

Date: October 2, 2021

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 September 30, 2021

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, 2021.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

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]

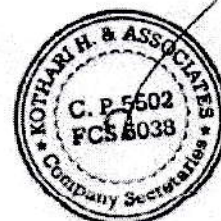
To,
The Chairman,
Thomas Scott (India) Limited
50, Kewal Industrial Estate, Senapati Bapat Marg,
Lower Parel (W), Mumbai- 400013

Dear Sir,

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 Annual General Meeting, for the 11th Annual General Meeting of Thomas Scott (India) Limited held on Thursday, September 30, 2021 at 1:30 pm (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of Thomas Scott (India) Limited ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. electronic voting and through remote e-voting system at the Annual General Meeting ("AGM") 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 shareholders of the 11th AGM of the Company, held on Thursday, September 30, 2021 at 1:30 pm 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 MCA 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 and Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India and Listing Regulations, relating to voting through electronic means by remote e-voting and electronic voting at the AGM by the shareholders on the resolution(s) proposed in the Notice calling AGM. 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 (India) Limited ("NSDL"), the authorized Service provider for extending the facility of electronic voting to the shareholders of the Company, before and during the AGM, engaged by the Company.



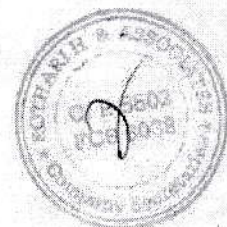
We are pleased to submit our report as under, which is comprehensive and self explanatory in all respect:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Regulation 44 of Listing Regulations and MCA Circulars, the Company has availed the e-voting facility offered by NSDL for conducting remote e-voting and e-voting at the AGM by the Shareholders who attended the AGM through VC / OAVM and who had not cast their vote through Remote e-voting.

1. On account of the threat posed by Covid-19 and in terms of MCA Circulars, the Company had sent the notice of AGM containing detailed procedure to be followed by the members of the Company and Annual Report in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on August 27, 2021.
2. Advertisement was published by the Company in English in The Financial Express, dated Wednesday, 8th September, 2021 and in Marathi in Mumbai Lakshdeep, dated Wednesday, 8th September, 2021. 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.
3. The Voting rights were reckoned as on Tuesday, 23rd September, 2021, 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.
4. The remote e-voting period was open for three days which commenced on Monday, 27th September 2021 at 9.00 a.m. and ends on Wednesday, 29th September 2021 at 5.00 p.m. on <https://www.evoting.nsdl.com/>.
5. On Thursday, September 30, 2021 after the conclusion of AGM, the report on the e-voting carried at the AGM was generated and diligently scrutinized; thereafter the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses Mr. Utsav Shah and Ms. Ishita Desai.
6. On scrutiny, we report that 58 Shareholders were present in the meeting in through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).
7. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting casted by the equity share holders, 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 (India) Limited (NSDL). Taking into account the report from NSDL and remote e-voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 11th AGM dated 4th September, 2021 is enclosed;



Item No. 1.

Ordinary Resolution, To consider and adopt the Audited and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and the Auditors thereon.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E - Voting		Remote E-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	93	2256054	2	25	95	2256079	99.99
Voted Against	2	30	NIL	NIL	2	30	0.01
Abstain / Invalid	-	-	-	-	-	-	-

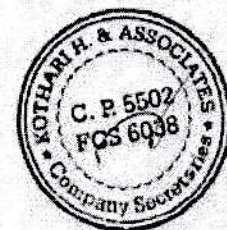
Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority.

Item No. 2

Ordinary Resolution, To appoint a Director in place of Mr. Raghavendra Venugopal Bang (DIN:00356811) who retires by rotation at this AGM and being eligible offers himself for re-appointment.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E - Voting		Remote E-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	90	2255910	1	20	91	2255930	99.99
Voted Against	5	174	1	5	6	179	0.01
Abstain / Invalid	-	-	-	-	-	-	-

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



Item No. 3.

Ordinary Resolution, To approve transactions as per section 188 of the Companies Act 2013.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E - Voting		Remote E-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	70	14539	1	20	71	14559	98.44
Voted Against	5	225	1	5	6	230	1.56
Abstain / Invalid	-	-	-	-	-	-	-

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 increase the Share Capital of the company and consequential amendment in Memorandum of Association of the company.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E - Voting		Remote E-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	91	2255934	2	25	93	2255959	99.99
Voted Against	4	150	NIL	NIL	4	150	0.01
Abstain / Invalid	-	-	-	-	-	-	-

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



Item No. 5.

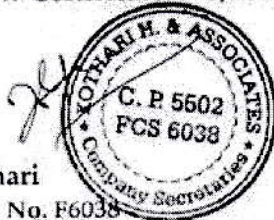
Special Resolution, To consider and approve the proposed Preferential Issue.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E - Voting		Remote E-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	70	14613	1	20	71	14633	98.95
Voted Against	4	150	1	5	5	155	1.05
Abstain / Invalid	-	-	-	-	-	-	-

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

- The Electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

For KOTHARI H. & ASSOCIATES
Company Secretaries
Peer Review Certificate: 593/2019



Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 5502

Place: Mumbai
Date: 01.10.2021

UDIN: F006038C001059475

We, the undersigned witnesses that the votes were unblocked from e-voting website of National Securities Depository (India) Limited (NSDL) at <https://www.evoting.nsdl.com> in our presence at 02.53 P. M. on Thursday, 30th September, 2021.

U. S. Shah

Mr. Utsav Shah

Ishita Desai

Mr. Ishita Desai

Countersign by the Chairman
For Thomas Scott (India) Limited

Brijgopal Balaram Bang

Brijgopal Balaram Bang
Managing Director
DIN: 00112203

General information about company

Scrip code	533941
NSE Symbol	THOMASCOTT
MSEI Symbol	NOTLISTED
ISIN	INE480M01011
Name of the company	THOMAS SCOTT (INDIA) LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2021
Start time of the meeting	01:30 PM
End time of the meeting	01:55 PM

Scrutinizer Details

Name of the Scrutinizer	HITESH KOTHARI
Firms Name	KOTHARI H. & ASSOCIATES
Qualification	CS
Membership Number	6038
Date of Board Meeting in which appointed	14-08-2021
Date of Issuance of Report to the company	01-10-2021

Voting results	
Record date	23-09-2021
Total number of shareholders on record date	4378
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	17
b) Public	41
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and adopt Audited financial statements of the Company for the financial year ended March 31, 2021 and the Reports of Board of Directors & Auditors thereon.					
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	2241320	97.1869	2241320	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2306195	2241320	97.1869	2241320	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1083805	14789	1.3645	14759	30	99.7971	0.2029
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1083805	14789	1.3645	14759	30	99.7971
Total		3390000	2256109	66.5519	2256079	30	99.9987	0.0013
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(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To appoint a Director in place of Mr. Raghvendra Venugopal Bang (DIN: 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.					
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	2241320	97.1869	2241320	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2306195	2241320	97.1869	2241320	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1083805	14789	1.3645	14610	179	98.7896	1.2104
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1083805	14789	1.3645	14610	179	98.7896	1.2104
Total		3390000	2256109	66.5519	2255930	179	99.9921	0.0079
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve related party transactions by the Company with the respective related parties and for the maximum amounts per annum				
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	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2306195	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1083805	14789	1.3645	14559	230	98.4448	1.5552
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1083805	14789	1.3645	14559	230	98.4448	1.5552
Total		3390000	14789	0.4363	14559	230	98.4448	1.5552
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(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase authorized share capital of the company and consequential amendment in 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	2306195	2241320	97.1869	2241320	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2306195	2241320	97.1869	2241320	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1083805	14789	1.3645	14639	150	98.9857	1.0143
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1083805	14789	1.3645	14639	150	98.9857	1.0143
Total		3390000	2256109	66.5519	2255959	150	99.9934	0.0066
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(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the proposed Preferential issue				
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	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2306195	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1083805	14788	1.3645	14633	155	98.9519	1.0481
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1083805	14788	1.3645	14633	155	98.9519
Total		3390000	14788	0.4362	14633	155	98.9519	1.0481
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	