

September 29, 2018

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

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

Sub: Disclosure of voting results of the 8<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 8<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018.

Further, we are enclosing the Consolidated Report of the Scrutinizer on e-voting and poll for the resolutions passed at 8<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**

  
**Brijgopal Bang**  
Managing Director  
DIN: 00112203



**Encl: Annexure-I**

Voting Results

Date of the AGM	28 <sup>th</sup> September, 2018
Total No. of shareholders on record date i.e. 21st September, 2018	4555 Shareholders
No. of shareholders present in the meeting either in person or through proxy:	37
Promoters and Promoter Group:	4
Public:	33
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, 2018 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed unanimously.
2.	Appointment of Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-Voting and Poll	Passed unanimously
3.	Ratification of the appointment of M/s. Bhattar & Company, Chartered Accountants (Firm Registration No. 131092W) as the Statutory Auditors of the Company and fix their remuneration.	Ordinary Resolution	E-Voting and Poll	Passed unanimously
	<b>Special Business:</b>			
4.	To appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an independent Director of the Company.	Ordinary Resolution	E-Voting and Poll	Passed unanimously
5.	Approval of related party transactions for the period upto March 31, 2022.	Ordinary Resolution	E-Voting and Poll	Passed unanimously



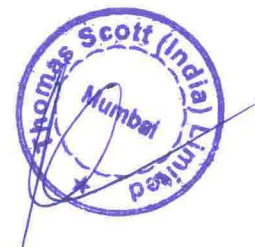


## RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2018 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)]*1 00	(4)	(5)	(6) = [(4)/(2 )]*100	(7) = [(5)/(2 )]*100
Promoter and Promoter Group	E-voting	2306195	2306195	100	2306195	0.00	100	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>2306195</b>	<b>2306195</b>	<b>100</b>	<b>2306195</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>
Public- Instituti ons	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>	<b>0.00</b>
Public- Non Instituti ons	E-voting	1083805	9428	0.8699	9428	0.00	100	0.00
	Poll		643	0.0593	643	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>1083805</b>	<b>10071</b>	<b>0.9292</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>
<b>Total</b>		<b>3390000</b>	<b>2316266</b>	<b>68.3264</b>	<b>2316266</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>

The above Resolution was passed unanimously.

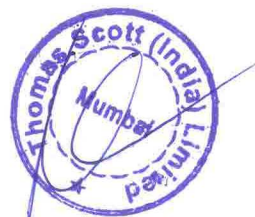


**RESOLUTION NO. 2**

Appointment of Director in place of Mr. Raghvendra Bang (holding DIN 00356811), 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	2306195	2296295	99.5707	2296295	0.00	100	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>2306195</b>	<b>2296295</b>	<b>99.5707</b>	<b>2296295</b>	<b>0.00</b>	<b>100</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	1083805	9428	0.8699	9428	0.00	100	0.00
	Poll		643	0.0593	643	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>1083805</b>	<b>10071</b>	<b>0.9292</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>
<b>Total</b>		<b>3390000</b>	<b>2306366</b>	<b>68.0344</b>	<b>2306366</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>

The above Resolution was passed unanimously.

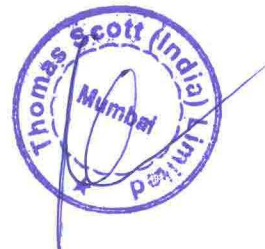


**RESOLUTION NO. 3**

Ratification of the appointment of M/s. Bhatler & Co., 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	2306195	2306195	100	2306195	0.00	100	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>2306195</b>	<b>2306195</b>	<b>100</b>	<b>2306195</b>	<b>0.00</b>	<b>100</b>	<b>0.00</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>	<b>0.00</b>
Public-Non Institutions	E-voting	1083805	9428	0.8699	9428	0.00	100	0.00
	Poll		643	0.0593	643	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>1083805</b>	<b>10071</b>	<b>0.9292</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>
<b>Total</b>		<b>3390000</b>	<b>2316266</b>	<b>68.3264</b>	<b>2316266</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>

The above Resolution was passed unanimously.

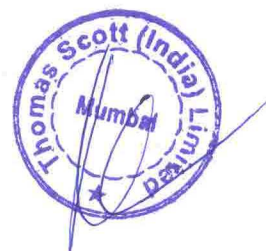


**RESOLUTION NO. 4**

Appointment of Mrs. Anuradha Paraskar (DIN: 02331564) as an independent Director of the Company.

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	2306195	2306195	100	2306195	0.00	100	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>2306195</b>	<b>2306195</b>	<b>100</b>	<b>2306195</b>	<b>0.00</b>	<b>100</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	1083805	9428	0.8699	9428	0.00	100	0.00
	Poll		643	0.0593	643	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>1083805</b>	<b>10071</b>	<b>0.9292</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>
<b>Total</b>		<b>3390000</b>	<b>2316266</b>	<b>68.3264</b>	<b>2316266</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>

The above Resolution was passed unanimously.



**RESOLUTION NO. 5**

Approval of related party transactions for the period upto March 31, 2022.

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 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	2306195	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>2306195</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</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	1083805	9428	0.8699	9428	0.00	100	0.00
	Poll		643	0.0593	643	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>		<b>1083805</b>	<b>10071</b>	<b>0.9292</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>
<b>Total</b>		<b>3390000</b>	<b>10071</b>	<b>0.2971</b>	<b>10071</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>

The above Resolution was passed unanimously.

For Thomas Scott (India) Limited

**Brijgopal Bang**  
Managing Director  
DIN: 00112203



**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,  
SenapatiBapatMarg, Lower Parel (West),  
Mumbai – 400013.

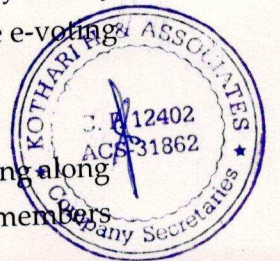
Dear Sir,

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 8<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2018 ("AGM") for all the resolutions contained in the Notice of AGM.

We are 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 4<sup>th</sup> September, 2018 to its members





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 Wednesday 5<sup>th</sup> September, 2018 and in Marathi in Mumbai Laxdeep dated Wednesday 5<sup>th</sup> September, 2018. 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 Friday, 21<sup>st</sup> September, 2018, 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 Tuesday, 25<sup>th</sup> September, 2018 at 09:00 a.m. and concluded on Thursday, 27<sup>th</sup> September, 2018 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 Friday 28<sup>th</sup> September, 2018 in the presence of two witnesses Mr. Deepam Shah and Ms. Khadija Lokhandwala 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 reconciled with the records maintained by the Company/Registrar and transfer agent of the Company and the non authorisations / proxies lodged with the Company.
10. On scrutiny, we report that 37 Members attended the Meeting and out of 37 members, 35 members attended in person and 2 members attended in proxy as per the records of attendance.

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

The details containing *inter alia*, 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 7<sup>th</sup> AGM dated 13<sup>th</sup> August, 2018 is enclosed;

**Item No. 1.**

**Ordinary Resolution:** Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors for the financial year ended March 31, 2018.

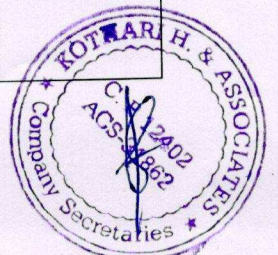
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	39	2315623	25	643	64	2316266	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>39</b>	<b>2315623</b>	<b>25</b>	<b>643</b>	<b>64</b>	<b>2316266</b>	<b>100.00</b>

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

**Item No. 2**

**Ordinary Resolution:** To appoint a Director in place of Mr. Raghendra Bang holding (DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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	No. of members voted	Number of votes cast by	No. of members voted	Number of votes cast by	



		them		them		them	
Voted in Favour	38	2305723	25	643	63	2306366	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>38</b>	<b>2305723</b>	<b>25</b>	<b>643</b>	<b>63</b>	<b>2306366</b>	<b>100.00</b>

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

**Item No. 3.**

**Ordinary Resolution:** To ratify the appointment of Auditors and fix 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	39	2315623	25	643	64	2316266	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>39</b>	<b>2315623</b>	<b>25</b>	<b>643</b>	<b>64</b>	<b>2316266</b>	<b>100.00</b>

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

**Item No. 4.**

**Ordinary Resolution:** To appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an Independent Director.



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	39	2315623	25	643	64	2316266	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>39</b>	<b>2315623</b>	<b>25</b>	<b>643</b>	<b>64</b>	<b>2316266</b>	<b>100.00</b>

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

**Item No. 5.**

**Ordinary Resolution:** To obtain consent of the members of the Company to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum as mentioned in the resolution.

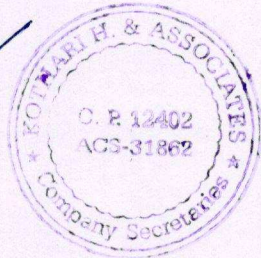
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	8	9428	25	643	33	10071	0.44
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>8</b>	<b>9428</b>	<b>25</b>	<b>643</b>	<b>33</b>	<b>10071</b>	<b>0.44</b>



Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed unanimously.

For Kothari H.& Associates  
Company Secretaries

*Sonam Jain*  
Sonam Jain



Partner

ACS 31862 / COP No. 12402

Date :28<sup>th</sup> September, 2018

Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY (<https://www.evoting.karvy.com/>.) in our presence at 11.30 a.m. on Friday, 28<sup>th</sup> September, 2018.

*Deepam Shah*

(Deepam Shah)

*Khadija*

(Khadija Lokhandwala)

Counter Signature by the Chairman of the Company:

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