

**THOMAS
SCOTT**



01st Oct, 2019

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

Dear Sir/Madam,

Sub.: Scrutinizer's report for the AGM held on 30.09.2019

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Scrutinizer's report of the Annual General Meeting of the Company held on September 30, 2019.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Thomas Scott (India) Ltd


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,

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 9th Annual General Meeting (AGM) held on 30th September, 2019 ("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 Fintech 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 5th September, 2019 to its 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 Friday 6th September, 2019 and in Marathi in Mumbai Laxdeep dated Friday 6th September, 2019. 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 Fintech Private Limited (KARVY) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Monday, 23rd September, 2019, 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 Friday, 27th September, 2019 at 09:00 a.m. and concluded on Sunday, 29th September, 2019 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 Monday 30th September, 2019 in the presence of two witnesses Ms. Richa Jain and Mrs. Divya Jaggi 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 authorisations / proxies lodged with the Company.
10. On scrutiny, we report that 45 Members attended the Meeting and out of 45 members, 44 members attended in person and 1 member attended in proxy as per the records of attendance.



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 9th AGM dated 14th August, 2019 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, 2019.

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	31	2255515	21	540	52	2256055	99.99%
Voted Against	-	-	3	111	3	111	Negligible
Abstain / Invalid	-	-	3	9	3	9	NA
Total	31	2255515	27	660	58	2256175	100%

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

Item No. 2

Ordinary Resolution: To appoint a 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.



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	31	2255515	21	540	52	2256055	99.99%
Voted Against	-	-	3	111	3	111	Negligible
Abstain / Invalid	-	-	3	9	3	9	NA
Total	31	2255515	27	660	58	2256175	100%

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

Item No. 3.

Special Resolution: To approve re-appointment of Mr. Subrata Kumar Dey (DIN: 03533584) as an Independent Non- Executive Director of the Company.

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	31	2255515	21	540	52	2256055	99.99%
Voted Against	-	-	3	111	3	111	Negligible
Abstain / Invalid	-	-	3	9	3	9	NA
Total	31	2255515	27	660	58	2256175	100%

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



Item No. 4.

Special Resolution: To approve revision in remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director of the Company.

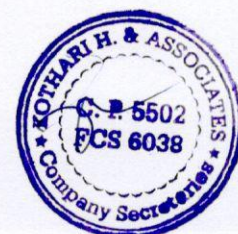
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	30	1875265	21	540	51	1875805	99.99%
Voted Against	-	-	3	111	3	111	Negligible
Abstain / Invalid	1	380250	3	9	4	380259	NA
Total	31	2255515	27	660	58	2256175	100%

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

Item No. 5.

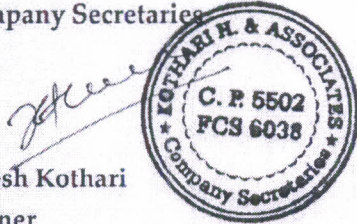
Special Resolution: To approve re-appointment and revise the remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director of the Company.

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	30	1875265	21	540	51	1875805	99.99%
Voted Against	-	-	3	111	3	111	Negligible
Abstain / Invalid	1	380250	3	9	4	380259	NA
Total	31	2255515	27	660	58	2256175	100%



Based on the aforesaid results, Special Resolution as contained in item No. 5 has been passed by requisite majority.

For Kothari H. & Associates
Company Secretaries



Hitesh Kothari
Partner
FCS 5502 / COP No. 6038
Date : 01st October, 2019
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 11.38 a.m. on Monday, 30th September, 2019.

Handwritten signature of Richa Jain in black ink.

(Richa Jain)

Handwritten signature of Divya Jaggi in black ink.

(Divya Jaggi)

Counter Signature by the Chairman of the Company:

Handwritten signature of the Chairman of the Company in blue ink, written over a horizontal line.