

**PROCEEDINGS OF THE 03<sup>rd</sup> ANNUAL GENERAL MEETING OF THOMAS SCOTT (INDIA) LIMITED HELD ON TUESDAY, 24<sup>TH</sup> SEPTEMBER, 2013 AT 10:30 A.M. AT MAHESHWARI BHAVAN, 603, JAGANNATH SHANKAR SETH ROAD, MUMBAI- 400 002.**

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**PRESENT:** Mr. Brijgopal Balaram Bang - Director  
Mr. Vijay Dattatraya Ajgaonkar - Director

**In attendance:** Ms. Rashi Bang - Company Secretary & Compliance Officer

Mr. Venugopal Bang, the chairman of the Company has intimated his inability to attend the meeting, therefore Mr. Mr. Brijgopal Bang has been elected as Chairman for the meeting.

Mr. Brijgopal Bang chaired the meeting and announced that 45 members were present in person and 13 through proxy and since the requisite quorum for the meeting was there, the formal proceedings of the meeting could commence. He then welcomed the shareholders at the 3<sup>rd</sup> Annual General Meeting of the Company and introduced his colleagues on the Board to the members.

He further stated that the Register of Proxies and the Register of Directors' Shareholding were open for inspection of the members during the meeting.

With the permission of the Members, the notice convening the meeting along with the Audited Accounts and the Directors' report were taken as read. The Chairman's statement circulated to the members at the meeting was also taken as read. Thereafter at the direction of the Chairman, Ms. Rashi Bang Company Secretary & Compliance Officer, read out the Auditors' Report for the year ended 31st March, 2013.

He then proposed the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Profit & Loss Account of the Company for the year ended 31st March 2013 and the Balance Sheet as on that date and the Report of the Auditors and Directors thereon be and the same are hereby received, approved and adopted".

PROPOSED BY Lekha Satish Shah

SECONDED BY Reshma Dharmesh Shah

Before putting the resolution to vote, the Chairman invited queries/comments on the Accounts of the company for the year ended 31<sup>st</sup> March, 2013. Some of the members raised queries which were satisfactorily replied.

The resolution was then put to vote on show of hands and was carried unanimously.

Thereafter Chairman moved the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Vijay Ajgaonkar, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

PROPOSED BY Kiran Arvind Naik

SECONDED BY Bhanumati Sampat

The resolution was then put to vote on show of hands and the Chairman declared the resolution as carried unanimously.

Thereafter Chairman moved the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** M/s. Rajendra K. Gupta & Associates, Chartered Accountants (Firm Registration No. 108373W & Membership No. 9939 ), be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at the same terms and conditions and remuneration as are at present and approved by the Board and the Auditor.”

PROPOSED BY- Milan Jhaveri

SECONDED BY-Hemant Vijayshih Sampat

The resolution was then put to vote and on show of hands and the Chairman declared the resolution as carried unanimously.

Thereafter, the chairman moved the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 260 of the Companies Act, 1956 and as per the Article of Association, Mr.Subrata Kumar Deywho was appointed as an Additional Director of the Company with effect from 14th February, 2013 and who holds office upto the ensuing Annual General Meeting of the Company and from whom the Company has received a notice in writing under Section

257 of the Act, offering his candidature for the Office of Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** Managing Director or Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

PROPOSED BY Celestine Elizabeth Mascarenhas


SECONDED BY Lekha Satish Shah

The resolution was then put to vote and on show of hands and the Chairman declared the resolution passed with requisite majority.

The meeting was thereafter concluded with vote of thanks to the chairman by Mr. Kiran Arvind Naik.

Date : 24/09/2013

Place : Mumbai

  
Company Secretary & Compliance Officer