



Date: January 16, 2025

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

To,  
The Manager,  
Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400051

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

**Sub: Voting results and Scrutinizer's Report of the 01<sup>st</sup> Extraordinary General Meeting of the Company held on Thursday, 16th January, 2025**

Dear Sir/ Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company in its **01st Extraordinary General Meeting (EGM) of the Company for the FY 2024-25** held on **Thursday, 16th January, 2025 at 10.00 A.M. (IST)** have accorded their approval with requisite majority, by way of e-voting at EGM/remote e-voting to the Resolutions set out in the notice convening the said EGM.

In this regard, please find enclosed herewith the following:

- i. The voting result in the Format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure- I.
- ii. Copy of the scrutinizer's report as Annexure -II.

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 Scott (India) Limited**

**Vedant Bang**  
**Managing Director (E. Comm)**  
**DIN: 09506327**

Encl: As stated above

<b>General information about company</b>	
Scrip code	533941
NSE Symbol	THOMASCOTT
MSEI Symbol	NOTLISTED
ISIN	INE480M01011
Name of the company	THOMAS SCOTT (INDIA) LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-01-2025
Start time of the meeting	10:00 AM
End time of the meeting	10:36 AM

### Scrutinizer Details

Name of the Scrutinizer	Sonam Jain
Firms Name	NA
Qualification	CS
Membership Number	9871
Date of Board Meeting in which appointed	21-12-2024
Date of Issuance of Report to the company	16-01-2025

### Voting results

Record date	09-01-2025
Total number of shareholders on record date	7750
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	46
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

<b>Resolution(1)</b>								
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
Promoter and Promoter Group	E-Voting	6534755	6354231	97.2375	6354231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6534755	6354231	97.2375	6354231	0	100	0
Public-Institutions	E-Voting	195699	195699	100	195699	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	195699	195699	100	195699	0	100	0
Public- Non Institutions	E-Voting	4564765	268812	5.8888	268805	7	99.9974	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4564765	268812	5.8888	268805	7	99.9974	0.0026

Total	11295219	6818742	60.3684	6818735	7	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

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

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 & ARTICLES 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	6534755	6354231	97.2375	6354231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6534755	6354231	97.2375	6354231	0	100
Public-Institutions	E-Voting	195699	195699	100	195699	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		195699	195699	100	195699	0	100
Public- Non Institutions	E-Voting	4564765	268812	5.8888	268805	7	99.9974	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4564765	268812	5.8888	268805	7	99.9974



Total	11295219	6818742	60.3684	6818735	7	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR THE ISSUE OF EQUITY SHARES 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	6534755	6354231	97.2375	6354231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6534755	6354231	97.2375	6354231	0	100	0
Public-Institutions	E-Voting	195699	195699	100	195699	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	195699	195699	100	195699	0	100	0
Public- Non Institutions	E-Voting	4564765	268812	5.8888	268805	7	99.9974	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4564765	268812	5.8888	268805	7	99.9974	0.0026

Total	11295219	6818742	60.3684	6818735	7	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

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

Resolution(4)								
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	6534755	6354231	97.2375	6354231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6534755	6354231	97.2375	6354231	0	100	0
Public-Institutions	E-Voting	195699	195699	100	195699	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	195699	195699	100	195699	0	100	0
Public- Non Institutions	E-Voting	4564765	268812	5.8888	268805	7	99.9974	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4564765	268812	5.8888	268805	7	99.9974	0.0026

Total	11295219	6818742	60.3684	6818735	7	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

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







**SONAM JAIN**  
Company Secretary

Flat No.-103, Building No.-3,  
Shanti Gardens, Sector-5,  
Mira Road (East), Thane- 401107  
(O) 022-68573819, (M) 9819751684  
E-mail: cssonamjain3@gmail.com

**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**  
447, Kewal Industrial Estate,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400013.

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the Extra Ordinary General Meeting, held on Thursday, January 16, 2025 at 10:00 A.M (IST) through video conferencing ('VC')/ other audio visual means ('OAVM').**

Dear Sir,

I, Sonam Jain, Company Secretary, have been appointed by the Board of Directors of Thomas Scott (India) Limited ("the Company") for the purpose of scrutinizing remote e-voting and e-voting process during the Extra Ordinary General Meeting ("EGM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolution(s) contained in the Notice of the 1<sup>st</sup> EGM for the financial year 2024-25 of the Company, held on Thursday, January 16, 2025 at 10:00 A.M through Video Conferencing (VC)/ other audio visual means ('OAVM').

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 & the rules made thereunder including General Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, the latest being 02/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs (MCA) (collectively referred as MCA Circulars) and Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022, issued by Securities and Exchange Board of India (SEBI) and Listing Regulations, relating to voting through electronic means by remote e-voting and electronic voting at the EGM by the shareholders on the resolution(s) proposed in the Notice calling EGM. My responsibility as a scrutinizer for the e-voting process is restricted to prepare the Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized Service provider for providing the facility of electronic voting to the shareholders of the Company, before and during the EGM, engaged by the Company.

I am pleased to submit my report as under, which is comprehensive and self-explanatory in all respect:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and MCA

Circulars, the Company has availed the e-voting facility offered by NSDL for conducting remote e-voting and e-voting at the EGM by the Shareholders who attended the EGM through VC / OAVM and who had not cast their vote through Remote e-voting.

2. The Notice of the 1<sup>st</sup> EGM for the financial year 2024-25 has been sent through email to those members whose email addresses are registered with the Company and or Depository Participants(s) and to members who have not registered their email address, physical copies through permitted mode on December 24, 2024 to as per the register of Members/ List of beneficiaries as on December 13, 2024. Also the Company has issued/sent the addendum to the Original EGM Notice dated December 21, 2024 as on January 14, 2025.
3. Advertisement was published for the original notice by the Company in English in Financial Express (Mumbai Edition), and in English in Mumbai Lakshdeep, dated, December 26, 2024. And also, the advertisement for the addendum was published in the same newspapers as on January 15, 2025. 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 and MCA Circulars.
4. The Voting rights were reckoned as on Thursday, January 09, 2025, being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and remote e-voting at the Meeting.
5. The remote e-voting period was open for three days which commenced on Monday, January 13, 2025 at 09:00 A.M. and ends on Wednesday, January 15, 2025 at 05:00 P.M (IST) on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. On Thursday, January 16, 2025 after the conclusion of EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in the presence of two witnesses Ms. Siddhi Tambade and Ms. Pansi Thakkar, who are not in the employment of the Company.
7. On scrutiny, we report that 62 Shareholders were present in the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
8. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during EGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Extra Ordinary General Meeting casted by the shareholders, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

#### **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 for the financial year 2024-25 dated December 21, 2024 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	75	6818353	16	382	91	6818735	100%
Voted Against	1	7	0	0	1	7	Negligible
Abstain / Invalid	0	0	0	0	0	0	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	75	6818353	16	382	91	6818735	100%
Voted Against	1	7	0	0	1	7	Negligible
Abstain / Invalid	0	0	0	0	0	0	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 EQUITY SHARES 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	75	6818353	16	382	91	6818735	100%
Voted Against	1	7	0	0	1	7	Negligible
Abstain / Invalid	0	0	0	0	0	0	Nil

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

**4) Resolution No.4-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	75	6818353	16	382	91	6818735	100%
Voted Against	1	7	0	0	1	7	Negligible
Abstain / Invalid	0	0	0	0	0	0	Nil

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

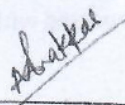
SONAM  
SATISH  
KUMAR JAIN

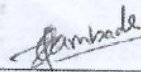
**Sonam Jain**  
Company Secretary  
Membership No. 9871  
Certificate of Practice No. 12402

Place: Mumbai  
Date: 16.01.2025

UDIN: F009871F003703541

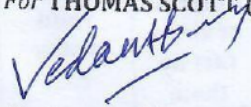
We, the undersigned witnesses that the votes were unblocked from e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence at 11:25 AM on Thursday, January 16, 2025.

  
\_\_\_\_\_  
(Mansi Thakkar)

  
\_\_\_\_\_  
(Siddhi Tambade)

**Countersign by the Chairman**

For THOMAS SCOTT (INDIA) LIMITED

  
\_\_\_\_\_  
Chairman of the meeting  
Vedant Bang  
Managing Director  
DIN: 09506327