



25th October ,2021

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

To
Listing Department
The National Stock Exchange of India Ltd.
“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051

Dear Sir/Madam,

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

Re: Regulation 44(3) of the SEBI (LODR) Regulation, 2015

In terms of Regulation 44(3) of the SEBI (LODR) Regulation, 2015, we furnish herewith the details regarding the voting confirmation result in respect of resolution mentioned in the Notice dated September 04,2021 which was put to vote in the Annual General Meeting held on September 30, 2021 read with results of, the re-voting as per the proposal of the Company and approval and consent of the Stock Exchange(s) for obtaining confirmation of e-voting which took place on October 21,2021 and October 22,2021 which was called for in order to inform the Shareholders regarding the new information available on the Report of the Registered Valuer dated September 30, 2021.

This is for your information and records.

For **Thomas Scott (India) Limited**

Brijgopal Bang
Managing Director
DIN: 00112203

Resolution (5)

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Special

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							
	Poll	2306195	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2306195	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting							
	Poll	1083805	24716	2.2805	24561	155	99.3729	0.6271
	Postal Ballot (if applicable)							
	Total	1083805	24716	2.2805	24561	155	99.3729	0.6271
	Total	3390000	24716	0.7291	24561	155	99.3729	0.6271
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								

REPORT OF SCRUTINIZER

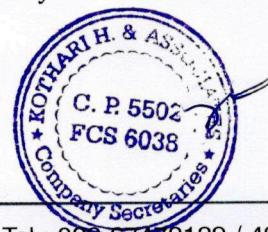
**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
Thomas Scott (India) Limited
CIN: L18109MH2010PLC209302
50, Kewal Industrial Estate,
Senapati Bapat Marg,
Lowe Parel (West), Mumbai
Mumbai City Mh 400013 In

In respect of Special Resolution for the issuance of 54,25,000 convertible warrants to promoter and promoter group and other than promoter and promoter group by way of preferential allotment proposed at the Annual General Meeting of the members of Thomas Scott (India) Limited" held on, September 30, 2021 at 01:30 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) and in respect of which fresh remote E-voting was conducted for confirmation on the aforesaid Special Resolution.

Sir,

1. I, Hitesh Kothari, Practising Company Secretary, (FCS-6038/COP-5502), was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting at the Annual General Meeting (AGM) of the members of "Thomas Scott(India) Limited" held on, September 30, 2021 at 01:30 p.m. through VC/OAVM.
2. The Scrutinizer report dated October 01, 2021 was submitted to Chairman of the Company and disseminated to Stock Exchanges and subsequent dissemination of results, as a prudent and a cautious approach, notwithstanding the interpretation of Clause 13(2) of the Articles of Association (AOA) of the Company, read with the Companies Act, 2013, relevant Rules made thereunder and SEBI (ICDR)Regulations, 2018 as amended from time to time, the company had sought for the valuation report, using multiple methods as detailed below, as on the relevant date i.e, August 31,2021,by the Independent Registered Valuer Mr. Girish Kambadaraya, Registered Valuer - SFA, IBBI/RV/04/2019/11649.
3. Accordingly, the Board of Directors has authorized me to circulate communications through e-mails which were sent to the shareholders on October 20,2021 and October 21,2021 giving an option to the shareholders to vote on the said resolution again, if they would have voted differently, had the new information pertaining to the pricing of shares provided in the Valuation Report been disclosed to them, prior to the first time they cast their vote.



4. Fresh remote E-voting began on Thursday, October 21, 2021 at 09:00 a.m. (IST) and ended on Friday, October 22, 2021 at 5.00 p.m. (IST).
5. The votes cast through fresh remote E-voting were unblocked on October 23, 2021 at 11.08 a.m. by using the Scrutinizer's log in on platform of NSDL in the presence of two witnesses who are not in the employment of the Company, namely Mr. Utsav Shah and Ms. Bhakti Upadhyay.
6. The results of remote E-voting & E-voting during the AGM held on September 30, 2021 which were disseminated to the Stock Exchanges are now again mentioned below:

RESOLUTION No.5:

To approve the proposed Preferential issue

	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Total Number of members whose votes were declared invalids	Total
Number of members voted	71	5	0	76
Number of votes cast by them	14633	155	0	14788
% of total number of valid votes cast	98.95	1.05	0	100

7. The result of fresh E-voting and/or confirmation on the Special Resolution for the issuance of 54,25,000 Convertible warrants to promoter and promoter group and other than promoter and promoter group.

To approve the proposed Preferential issue

	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Total Number of members whose votes were declared invalids	Total
Number of members voted	19	1	0	20
Number of	19037	75	0	19112



votes cast by them				
% of total number of valid votes cast	99.61	0.39	0	100

8. The Consolidated result of previous E-Voting & fresh - Voting is as under

RESOLUTION No.1:

To approve the proposed Preferential issue

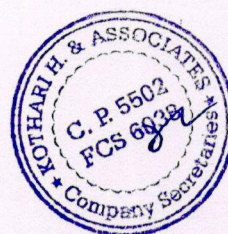
(i) Voted in favour of the resolution

(1)	Remote E Voting and E Voting During AGM held on 30.09.2021 (2)	Fresh E Voting (3)	Total (4)
Number of Members Voted	60*	19	79
Number of Votes cast by Them	5524	19037	24,561
% of Total Number of valid votes cast by them	22.35	77.02	99.37

(ii) Voted against the Resolution

(1)	Remote E Voting and E Voting During AGM held on 30.09.2021 (2)	Fresh E Voting (3)	Total (4)
Number of Members Voted	4*	1	5
Number of Votes cast by Them	80	75	155
% of Total Number of valid votes cast by them	0.32	0.3	0.62

***Note: Out of 76 members who had casted their vote during Remote E Voting and E Voting During AGM held on 30.09.2021 as provided in point number 6, 12 members have exercised their vote in fresh/confirmation voting. Accordingly, the number and vote of 12 members have not been counted for reporting under column (2) of table 8 (i) & 8 (ii) Remote E Voting and E-Voting during AGM held on 30.09.2021 as they have been counted under fresh E Voting column (3) of table 8(i) & 8(ii) above.**



9. All electronic data and relevant records for previous E-voting and fresh E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over to the Chairman for safe keeping.

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



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

Place: Mumbai
Date: 25.10.2021

UDIN: F006038C001267639

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 11.08 a.m. on Saturday, October 23, 2021.

U. S. Shah

Mr. Utsav Shah

Bhakti

Ms. Bhakti Upadhyay

Countersign by the Chairman
For Thomas Scott (India) Limited

Brijgopal Balaram Bang
Managing Director
DIN: 00112203