a drop in profitability. I think we should bounce back well this year. We've been able to cost effective, going forward. Yeah, I think I've covered all the questions. Any follow up questions, anybody? Zibi?

Karthik CDSL

Sorry, we will be giving a provision sir.

Mr. Zibi, if you have any questions, follow up, you can ask.

P P ZIBI JOSE PCS

Sir, all the questions are answered comfortably.

Ajit Thomas

Thank you. And I'm happy to speak to you otherwise in little more detail and on some of these investments we made strategic investments. Okay, so thank you Mr. Mukesh I hope you answered your questions also.



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Just on the Grover, once we come to break even, and we have cleaned up all the issues with the company, a wine company valuation today is going in the region of about three to four times of turnover. That's the sort of valuation. So, our aim is to try and run the business till we get like a four times of turnover valuation and then maybe look at the strategic exit. Already there is some interests, people are approaching us, but we will wait for our valuation and that will give a very good return on our investment. And obviously, we raise more capital in the future it's not going to be 8 rupees, it's going to be higher because we have turned the company around. We have cleaned it up. So anyway, thank you for your questions. I think we have no other questions to be answered.

And with your permission I'll carry on the polling process.

**POLLING PROCESS:**

- The Company has appointed M/s.V.Suresh Associates, Practicing Company Secretaries, Chennai, as Scrutinizer to scrutinize the votes cast at the meeting and through the remote e-voting. Since the AGM is conducted through video conference and other Audio-Visual Means and the resolutions have already been put to vote through remote e- voting, there will be no proposing or seconding of resolutions.
- The e-voting facility will remain open for the next 15 minutes, upon completion of the meeting.
- Voting results will be announced within 3 days of the conclusion of this Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website besides being communicated to CDSL (the e-voting agency).

I wish to thank all the shareholders who have joined the meeting through video conference. I also thank our Directors and Panel Members.

Thank you very much everybody and I now declare the Meeting as closed.

Mr.Srinivasan – Thank you all and with the permission of the chairperson, we are concluding this meeting.

**The Meeting concluded at 11.29 AM**

<b>Chairman and Board of Directors and other Panelists exited the meeting screen.</b>
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