

September 30, 2016

To  
The General Manager,  
Department of Corporate Services,  
BSE Ltd.  
P.J. Towers, Dalal Street,  
Fort, Mumbai- 400 001

To  
The Manager,  
Listing Department  
The National Stock Exchange of India Ltd.  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (East) Mumbai- 400 051

Dear Sir,

**Ref:** BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT

**Sub:** Disclosure of voting results of the 6<sup>th</sup> Annual General Meeting (AGM) of the Company pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

With reference to the subject captioned above and pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results of the 6<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2016.

Further, we are enclosing the Consolidated Report of the Scrutinizer on e-voting and poll for the resolutions passed at 6<sup>th</sup> Annual General Meeting.

We hereby request you to kindly take the same on record.

Thanking You,

Yours faithfully,  
For Thomas Scott (India) Limited



Rashi Bang  
Company Secretary & Compliance Officer



Encl: Annexure-I

Voting Results

Date of the AGM	29 <sup>th</sup> September, 2016
Total No. of shareholders on record date i.e. 22 <sup>nd</sup> September, 2016	4992 Shareholders
No. of shareholders present in the meeting either in person or through proxy:	50
Promoters and Promoter Group:	7
Public:	43
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	-
Public:	-

**Details of the Agenda and Voting Results:**

No.	Item No.	Resolution required Ordinary/ Special	Mode of voting - E-voting & Poll	Remark
	<b>Ordinary Business:</b>			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2016 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority
2.	Appointment of Director in place of Mr. Purshottam Bang (holding DIN 02544947), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority
3.	Ratification of Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority
	<b>Special Business:</b>			
4.	Approval of Related Party Transactions for the period upto March 31, 2019.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority





## RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2016 together with report of the Director's and Auditor's thereon.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
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	2307185	2305310	99.92%	2305310	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>2307185</b>	<b>2305310</b>	<b>99.92%</b>	<b>2305310</b>	<b>0.00</b>	<b>100.00</b>
Public-Institutions	E-voting	0.00		0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-voting	1082815	9	0.0008%	9	0.00	100.00	0.00
	Poll		450	0.041%	450	0.00	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>1082815</b>	<b>459</b>	<b>0.042%</b>	<b>459</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>3390000</b>	<b>2305769</b>	<b>68.01%</b>	<b>2305769</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

The above Resolution was passed with Requisite Majority.



**RESOLUTION NO. 2**

Appointment of Director in place of Mr. Purshottam Bang (holding DIN 02544947), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
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	2307185	2295410	99.49%	2295410	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>2307185</b>	<b>2295410</b>	<b>99.49%</b>	<b>2295410</b>	<b>0.00</b>	<b>100.00</b>
Public-Institutions	E-voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-voting	1082815	9	0.0008%	9	0.00	100.00	0.00
	Poll		450	0.041%	450	0.00	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>1082815</b>	<b>459</b>	<b>0.042%</b>	<b>459</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>3390000</b>	<b>2295869</b>	<b>67.72%</b>	<b>2295869</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

The above Resolution was passed with Requisite Majority.



**RESOLUTION NO. 3**

Ratification of Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
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	2307185	2305310	99.92%	2305310	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>2307185</b>	<b>2305310</b>	<b>99.92%</b>	<b>2305310</b>	<b>0.00</b>	<b>100.00</b>
Public-Institutions	E-voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-voting	1082815	9	0.0008%	9	0.00	100.00	0.00
	Poll		450	0.041%	450	0.00	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>1082815</b>	<b>459</b>	<b>0.042%</b>	<b>459</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>3390000</b>	<b>2305769</b>	<b>68.01%</b>	<b>2305769</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

The above Resolution was passed with Requisite Majority.



## RESOLUTION NO. 4

Approval of Related Party Transactions for the period upto March 31, 2019.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	2307185	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>2307185</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public- Institutio ns	E-voting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutio ns	E-voting	1082815	9	0.0008%	9	0.00	100.00	0.00
	Poll		450	0.041%	450	0.00	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>		<b>1082815</b>	<b>459</b>	<b>0.042%</b>	<b>459</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>3390000</b>	<b>459</b>	<b>0.014%</b>	<b>459</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

The above Resolution was passed with Requisite Majority.

For Thomas Scott (India) Limited



Rashi Bang  
Company Secretary



**CONSOLIDATED REPORT OF THE SCRUTINIZER**

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

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 **Thomas Scott (India) Limited** 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 6<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2016 ("AGM") for all the resolutions contained in the Notice of AGM.

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

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 AGM 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 AGM, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY), the authorized agency to provide e-voting facility, engaged by the Company.
2. The Company has completed the dispatch of Notice of Annual General Meeting along with the Annual Report of the Company as on 7<sup>th</sup> September, 2016.



members whose names appeared on the register of Members/ List of beneficiaries.

3. Advertisement was published by the Company in English in Financial Express (Mumbai Edition), dated Thursday 8th September, 2016 and in Marathi in Aapla Mahanagar (Mumbai Edition) dated Thursday 8th September, 2016. 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 Karvy Computershare Private Limited (KARVY) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Thursday, 22<sup>nd</sup> September, 2016, 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 Monday, 26<sup>th</sup> September, 2016 at 09:00 a.m. and concluded on Wednesday, 28<sup>th</sup> September, 2016 at 5:00 p.m. on <https://www.evoting.karvy.com/>
7. The remote e-voting results on the KARVY E-voting platform were unblocked and downloaded on Thursday 29<sup>th</sup> September, 2016 in the presence of two witnesses Ms. Richa Jain and Ms. Geetanjali Sharma 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, ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
9. The locked ballot boxes were 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 authorisations / proxies lodged with the Company.
10. On scrutiny, we report that 50 Shareholders were present in the meeting in person and/or through proxy.

**11. THE CONSOLIDATED RESULTS OF E-VOTING AND POLL ARE AS UNDER:**

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 KARVY. Taking into account the report from KARVY and physical voting





at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 6<sup>th</sup> AGM dated 12<sup>th</sup> August, 2016 is enclosed;

**Item No. 1.**

**Ordinary Resolution:** Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		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	33	2305319	24	450	57	2305769	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>33</b>	<b>2305319</b>	<b>24</b>	<b>450</b>	<b>57</b>	<b>2305769</b>	<b>100</b>

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

**Item No. 2**

**Ordinary Resolution:** Re- Appointment of Mr. Purshottam Bang (holding DIN 02544947),, who retires by rotation.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		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	32	2295419	24	450	56	2295869	100



Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>32</b>	<b>2295419</b>	<b>24</b>	<b>450</b>	<b>56</b>	<b>2295869</b>	<b>100</b>

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

**Item No. 3.**

**Ordinary Resolution:** Ratification of appointment of auditors and fixing their remuneration.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		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	33	2305319	24	450	57	2305769	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>33</b>	<b>2305319</b>	<b>24</b>	<b>450</b>	<b>57</b>	<b>2305769</b>	<b>100</b>

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

**Item No. 4.**

**Ordinary Resolution:** To Approve Related party transactions for the period upto 31<sup>st</sup> March, 2019

Particulars	Number of Votes Contained in			% of total valid
	Remote e - voting	Voting at the AGM	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	votes cast
Voted in Favour	2	9	24	450	26	459	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>9</b>	<b>24</b>	<b>450</b>	<b>26</b>	<b>459</b>	<b>100</b>

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



ACS 31862 / COP No. 12402  
Date : 30<sup>th</sup> September, 2016  
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY ([https:// www.evoting.karvy.com /.](https://www.evoting.karvy.com/)) in our presence at 11.30 a.m. on Thursday, 29<sup>th</sup> September, 2016.

*Richa*

(Richa Jain)

*Gsharma*

(Geetanjali Sharma)