

October 1, 2015

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 5th Annual General Meeting (AGM) of the Company as per clause 35A of the Listing Agreement.

<b>Name of the Company</b>	Thomas Scott (India) Limited
<b>Date of the AGM/EGM:</b>	September 29, 2015
<b>Book Closure Date</b>	September 24, 2015 to September 29, 2015 (both days inclusive)
<b>Total number of shareholders on record date i.e. September 22, 2015 – cut off date for e-voting purpose:</b>	5208
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	6
<b>Public:</b>	31
<b>Total:</b>	37
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not arranged
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	

Details of the Agenda and Voting Results:

No.	Item No.	Resolution required (Ordinary/ Special)	Mode of voting	Remark
	<b>Ordinary Business:</b>			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2015 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority

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2.	Re-appointment of Mr. Raghvendra Venugopal Bang (DIN: 00356811) who retires by rotation	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority
3.	Ratification of Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority
<b>Special Business:</b>				
4.	Appointment of Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority

#### RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2015 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 - 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	1132670	49.0932	1132670	0	100.0000	0.0000
Public- Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	1082815	260	0.0240	250	10	96.1538	3.8461
Total	3390000	1132930	33.4198	1132920	10	99.9991	0.0009

The above Resolution was passed with requisite majority.

#### RESOLUTION NO. 2

Re-appointment of Mr. Raghvendra Venugopal Bang (DIN: 00356811) who retires by rotation

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 - 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	1132670	49.0932	1132670	0	100.0000	0.0000
Public-Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	1082815	265	0.0245	255	10	96.2264	3.7735
Total	3390000	1132935	33.4199	1132925	10	99.9991	0.0009

The above Resolution was passed with requisite majority.

### **RESOLUTION NO. 3**

Ratification of 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 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	2307185	1132670	49.0932	1132670	0	100.0000	0.0000
Public-Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	1082815	265	0.0245	255	10	96.2264	3.7735
Total	3390000	1132935	33.4199	1132925	10	99.9991	0.0009

The above Resolution was passed with requisite majority.



**RESOLUTION NO. 4**

Appointment of Mrs. Swati Sahukara (DIN: 06801137) 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 - 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	1132670	49.0932	1132670	0	100.0000	0.0000
Public- Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	1082815	265	0.0245	255	10	96.2264	3.7735
Total	3390000	1132935	33.4199	1132925	10	99.9991	0.0009

The above Resolution was passed with requisite majority.

For Thomas Scott (India) Limited

  
Rashi Bang  
Company Secretary



## 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

Dear Sir,

I, Sonam Jain, partner of Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Thomas Scott (India) Limited ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 5<sup>th</sup> Annual General Meeting held on Tuesday, 29<sup>th</sup> September, 2015 ("AGM") for all the resolutions contained in the Notice of AGM.

I pleased to submit my report as under, which is comprehensive and self explanatory in all respect:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY) and based on the voting conducted at the AGM.

The Voting rights were reckoned as on Tuesday, 22<sup>nd</sup> September, 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

The Company has availed services of Karvy Computershare Private Limited (KARVY) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for Five days which commenced on Thursday, 24<sup>th</sup> September, 2015 at 09:00 a.m. and concluded on Monday, 28<sup>th</sup> September, 2015 at 5:00 p.m. on <https://evoting.karvy.com/>.



The remote e-voting results on the Karvy Computershare Private Limited (KARVY) E-voting platform were unblocked and downloaded on Tuesday, 29<sup>th</sup> September, 2015 in the presence of two witnesses Mr. Puspraj Pandey and Ms. Trupti Limbasiya who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

#### 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 KARVY. Taking into account the report from KARVY and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 5<sup>th</sup> AGM dated 14<sup>th</sup> August, 2015 is enclosed;

#### Item No. 1.

**Ordinary Resolution**, To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and reports of the Board of Directors and 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	17	1120905	20	12015	37	1132920	99.9991
Voted Against	1	10	0	0	1	10	0.0009
Abstain / Invalid	0	0	0	0	0	0	NA

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. Raghvendra Bang (holding DIN: 00356811), 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	17	1120905	20	12020	37	1132925	99.9991
Voted Against	1	10	0	0	1	10	0.0009
Abstain / Invalid	0	0	0	0	0	0	NA

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 ratify the appointment of Auditors and fix their remuneration.

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	17	1120905	20	12020	37	1132925	99.9991
Voted Against	1	10	0	0	1	10	0.0009
Abstain / Invalid	0	0	0	0	0	0	NA

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 Appoint of Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director of the Company:

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	17	1120905	20	12020	37	1132925	99.9991
Voted Against	1	10	0	0	1	10	0.0009
Abstain / Invalid	0	0	0	0	0	0	NA



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

**For Kothari H. & Associates  
Company Secretaries**

  
**Sonam Jain**  
Partner



**ACS 31862**

**Date :30<sup>th</sup> September, 2015**

**Place: Mumbai**

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY (<https://evoting.karvy.com/>) in our presence at 12.18 PM on Tuesday, 29<sup>th</sup> September, 2015.



(Puspraj Pandey)



(Trupti Limbasiya)