

October 1, 2014

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

Dear Sir,

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

Subject: Disclosure regarding voting results of the 4th Annual General Meeting (AGM) of the Company as per clause 35A of the Listing Agreement.

Name of the Company	Thomas Scott (India) Limited
Date of the AGM/ EGM :	September 29, 2014
Book Closure Date	September 22, 2014 to September 29, 2014
Total number of shareholders on record date i.e. August 15, 2014 – cut off date for e-voting purpose):	5487
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	31
Total:	35
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	
Public:	

Details of the Agenda and Voting Results:

No.	Item No.	Resolution required Ordinary/ Special	Mode of voting - E-voting & Poll	Remark
	Ordinary Business:			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2014 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed unanimously
2.	Re-appointment of Mr. Brijgopal Bang (DIN	Ordinary	E-Voting	Passed





	00112203), who retires by rotation.	Resolution	and Poll	unanimously
3.	Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary Resolution	E-Voting and Poll	Passed unanimously
	Special Business:			
4.	Confirmation of Mr. Raghvendra Venugopal Bang (DIN 00356811) as a Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
5.	Confirmation of Mr. Purshottam Bang (DIN 02544947) as a Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
6	Appointment of Mr. Vijay Dattatraya Ajgaonkar (DIN 00065102) as an Independent Director.	Ordinary Resolution	E-Voting and Poll	Passed unanimously
7.	Appointment of Mr. Mithilesh Kumar Sinha (DIN 00011506) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
8.	Appointment of Mr. Subrata Kumar Dey (DIN 03533584) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
9.	Approval for borrowing powers of the Board of Directors of the Company	Special Resolution	E-Voting and Poll	Passed unanimously
10.	Approval for creation of mortgage/ charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.	Special Resolution	E-Voting and Poll	Passed unanimously
11.	Approval for Revision in the Salary of Mr. Brijgopal Bang, Managing Director	Special Resolution	E-Voting and Poll	Passed unanimously
12.	Approval for Adoption of new Articles of Association of the Company.	Special Resolution	E-Voting and Poll	Passed unanimously

RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2014 together with report of the Director's and Auditor's thereon.



Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 2

Re-appointment of Mr. Brijgopal Bang (DIN 00112203), who retires by rotation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0



Total	3390000	2243524	66.18%	2243524	0	100.00 %	0
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The above Resolution was passed unanimously.

RESOLUTION NO. 3

Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 4

Confirmation of Mr. Raghendra Venugopal Bang (DIN 00356811) as a Director of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 5

Confirmation of Mr. Purshottam Bang (DIN 02544947) as a Director of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 6



Appointment of Mr. Vijay Dattatraya A. Gaonkar (DIN 00065102) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 7

Appointment of Mr. Mithilesh Kumar Sinha (DIN 00011506) as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0



Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 8

Appointment of Mr. Subrata Kumar Dey (DIN 03533584) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 9

Approval for borrowing powers of the Board of Directors of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
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	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	2307185	2243195	97.23%	2243195	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 10

Approval for creation of mortgage/ charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.



RESOLUTION NO. 11

Approval for Revision in the Salary of Mr. Brijgopal Bang, Managing Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional holders	0	0	0	0	0	0	0
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

RESOLUTION NO. 12

Approval for Adoption of new Articles of Association of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes -in favour	No. of votes -in 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	2307185	2243195	97.23%	2243195	0	100.00%	0
Public- Institutional	0	0	0	0	0	0	0



holders							
Public-Others	1082815	329	0.03 %	329	0	100.00 %	0
Total	3390000	2243524	66.18%	2243524	0	100.00 %	0

The above Resolution was passed unanimously.

For Thomas Scott (India) Limited


Rashi Bang
Company Secretary



To,
The Chairman
THOMAS SCOTT (INDIA) LIMITED
50, Kewal Industrial Estate,
Senapati Bapat Marg,
Mumbai 400 002.

Sub: Passing of Resolution through e-voting and poll conducted at the 4th Annual General Meeting of Thomas Scott (India) Limited ('the Company') held on 29th September, 2014.

The Board of the Company at its meeting held on 13th August, 2014 had appointed me as Scrutinizer for the e-voting, which was commenced from 24th September, 2014 at 9:00 AM. to 26th September, 2014 till 06:00 PM. and for the Poll held at the 4th AGM of the Company on the 29th September, 2014.

The Company had appointed Karvy Computershare Private Limited (KARVY), as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Karvy Computershare Private Limited is the Registrar and Share Transfer Agents of the Company. The e-voting results were unblocked by me on 27th September, 2014 in the presence of two witnesses. For further details kindly refer the Scrutinizer's Report dated 27th September, 2014 attached herewith.

At the 4th AGM of the Company held on 29th September, 2014, the Chairman of the Company had *suo-moto* called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. I had also acted as the Scrutinizer for the Poll process at the 4th AGM of the Company. For further details kindly refer to my report in Form No. MGT 13 dated 30th September, 2014.

(A) Summary of the number of members participated through e-voting is mentioned in the below table:

Number of Members who cast their votes through e-voting	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
21	1239252	1239252

(B) Summary of the number of members participated through poll is mentioned in the below table

Number of Members who cast their votes through poll	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
14	1004272	1004272

(C) Summary of the number of members participated together through poll and E-voting is mentioned in the below table

Number of Members who cast their votes through poll and E-voting (A+B=C)	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
35	2243524	2243524



The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 5 of the Notice (As an Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 6 of the Notice (As an Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 7 of the Notice (As a Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 8 of the Notice (As a Ordinary Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 9 of the Notice (As a Special Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 10 of the Notice (As a Special Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 11 of the Notice (As a Special Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00
Item No. 12 of the Notice (As a Special Resolution)	E-Voting	1239252	55.24%	0	0.00	0	0.00
	Poll	1004272	44.76%	0	0.00	0	0.00
	Total	2243524	100.00%	0	0.00	0	0.00



All the Resolution as mentioned in the Notice dated August 13, 2014 of the 4thAGM of Thomas Scott (India) Limited stands passed under e-voting and poll unanimously.

I hereby confirm that I am maintaining the Registers received from the Service Provider both in electronically and manually form, in respect of the votes cast through e-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,
Yours faithfully,

For Kothari H. & Associates
Company Secretaries


Hitesh Kothari



FCS 6038/ COP No. 5502

Date :30thSeptember, 2014

Place: Mumbai