



**Date:** 14<sup>th</sup> October, 2023

To, The General Manager, Department of Corporate Services, <b>BSE Ltd.</b> P.J. Towers, Dalal Street, Fort, Mumbai- 400 001	To, The Manager, Listing Department, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
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**Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT**

Dear Sir/ Madam,

**Sub: Submission of the Scrutinizer Report on the voting results of the 01<sup>st</sup> Extraordinary General Meeting of the Company.**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company in its 01<sup>st</sup> Extraordinary General Meeting (EGM) of the Company for the FY 2023-24 held on 12<sup>th</sup> October, 2023 have accorded their approval with requisite majority to the Resolutions set out in the notice convening the said EGM.

In this regard, please find enclosed herewith the following:

- i. Voting Result
- ii. Copy of the Scrutinizer's report

You are requested to kindly take the above on record and disseminate the same on the website of the stock exchange.

Thanking You,

Yours faithfully,

**For Thomas Soctt (India) Limited**

**Rashi Bang**  
**Company Secretary**

Encl: As stated above

Annexure – 1

**Voting Results of the 01<sup>st</sup> EGM of the Company pursuant to Regulation - 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Voting results</b>	
Record date	05-10-2023
Total number of shareholders on record date	4831
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	12
b) Public	50
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>4</b>

### Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	5468631	5401881	98.7794	5401881	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		5468631	5401881	98.7794	5401881	0	100.0000
<b>Public- Institutions</b>	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
<b>Public- Non Institutions</b>	E-Voting	2384088	123811	5.1932	123811	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2384088	123811	5.1932	123811	0	100.0000
<b>Total</b>	<b>Total</b>	7852719	5525692	70.3666	5525692	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	



\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	66



**Thomas Scott (India) Ltd.**  
CIN: L1809MH2010PLC209302  
Tel: 022-6660 7965 / 6650 7967

Regd. Off.: 50, Kewal Industrial Estate, S.B. Marg., Lower Parel (W), Mumbai - 400 013, (India).  
Corp. Off.: 405/406, Kewal Ind. Estate, S.B. Marg., Lower Parel (W), Mumbai - 400 013, (India).  
Fax: +91-22-66607970. E-mail: tsil@banggroup.com • Web.: www.thomasscott.org

### Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5468631	5401881	98.7794	5401881	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		5468631	5401881	98.7794	5401881	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2384088	123811	5.1932	123791	20	99.9838	0.0162
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2384088	123811	5.1932	123791	20	99.9838
<b>Total</b>	<b>Total</b>	7852719	5525692	70.3666	5525672	20	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	



\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	66



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### Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5468631	5401881	98.7794	5401881	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		5468631	5401881	98.7794	5401881	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2384088	123811	5.1932	123791	20	99.9838	0.0162
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2384088	123811	5.1932	123791	20	99.9838
<b>Total</b>	<b>Total</b>	7852719	5525692	70.3666	5525672	20	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	



\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	66



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### Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF RELATED PARTY TRANSACTIONS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting		0	0.0000	0	0	0	0
	Poll	5468631						
	Postal Ballot (if applicable)							
	<b>Total</b>	5468631	0	0.0000	0	0	0.0000	0.0000
<b>Public- Institutions</b>	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	E-Voting		123811	5.1932	99691	24120	80.5187	19.4813
	Poll	2384088						
	Postal Ballot (if applicable)							
	<b>Total</b>	2384088	123811	5.1932	99691	24120	80.5187	19.4813
<b>Total</b>	<b>Total</b>	7852719	123811	1.5767	99691	24120	80.5187	19.4813
<b>Whether resolution is Pass or Not.</b>							Yes	



\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	66



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**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman,  
**THOMAS SCOTT (INDIA) LIMITED**  
50, Kewal Industrial Estate,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai - 400013.

Dear Sir,

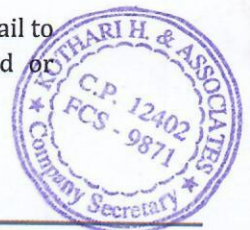
We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hind Commerce Ltd. ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 1ST EXTRA- ORDINARY GENERAL MEETING (EGM) of the Company for the financial year 2023-24 held on 12th October, 2023 At 10:00 Am At Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai - 400002 for all the resolutions contained in the Notice of EGM.

We pleased to submit our report as under, which is comprehensive and self-explanatory in all respect:

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 & the rules made thereunder including MCA General Circular No.09/2023, dated 25.09.2023, Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India and Listing Regulations, relating to e-voting on the resolutions contained in the Notice of the EGM of the members of the Company and at the meeting.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the EGM of the members of the Company and at the meeting. Our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of EGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (hereinafter "NSDL") and based on the voting conducted at the EGM.
2. The Notice of the 1<sup>st</sup> EGM for the financial year 2023-24 has been sent through email to those members whose email addresses are registered with the Company and



Depository Participants(s) and to members who have not registered their email address, physical copies through permitted mode on 18th September, 2023 to as per the register of Members/ List of beneficiaries as on 09<sup>th</sup> September 2023

3. Advertisement was published by the Company in English in Financial Express and in Marathi in Lakshdeep, dated, Wednesday 21<sup>st</sup> September, 2023. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.
5. The e- Voting rights were reckoned as on Thursday 05<sup>th</sup> October, 2023, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
6. The remote e-voting period was open for three days which commenced on October, 9, 2023 at 09.00 A.M. and ends on October 11, 2023 at 05.00 P.M. on <https://www.evoting.nsdl.com/>.
7. The remote e-voting results on the NSDL E-voting platform were unblocked and downloaded on Thursday, 12<sup>th</sup> October, 2023 in the presence of two witnesses Mrs. Dhvani Dogra and Ms. Mansi Thakkar, who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
8. After the time fixed for closing of the poll by the chairman, poll box kept for polling were locked in our presence with due identification marks placed by us.
9. The locked poll box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by the Company/Registrar and transfer agent of the Company and the authorizations / proxies lodged with the Company.
10. On scrutiny, we report that 62 Shareholders were present in the meeting in person and/or through proxy.

**RESULTS:**

The details containing interalia, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL). Taking into account the report from NSDL for remote e-voting and voting by poll at the EGM the consolidated result with respect to each item on the business as set out in the Notice of the 1<sup>st</sup> EGM dated September 15, 2023 is enclosed;

**1) Resolution No.1-INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the EGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	53	5523023	33	2669	86	5525692	100%



Voted Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain / Invalid	Nil	Nil	7	66	7	66	Nil

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority

**2) Resolution No. 2-ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION OF THE COMPANY:**

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the EGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	53	5523023	32	2649	85	5525672	100%
Voted Against	NIL	NIL	1	20	1	20	NIL
Abstain / Invalid	Nil	Nil	7	66	7	66	Nil

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with requisite majority

**3) Resolution No. 3-ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:**

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the EGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	53	5523023	32	2649	85	5525672	100%
Voted Against	NIL	NIL	1	20	1	20	NIL
Abstain / Invalid	Nil	Nil	7	66	7	66	Nil

Based on the aforesaid results, Special Resolution as contained in item No. 3 has been passed with requisite majority



4) Resolution No.4--APPROVAL OF RELATED PARTY TRANSACTIONS:

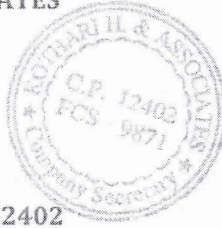
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the EGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	30	97022	33	2669	63	99691	80.51
Voted Against	2	24120	NIL	NIL	2	24120	19.49
Abstain / Invalid	Nil	Nil	7	66	7	66	Nil

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with requisite majority.

For KOTHARI H. & ASSOCIATES  
Company Secretaries

*Sonam Jain*

Sonam Jain  
Membership No. 9871  
Certificate of Practice No. 12402



Place: Mumbai  
Date: 14.10.2023

UDIN: F009871E001306716

We, the undersigned witnesses that the votes were unblocked from e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence at 02:52 PM on Thursday, 12th of September 2023.

*Mansi Thakkar*

(Mansi Thakkar)

*Dhwani Dogra*

(Dhwani Dogra)

Countersign by the Chairman  
For THOMAS SCOTT (INDIA) LIMITED

*Brijgopal Bang*

Chairman  
Brijgopal Bang  
DIN: 00112203