

**THOMAS
SCOTT**



31st December, 2020

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 30.12.2020

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 December 30, 2020.

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.

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 10th Annual General Meeting of Thomas Scott (India) Limited held on Wednesday, December 30, 2020 at 01.00 P.M (IST) through video conferencing ('VC')/ other audio visual means ('OAVM') .

Dear Sir,

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 remote e-voting and e-voting process during 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 10th AGM of the Company, held on Wednesday, December 30, 2020 at 01.00 P.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 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 SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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. Our 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 AGM, engaged by the Company.

We are pleased to submit our 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 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.



2. On account of the threat posed by Covid-19 and in terms of aforesaid MCA Circulars, the Company had sent the notice of AGM and Annual Report in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on Friday, November 27, 2020.
3. Advertisement was published by the Company in English in Financial Express (Mumbai Edition), dated Friday, 11th December, 2020 and in Marathi in Mumbai Lakshdeep, dated Friday, 11th December, 2020. 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 Voting rights were reckoned as on Wednesday, December 23, 2020, 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 Sunday, the 27th day of December, 2020 at 9.00 A.M. (IST) and ends on Tuesday, the 29th day of December, 2020 at 5.00 P.M. (IST) on www.evoting.nSDL.com
6. On Wednesday, December 30, 2020 after the conclusion of AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (www.evoting.nSDL.com) in the presence of two witnesses Mr. Luvesh Bhimalu and Ms. Kavita Yadav, who are not in the employment of the Company.
7. On scrutiny, we report that 46 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 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 shareholders, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by us, 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 and remote e-voting and e-voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 10th AGM dated 12th November, 2020 is enclosed;

Item No. 1.

Ordinary Resolution: To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2020 and the Reports of Board of Directors & Auditors thereon.

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	68	2265675	NIL	NIL	68	2265675	100
Voted Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL



Abstain / Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL
-------------------	-----	-----	-----	-----	-----	-----	-----

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. Brijgopal Bang (DIN: 00112203), 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	67	1885425	NIL	NIL	67	1885425	100
Voted Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain / Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

Item No. 3.

Special Resolution: To re-appoint Ms. Swati Sahukara (DIN: 06801137) as an Independent Non-Executive Director.

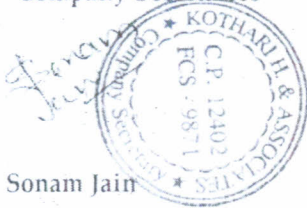
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	68	2265675	NIL	NIL	68	2265675	100
Voted Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain / Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

9. 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



Sonam Jain
Membership No. 9871
Certificate of Practice No. 12402

Place: Mumbai
Date: 31.12.2020

UDIN : F009871B001779749

We, the undersigned witnesses that the votes were unblocked from e voting website of NSDL at www.evoting.nsdl.com in our presence at 05:10 PM on Wednesday, December 30, 2020

(Luvesh Bhimalu)

(Kavita Yadav)

Countersign by the Chairman
For THOMAS SCOTT (INDIA) LIMITED

Chairman
Brijgopal Bang
DIN: 00112203