

## NOTICE

### THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

**Regd. office:** 50, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013

**NOTICE** is hereby given that the **ELEVENTH ANNUAL GENERAL MEETING** of the Members of Thomas Scott (India) Limited will be held on, Thursday, September 30, 2021, at 01.30 P.M through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2021, and the Reports of Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Raghvendra Venugopal Bang (DIN: 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (in crore)	Tenure
Sale/Purchase of raw materials and finished goods.	Enterprises owned or significantly influenced by key management personnel or their relatives	Bang Overseas Ltd.	75 crores per Annum	From April 01, 2022 upto March 31, 2025

**RESOLVED FURTHER THAT** the amount of the transaction to be entered is considered on the basis of frequency of the transactions entered by the Company in the last three years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

4. To increase authorized share capital of the company and consequential amendment in Memorandum of Association of the Company in this regard to consider and if thought fit, to

pass, with or without modification(s), the following resolution as a Ordinary Resolution. consequential amendment in Memorandum of Association of the Company

**“RESOLVED THAT** pursuant to provisions of Section 61(1) (a) of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) and 10,00,000 ( Rupees Ten Lacs Only) Equity shares of Rs.10 each to Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 90,00,000 (Ninety lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each amounting to 9,00,00,000 (Rupees Nine Crores Only) and 10,00,000 (Ten Lacs) preference shares of Rs 10 each amounting to Rs.1,00,00,000 (Rupees One Crore) each ranking pari passu in all respect with the existing

Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause Va of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“**Va.** The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 90,00,000 (Ninety Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) and 10,00,000 (Ten Lakhs Only) Redeemable Preference Shares, whether Cumulative or Non Cumulative in nature, of Rs. 10/- (Rupees Ten Only), with a power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively and preferential rights, privileges, conditions or restrictions (as may be determined by or in accordance with the Regulations of the Company) and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by Regulations of the Company and the Statutory provisions for the time being in force.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To approve the proposed Preferential issue and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the enabling provisions of the Memorandum

of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “SEBI”), Stock Exchanges, Ministry of Corporate Affairs (“MCA”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot on preferential basis 54,25,000 (Fifty Four Lakhs Twenty Five Thousand) warrants convertible into equivalent number of Equity Shares of the company in one or more tranches to Promoter/ Promoter Group and other than promoter group, on preferential allotment basis in compliance with provisions of Chapter V of SEBI (ICDR) Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

**RESOLVED FURTHER THAT** the minimum price of the Warrants so issued shall not be less than the face value of the shares or price arrived at in accordance with Chapter of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) the average of the weekly high and low of the volume weighted average price of the Company’s shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) during the twenty-six weeks preceding the ‘Relevant Date’; or
- (b) the average of the weekly high and low of the volume weighted average prices of the Company’s shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) during the two weeks preceding the ‘Relevant Date’; or

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise of conversion of the Warrants be Tuesday , August 31, 2021 (“Relevant Date”) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- A. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- B. Equity Shares arising from the exercise of the Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- C. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- D. The Warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members. The allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- E. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- F. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
- G. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any change/modifications in the name of the proposed allottees/size of the issue as may be required by the Company and Stock Exchanges involved in such issues as may be required to execute this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

## THOMAS SCOTT (INDIA) LIMITED

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors**

Sd/-

**Rashi Bang**

**Company Secretary and Compliance Officer**

**Place: Mumbai**

**Date: September 4, 2021**

### NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised

representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to send their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to [info@khacs.com](mailto:info@khacs.com), [hiteshkotharics@gmail.com](mailto:hiteshkotharics@gmail.com), [investor.tsil@banggroup.com](mailto:investor.tsil@banggroup.com) and with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider dematerializing of shares held by them in physical form. Members can contact the Company or Company’s Registrars and Transfer Agents, for assistance in this regard i. e. Kfin Technologies Private Limited.
6. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

7. Inspection:

**All documents referred to in this Notice and other statutory registers are open for inspection by the Members online during the AGM through video conference on the website of the Company. Members may visit the website <https://www.thomasscott.org/investor-relations.htm> wherein the documents could be inspected.**

8. Submission of questions or queries prior to AGM/ Registration of Speakers: Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from September 20, 2021 to September 24, 2021 through e-mail on [investor.tsil@banggroup.com](mailto:investor.tsil@banggroup.com). Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning

- their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investor.tsil@banggroup.com. on or before close of Business hours of September 24, 2021. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
9. Additional information, pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“the Listing Regulations”] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Director recommended by the Board for appointment/ re-appointment at the AGM forms part of the Notice. The Directors have furnished consent/ disclosure for their appointment/re-appointment as required under the Act and rules made thereunder.
  10. In accordance with the MCA General Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/ HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and , in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board’s Report, Auditor’s Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2021 pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s).
  11. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
  12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/ AGM has been uploaded on the website of the Company at [www.thomasscott.org](http://www.thomasscott.org) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  13. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2020-21 is available on the website of the Company at [www.thomasscott.org](http://www.thomasscott.org) ,website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  14. Members are requested to notify immediately about any change in their postal address / E-Mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company’s Registrar and Share Transfer Agent, viz. Kfin Technologies Private Limited having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, Tel.: +91 40 6716 2222, 3321 1000, Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
  15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
  16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
  17. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any Depository Participant.
  18. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
  19. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant.

20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
- A. General instructions for accessing and participating in the 11th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
21. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
22. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
23. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
24. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from Monday, the 27th day of September 2021 at 9.00 A.M. (IST) and will end on Wednesday, the 29th day of September, 2021 at 5.00 P.M. (IST). The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
25. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is Thursday, September 23, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
26. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
28. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company and not more than forty eight (48) hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
30. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. [www.thomasscott.org](http://www.thomasscott.org) and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.
31. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08,

2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

32. **The remote e-voting period begins on September 27, 2021 at 09:00 A.M. and ends on September 29, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23 2021.**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDEAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting

Type of shareholders	Login Method
	<p>your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</p>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period viz. 117874.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Megha at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.tsil@banggroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (to investor.tsil@banggroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

**By Order of the Board of Directors**

**Sd/-  
Rashi Bang  
Company Secretary and compliance Officer**

#### **Registered Office:**

Thomas Scott (India) Limited  
(CIN : L18109MH2010PLC209302)  
50, Kewal Industrial Estate,  
Senapati BapatMarg, Lower Parel (W),  
Mumbai- 400 013, Maharashtra

**Explanatory Statement**

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3, Item No. 4 and Item No. 5 of the accompanying Notice:

**Item No. 2**

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the Annual General Meeting.

<b>Name of Director</b>	Mr. Raghvendra Bang
<b>Date of Birth</b>	19/09/1980
<b>Age</b>	40 Years
<b>Date of First Appointment</b>	30th May 2014
<b>Permanent Account Number (PAN)</b>	AFLPB0933P
<b>Director Identification Number (DIN)</b>	00356811
<b>No. of Shares held in the Company as on 31st March, 2021</b>	689600
<b>Expertise in specific functional area</b>	Marketing & Finance
<b>Qualifications</b>	Commerce Graduate from R A Poddar College, Mumbai University
<b>Remuneration last drawn</b>	N.A.
<b>Remuneration sought to be paid</b>	N.A
<b>Directorships held in other Indian public limited companies as on 31st March 2021</b>	1. Bang Overseas Limited 2. Vedanta Creations Limited
<b>Chairman / Member of the Committee of Board of Directors of the Company as on 31st March, 2021</b>	Thomas Scott (India)Limited: Member of Stakeholders relationship committee
<b>Chairman / Member of Committees of Board of Directors of other Indian public limited Companies as on 31st March, 2021</b>	Bang Overseas Limited Member of Stakeholders relationship committee; Member of Management & Finance committee

<b>Relationship with other directors, Manager and other KMP</b>	N.A.
<b>Number of Board meetings attended during the year 2020-2021</b>	5

**By Order of the Board of Directors**

Sd/-  
**Rashi Bang**  
Company Secretary and compliance Officer

**Registered Office:**

Thomas Scott (India) Limited  
(CIN : L18109MH2010PLC209302)  
50, Kewal Industrial Estate,  
Senapati BapatMarg, Lower Parel (W),  
Mumbai- 400 013, Maharashtra

**Item No. 3**

Thomas Scott India Ltd. is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on 14th August, 2021, for approval of the related party transaction proposed to be entered by the Company for sale, purchase of finished goods/raw materials upto Rs.75 crores per annum for the period of three years commencing from April 1, 2022 upto March 31, 2025 with the Company Bang Overseas Limited.

As the management of the Company has proposed to enhanced limit of the related party transaction to be entered by the Company on the basis of the frequency of the past transactions and the future expectations upto Rs.75 crores per annum.

The above-mentioned sale, purchase transaction would be deemed to be a 'material' related party transaction'. Under Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also covered under the provisions of section 188 of the Companies Act, 2013 and Rule 3(i)(a) of the Companies (Meeting of Board and Its Power ) Rules, 2018.

Accordingly, as per the above-mentioned provisions, all material related party transactions have to be approved by Ordinary resolution of the shareholders and promoter and promoter group shall not participate in the voting process for the approval of this resolution.

## THOMAS SCOTT (INDIA) LIMITED

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2015 are as under:

<b>Name of the Related Party</b>	M/s. Bang Overseas Ltd.
<b>Name of the Director/KMP who is related</b>	Mr. Brijgopal Bang, Managing Director, is a common director and promoters carry shareholding interest.
<b>Nature of Relationship</b>	Enterprise owned or significantly influenced by key management personnel or their relatives
<b>Monetary Value</b>	Rs.75 crores per annum
<b>Whether the transactions have been approved by Audit Committee and the Board of Directors</b>	Yes
<b>Nature, Material terms and particulars of arrangement.</b>	Purchase of raw material/finished goods by the Company from and the sale of Company's product(s) to this company are dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by this company. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 5 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members are further informed that promoters of the company being a related party or having interest in the resolution as set out at item No. 5 shall not be entitled to vote on this ordinary resolution.

#### Item 4 :

Your Board at its meeting held on September 4, 2021 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five Crores only) to Rs. 10,00,00,000 (Rupees Ten Crores only).

The Proposed resolution under this item No. 4 seeks to obtain Members' approval to alter Capital Clause as mentioned in the Memorandum of Association of the Company. Pursuant to section 61 of the Companies Act, 2013, if authorized Share Capital of the Company is to be increased, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 4.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company up to the date of this Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Ordinary Resolution except to the extent of their shareholding.

#### Item No. 5

The Board of Directors of the Company at its meeting held on September 4, 2021, approved inter alia issue upto 54,25,000 (Fifty Four Lakhs Twenty Five Thousand) Warrants convertible into equivalent number of Equity Shares of the Company to the promoter and promoter group and other than promoter group by way of a preferential issue. Board has consented to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI (ICDR) Regulations').

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI (LODR) Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group will change as per details given herein after.

## THOMAS SCOTT (INDIA) LIMITED

Sr. No.	Particulars	Explanation
1.	The objects of the issue	The proposed preferential allotment of Equity Shares is to meet working capital requirement, Expansion of existing capacity, General corporate purpose and Repayment of unsecured loan.
2	Maximum number of warrants to be issued	54,25,000 (Fifty Four lakhs Twenty Five Thousand) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.
3.	Basis on which the price has been arrived at along with report of the registered valuer	<p>The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the Floor price in accordance with the SEBI ICDR Regulations.</p> <ol style="list-style-type: none"> <li>1. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date; or</li> <li>2. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date.</li> </ol>
4.	Relevant date with reference to which the price has been arrived at	In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the Floor Price for the preferential issue of the Warrants is Tuesday, August 31, 2021 ("Relevant Date") being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of the Warrants.
5.	The class or classes of persons to whom the allotment is proposed to be made;	The Allotment is proposed to be made to promoter and promoter group and other than promoter and promoter group.
6.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue.
7.	The proposed time within which the allotment shall be completed	In terms of the SEBI ICDR Regulations, the proposed preferential issue of warrants shall be completed within a period of 15 days from the date of passing of the Special Resolutions contained in this Notice. Provided that where the allotment on preferential basis is subject to receipt of any approval from any regulatory authority like Stock Exchanges or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.
8.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Attached in Annexure A
9.	The change in control, if any, in the company that would occur consequent to the preferential offer	There will not be any change in control but there will be change in shareholding pattern.
10.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
11.	The pre issue and post issue shareholding pattern of the company	Attached in Annexure B

## THOMAS SCOTT (INDIA) LIMITED

Sr. No.	Particulars	Explanation
12.	Lock-In Period	Equity Shares arising from the exercise of the Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
13.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue	The proposed issue is made to the allottees who are natural persons and all have actual ultimate beneficial ownership.
14	Requirements as to re-computation of price:	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of ICDR Regulations.
15.	Auditor's Certificate	Statutory Auditors of the Company, M/s. Bhattar & Company, Chartered Accountants have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting

The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

The Board is authorized to accept any modifications in the name of the proposed allottees/size of the issue as may be required by the Company and Stock Exchanges as may be required to execute this resolution.

None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the VI of the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

Mr. Brijgopal Bang , promoter and Managing Director of the Company and he is the father of Mr. Vedant Bang ((belonging to Promoter/Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

Ms. Akshita Bang belongs to Promoter/Promoter Group of the company is concerned or interested in the above resolution.

None of the other Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 5 in the accompanying notice for your approval.

## THOMAS SCOTT (INDIA) LIMITED

### Annexure A

Identity	Pre Preferential Shareholding		No of Convertible warrants to be issued	Post Preferential shareholding (Assuming full conversion of warrants)	
	No. of Shares	%		No of Warrants	No of shares
<b>Proposed Allottees</b>					
<b>A. Promoter and Promoter Group</b>					
Mr.Brijgopal Bang	10,56,900	31.18	22,50,000	33,06,900	37.51
Ms.Akshita Bang	0	0	4,00,000	4,00,000	4.54
Mr.Vedant Bang	0	0	5,00,000	5,00,000	5.67
<b>B. Other than Promoter and Promoter Group</b>					
Mr. Boob Anirudh	0	0	1,75,000	1,75,000	1.98
Mr. Bharat Boob	196	0.01	1,75,000	1,75,196	1.99
Mrs. Boob Latha	175	0.01	1,75,000	1,75,175	1.99
Mr. Paruchuru Lalitha Kumar	0	0	50,000	50,000	0.57
Mr.Paruchuru Satish Kumar	0	0	50,000	50,000	0.57
Mr. Radheshyam Rathi	0	0	6,00,000	6,00,000	6.81
Mr. Hitesh Kukreja	0	0	3,00,000	3,00,000	3.40
Mr.Arun Kumar Singh	0	0	3,00,000	3,00,000	3.40
Mrs. Kiran Sarda	0	0	2,00,000	2,00,000	2.27
Mr. Krunal Ketan Shah	0	0	50,000	50,000	0.57
Mr. Jaydas Dighe	1	0	50,000	50,000	0.57
Mr. Brijpaldas Maheshwari	0	0	50,000	50,000	0.57
Ms.Seemakshi Sharma	0	0	1,00,000	1,00,000	1.13

**By Order of the Board of Directors**

Sd/-  
Rashi Bang  
Company Secretary and compliance Officer

# THOMAS SCOTT (INDIA) LIMITED

## Annexure B

### Shareholding pattern of the Company before and after the preferential issue

	Category	Pre-shareholding		Post-shareholding( Assuming Conversion of all warrants)	
		No. of shares	% of Share holding	No. of shares	% of Share holding
<b>A.</b>	<b>Promoter /Promoter Group</b>	<b>23,06,195</b>	<b>68.03</b>	<b>54,56,195</b>	<b>61.90</b>
<b>B.</b>	<b>Non-Promoter Holding</b>				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutions				
a.	Individuals	797310	23.52	3072310	34.85
b.	Body Corporate	271405	8.00	271405	3.08
c.	Any other	15090	0.45	15090	0.17
	<b>Total Non-Promoter Holding</b>	<b>1083805</b>	<b>31.97</b>	<b>3358805</b>	<b>38.10</b>
	<b>Total</b>	<b>33,90,000</b>	<b>100</b>	<b>88,15,000</b>	<b>100</b>

By Order of the Board of Directors

Sd/-  
Rashi Bang  
Company Secretary and compliance Officer

#### Registered Office:

Thomas Scott (India) Limited  
(CIN : L18109MH2010PLC209302)  
50, Kewal Industrial Estate,  
Senapati BapatMarg, Lower Parel (W),  
Mumbai- 400 013, Maharashtra