

## 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 **NINTH ANNUAL GENERAL MEETING** of the Members of Thomas Scott (India) Limited will be held on Monday, September 30, 2019 at 11.00 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai-400 002 to transact the following business.

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Raghvendra Bang (DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To re-appoint Mr. Subrata Kumar Dey (DIN: 03533584) as an Independent Non-Executive Director 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 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended Mr. Subrata Kumar Dey (DIN: 03533584) who was appointed as an Independent Director of the Company for holding office up to conclusion of the AGM to be held in the calendar year 2019 and being eligible, and in respect of whom the Company has received notices in writing under section 160 of the Act from the members, proposing his reappointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years from the conclusion of this AGM till the conclusion of AGM to be held in the calendar year 2024 and that such term be continued notwithstanding that he shall cross the age of 75 years during such tenure.”

4. To Approve Revision in Remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director and in this regard, pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval

of the Board and pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to increase the remuneration of Mr. Brijgopal Bang, Chairman & Managing Director of the Company upto Maximum Rs. 24,00,000/- per annum (Inclusive of salary and perquisites) which shall not exceed the limit specified under section 197 read with schedule V of the Companies Act, 2013, with effect from 1st October, 2018 on the terms and conditions as set out as under:

Past Remuneration :	Rs. 1,80,000/- per month (upto Maximum Rs. 15 lacs p.a.)
Remuneration sought to be paid :	Upto Maximum Rs. 24,00,000/- per annum (Basic Salary and annual increase therein to be decided by the Board of Directors within the above ceiling)
Special Allowance :	As may be decided by the Board from time to time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.
Provident Fund, Superannuation Fund, Gratuity, Earned Leave	As per the Rules and Regulations of the Company
Leave Travel Concession :	For Self & Family, subject to maximum of once in a year, in India.
Reimbursement of Expenses :	He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	N. A.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts deeds and thing to give effect to the above resolution and file the requisite forms with Registrar of Companies, Mumbai”.

5. To re-appoint and revise the remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director and in this regard, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination and Remuneration committee and approval of the Board, the approval of the members be and is hereby accorded to re-appoint Mr. Brijgopal Bang (DIN: 00112203) as Managing Director, for a further period of 3 (three) years from the expiry of his present term of office, that is, with effect from December 01, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Brijgopal Bang, Managing Director with effect from December 01, 2019 shall be as under:

- I. Period of Remuneration: December 01, 2019 to November 30, 2022.
- II. Remuneration: The Basic Salary shall be in the range of Rs.1,00,000/- to Rs.2,00,000/- per month, with the annual increment as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Brijgopal Bang, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Brijgopal Bang within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Brijgopal Bang without any further reference to the Company in the General Meeting.;

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

**By Order of the Board of Directors**

**Sd/-  
Rashi Bang  
Company Secretary**

**Place: Mumbai**

**Date: August 14, 2019**

**NOTES:**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No. 3, 4 & 5 is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment/re-appointment as Director is also annexed.
3. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**  
**The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this

- Notice to the members, separately.
5. Brief details of the Directors appointed/re-appointed including Age, qualifications, experience, terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, date of first appointment on the board, shareholding in the company, Relationship with the other directors, manager and other key Managerial Personnel of the Company, the number of meetings of the board attended during the year and other directorships, Membership/Chairmanship of other Board, are forming part of this notice.
  6. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive).
  7. Those shareholders who have not dematerialised their shares are advised to dematerialise their shareholding, to avoid inconvenience in future.
  8. Members holding shares in dematerialised form are required to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
  9. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least seven days before the date of the meeting in order to enable the Company to compile the information and provide replies at the meeting, if the Chairman permits such information to be furnished.
  10. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
  11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  12. Members may also note that the Annual Report for FY 2018-19 will also be available on the Company's website [www.thomasscott.org](http://www.thomasscott.org) for their download.
  13. Members are requested to:
    - a. Intimate changes, if any, in their registered addresses to the Company or the Registrar at an early date.
    - b. Quote folio numbers/DP ID & Client ID in all their correspondence.
    - c. Bring their copy of the Annual Report to the Annual General Meeting.
    - d. Bring the Attendance slip sent herewith, duly filled in, for attending the meeting (Mandatory).
  14. 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 Company / Karvy.
  15. Non-Resident Indian Members are requested to inform Karvy, immediately of:
    - (a) Change in their residential status on return to India for permanent settlement.
    - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  16. A Body Corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
  17. Members can address their queries to the Company at [investor.tsil@bangroup.com](mailto:investor.tsil@bangroup.com)
  18. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
  19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  21. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

## 22. Voting through electronic means:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Karvy Fintech Private Limited (Karvy).

The facility for voting shall be made available at the AGM and the Members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through remote e-voting is optional for shareholders.

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 cut-off date of Monday, September 23, 2019 shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company [www.thomasscott.org](http://www.thomasscott.org) and on the website of Karvy.

The members who cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, September 27, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m. During this period members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Monday, September 23, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 23, 2019, i.e. the date prior to commencement of the book closure date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the despatch of the Annual Report and holding shares as on the cut-off date

i.e Monday, September 23, 2019 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

Members who are already registered with Karvy for remote e-voting can use their existing User ID and password for casting their vote. In case they don't remember their password, they can reset their password by using "Forgot User Details/Password" option available on <https://evoting.karvy.com>

The Company has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

Members are requested to follow the instructions below to cast their vote through e-voting:

- A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):
  - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - (ii) Enter the login credentials (i.e. User ID and Password which are mentioned in the email). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering these details appropriately, Click on "LOGIN".
  - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Thomas Scott (India) Limited.

- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
  - (xi) 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@khacs.com or hiteshkotharics@gmail.com ,with a copy marked to evoting@karvy.com.
  - (xii) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy’s website <https://evoting.karvy.com>.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depository Participants or requesting physical copy):
1. User ID and initial password are provided at the bottom of the Attendance Slip in the following format: User ID Password - -
  2. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above in (A), to cast your vote.

Based on the report received from the Scrutiniser the Company will submit within 48 hours of the conclusion of the Meeting to the Stock Exchanges details of the

voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member has cast his vote by remote e-voting then he will not be eligible to vote at the Meeting.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared alongwith the Scrutinizer’s report, will be posted on the website of the Company [www.thomasscott.org](http://www.thomasscott.org) and on the website of Karvy at <https://evoting.karvy.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges where the shares of the Company are Listed.

**23. Route map giving directions to the venue of the meeting is annexed to the Notice.**

**By Order of the Board of Directors**

**Sd/-  
Rashi Bang  
Company Secretary**

**Registered Office:**

Thomas Scott (India) Limited  
(CIN : L18109MH2010PLC209302)  
50, Kewal Industrial Estate,  
SenapatiBapat Marg, 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, 4 & 5 of the accompanying Notice:

### Item No. 3

Mr. Subrata Kumar Dey (DIN: 03533584), aged 68 years (date of birth 25/08/1951) is a BA (Hons) and has done MA in economics. He is on the Board of the Company since 14th February, 2013. He has experience of more than 35 years predominantly in areas of Corporate Banking especially for Large, Mid-Corporate. He is presently a Non-Executive Independent Director on the Board of Directors of the Company. He is a Chairman of Nomination & Remuneration Committee and Audit Committee of the Board.

Mr. Subrata Kumar Dey was appointed as Independent Director of the Company by the shareholders of the Company at their 22nd Annual General Meeting (AGM) held on 29th September, 2014 for a period of five consecutive years. Accordingly, the first term of their appointment is expiring at the conclusion of this AGM. After due performance evaluation of Mr. Subrata Kumar Dey carried out based on the criteria of evaluation framed, and recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 14th August, 2019 have approved their re-appointments as Independent Directors of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years viz. from the conclusion of this AGM till the conclusion of the AGM to be held in calendar year 2024 subject to the approval of the shareholders.

The Company has received declaration and confirmation from the directors inter alia confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013, Rules made there under and SEBI (LODR) Regulations, 2015 as amended and that he does not suffer from any disqualification for re-appointment as Independent Director and consented for his re-appointment.

In the opinion of the Board of Directors of the Company, Mr. Subrata Kumar Dey fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder read with the provisions of SEBI (LODR) Regulations, 2015 for re-appointment as Independent Director of the Company. Further, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended, he will not be liable to retire by rotation. The Company has also received notice under section 160 of the Act from the members of the Company proposing his candidature for the re-appointment as Independent Directors of the Company. Mr. Subrata Kumar Dey is Independent of the Company's Management & Promoters. Having regard to his

qualifications, knowledge and experience, his re-appointment as Independent Directors of the Company, in the opinion of the Board of Directors, will be in the interest of the Company.

Mr. Subrata Kumar Dey holds zero equity shares of the Company of Rs. 10/- each.

The Board recommends passing of the special resolution for his reappointment as Independent Director of the Company.

The draft letter of re-appointment proposed to be issued to Mr. Subrata Kumar Dey as Independent Director of the Company, setting out the terms and conditions of appointment would be available for inspection without any fee by the members at the Registered Office of the Company, during normal business hours on any working day (Monday to Friday).

None of the Directors, key managerial personnel and/or their relatives are concerned or interested in the Resolution except Mr. Subrata Kumar Dey and his relative/s.

### Item No. 4

Mr. Brijgopal Bang was re-appointed as Managing Director of the Company with the remuneration of upto Rs. 15 Lacs p.a. with effect from December 01, 2016 for a period of 3 years at the 7th Annual General Meeting of the shareholders held on September 29, 2017. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and remuneration Committee, at its meeting held on November 14, 2018 revised remuneration of Mr. Brijgopal Bang from Maximum upto 15 Lacs per annum to Maximum upto 24 Lacs per annum subject to approval/consent of the members in the ensuing Annual General Meeting.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

It is proposed to seek members' ratification to this decision of the Board. Accordingly the Board of Directors recommend the passing of the resolution under the item nos. 4 as Special Resolution. Except Mr. Brijgopal Bang, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**Item No. 5:**

Mr. Brijgopal Bang was re-appointed as Managing Director of the Company with the remuneration of upto Rs. 15 Lacs p.a. with effect from December 01, 2016 for a period of 3 years at the 7th Annual General Meeting of the shareholders held on September 29, 2017 and again the Board of Directors of the Company (“the Board”) on the recommendation of the Nomination and remuneration Committee, at its meeting held on November 14, 2018 revised remuneration of Mr. Brijgopal Bang from Maximum upto 15 Lacs per annum to Maximum upto 24 Lacs per annum.

Further, The Board of Directors of the Company at its meeting held on August 14, 2019 has, subject to approval of members, reappointed Mr. Brijgopal Bang (DIN: 00112203) as Managing Director, for a further period of 3 (three) years from the expiry of his present term, that is, with effect from December 01, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Brijgopal Bang as Managing Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of reappointment of and remuneration payable to Mr. Brijgopal Bang are as under:

**I Period of Appointment: December 01, 2019 to November 30, 2022.****II Remuneration****(A) Salary**

The Basic Salary shall be in the range of Rs.1,00,000/- to Rs.2,00,000/- per month, with the annual increment as may be decided by the Board from time to time..

**(B) Perquisites:**

- Special Allowance: As may be decided by the Board from time to time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.
- Provident Fund, Superannuation Fund, Gratuity, Earned Leave: As per the Rules and Regulations of the Company
- Leave Travel Concession :For Self & Family, subject to maximum of once in a year, in India
- Reimbursement of Expenses :He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

**III. Overall Remuneration**

The aggregate of salary and perquisites as specified above or paid additionally, in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Managing Director from time-to-time shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

None of the Directors, key managerial personnel and/or their relatives are concerned or interested in the Resolution except Mr. Brijgopal Bang and his relative/s.

The Board recommends passing of the special resolution for his reappointment and revision in remuneration as Managing Director of the Company.

# THOMAS SCOTT (INDIA) LIMITED

## Annexure – for Item No. 4& 5 of the Notice

(Information / Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder):

<b>I. General Information</b>				
1)	Nature of Industry :	Trading of Textiles & fabrics Manufacturing of Garments		
2)	Date or expected date of commencement of commercial production :	Commercial operations commenced in the year 2010.		
3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	N. A.		
4)	Financial performance based on given indicators :	As per audited financial results for the year (Amt in lacs)		
		<b>2016-17</b>	<b>2017-18</b>	<b>2018-19</b>
	Paid up Capital	339.00	339.00	339.00
	Reserves & Surplus	406.32	387.71	266.37
	Revenue from Operations (Net)	1740.17	2045.61	2161.77
	Total Revenue from Operations (Net)	1740.17	2045.61	2161.77
	Other Income	4.44	1.88	0.06
	Total Revenue	1744.62	2047.49	2161.83
	Total Expenses	1689.64	2107.31	2277.41
	Profit before Taxation	54.98	-59.82	-115.58
	Tax Expenses/ (Income) including Deferred Tax	0.00	14.57	6.08
	Profit after tax	54.98	-74.39	-121.66
5)	Foreign investments or collaborators, if any :	N.A.		
<b>II. Information about the Appointee :</b>				
1)	Name :	Mr. Brijgopal Bang		
2)	Age :	52 years		
3)	Qualification :	B.Com & Master of Management Studies (MMS)		
4)	Experience :	Mr. Brijgopal Bang is Commerce Graduate and also completed Master of Management Studies (MMS) from Bombay University in the year 1992. He is the promoter and Managing Director of the Company. He has been actively involved in the business of the Company since incorporation.		
5)	Other directorship as on date: Name of the Company Bang Overseas Limited Vedanta Creations Limited Artis Fintec Pvt Ltd	Position Held Managing Director Chairman & Director Director		
6)	Effective date of appointment:	1st December, 2019		
7)	Term of appointment:	3 years		
8)	Past Remuneration:	Rs. 19,50,000/-		
9)	Remuneration sought to be paid :	UptoRs. 24,00,000/- p.a. (Basic Salary and annual increase therein to be decided by the Board of Directors within the above ceiling)		
10)	Special Allowance:	As may be decided by the Board from time to time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.		
11)	Provident Fund, Superannuation Fund, Gratuity, Earned Leave:	As per the Rules and Regulations of the Company.		



## THOMAS SCOTT (INDIA) LIMITED

12)	Leave Travel Concession:	For Self & Family, subject to maximum of once in a year, in India.
13)	Reimbursement of Expenses :	He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
14)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	N. A.
<b>III. Other Information :</b>		
1)	Reasons of loss or inadequate profits:	Low volume in Business and therefore fixed cost could not be consumed. Company's finance cost has also increased and profit margin has gone low. More particularly described in Management Discussion & Analysis report which forms part of Annual Report.
2)	Steps taken or proposed to be taken for Improvement:	The Company has undertaken various initiatives to reduce its high cost debts and thereby reducing the overall finance cost contributing to improve its profitability. Further, Company has started its pilot project establishing Garments Workshop in Solapur which shall further increase turnover and help the company grow further.
3)	Expected increase in productivity and profits in measurable terms:	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
<b>IV. Disclosures:</b>		
The remuneration package proposed to be given to Mr. Brijgopal Bang is as per the details given in the resolution & explanatory statement. The annexure B in Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings with a notice period of one month by either side.		

**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.**

Name of the Director & Brief Resume/educational Qualification & Nature of Expertise in Specific functional area	DOB, Term & Effective date of appointment,	Disclosure of relationship with other Directors, Managers, and Key Managerial Personnel	Names of the Entities in which the person holds the directorship and Membership of the Committees of the Board.	Shareholding of Director in the Company	No. of Board Meetings held and attended by Director during 2018-19	Details of Remuneration
<p><b>Mr. Raghendra Bang</b> (DIN: 00356811) (PAN: AFLPB0933P)</p> <p>He is Commerce Graduate from R A Poddar College, Mumbai University</p> <p>He has a wide experience of over 13 years in Marketing &amp; Finance.</p>	<p>Date of Birth: 19/09/1980</p> <p>Term of Appointment: N.A.</p> <p>Effective date of appointment: 29/09/2014</p>	N.A.	<p>Director (Non-Executive, Non-Independent) in:</p> <p>a) Bang Overseas Ltd b) Thomas Scott (India) limited</p> <p>Membership of Committees of the Board of:</p> <p>Bang Overseas Ltd <input type="checkbox"/> Member of Stakeholders Relationship Committee</p> <p>Thomas Scott (India) Ltd <input type="checkbox"/> Member of Stakeholders Relationship Committee</p>	9900 Equity shares of Rs. 10/- each	All 4 meetings attended	<p>Last drawn: NIL</p> <p>Sought to be paid: N.A.</p>

## THOMAS SCOTT (INDIA) LIMITED

<p><b>Mr. Subrata Kumar Dey.</b> (DIN: 03533584) (PAN:AFTPD0266P)</p> <p>He is BA (Hons.) and has done MA in Economics. He has experience of over 35 years in areas of Corporate Banking. He has served as Director in listed NBFC as advisor in role of Debt Syndication, Structuring-Restructuring, Finance options etc.</p>	<p>Date of Birth: 25/08/1951</p> <p>Term of Appointment: 5 years</p> <p>Effective date of appointment: 30.09.2019</p>	<p>N.A.</p>	<p>Director (Non-Executive, Independent) in:</p> <p>a) Bang Overseas Ltd b) Thomas Scott (India) limited c) Excel Realty N Infra Ltd.</p> <p>Membership of Committees of the Board of:</p> <p>Bang Overseas Ltd</p> <ul style="list-style-type: none"> <li>➤ Chairman of Audit Committee</li> <li>➤ Chairman of Nomination &amp; Remuneration Committee</li> </ul> <p>Thomas Scott (India) Ltd</p> <ul style="list-style-type: none"> <li>➤ Chairman of Audit Committee</li> <li>➤ Chairman of Nomination &amp; Remuneration Committee</li> </ul> <p>Excel Realty N Infra Ltd</p> <ul style="list-style-type: none"> <li>➤ Member of Audit Committee</li> <li>➤ Member of Nomination &amp; Remuneration Committee</li> <li>➤ Member of Stakeholders Relationship Committee</li> </ul>	<p>Nil</p>	<p>All 4 meetings attended</p>	<p>Last drawn: N.A.</p> <p>Sought to be paid: N.A.</p>
<p><b>Mr. Brijgopal Bang</b> (DIN: 00112203) (PAN: AJSPB2163L)</p> <p>He has completed his MMS (Master of Management Studies) and is a commerce graduate from Mumbai University.</p> <p>He has been actively participated in the growth of Company and he possesses vast experience and key skills in areas of Strategic Planning, Business Development, Management and Administration.</p>	<p>Date of Birth: 26/07/1967</p> <p>Term of Appointment: 3 years</p> <p>Effective date of appointment: 01/12/2019</p>	<p>N.A.</p>	<p>Director (Non-Executive, Non-Independent)in:</p> <p>a) Bang Overseas Ltd b) Thomas Scott (India) limited</p> <p>Membership of Committees of the Board of:</p> <p>Bang Overseas Ltd</p> <ul style="list-style-type: none"> <li>➤ Member of Stakeholders Relationship Committee</li> </ul> <p>Thomas Scott (India) Ltd</p> <ul style="list-style-type: none"> <li>➤ Member of Stakeholders Relationship Committee</li> </ul>	<p>380250Equity shares of Rs. 10/- each</p>	<p>All 4 meetings attended</p>	<p>Last drawn: Rs.19.50Lacs</p> <p>Sought to be paid: Upto Rs. 24Lacs per annum</p>

**By Order of the Board of Directors**

Sd/-

**Rashi Bang**  
Company Secretary

**Registered Office:**

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

# THOMAS SCOTT (INDIA) LIMITED

## ATTENDANCE SLIP

### THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

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

Folio No.: \_\_\_\_\_ No. of shares held: \_\_\_\_\_

DPID & Client IDNo.: \_\_\_\_\_

I hereby record my presence at the NINTH ANNUAL GENERAL MEETING of the Company, Monday, September 30, 2019, at 11:00 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai 400 002.

\_\_\_\_\_  
Name of the Member / Proxy

\_\_\_\_\_  
Member's/Proxy's Signature

**NOTE: Member/joint member/proxies are requested to bring this slip with them and hand it over at the entrance. Duplicate slips will not be issued at the entrance of the venue**

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

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

Name of the Member(s):	
Registered address:	
Folio No./Client Id:	DP ID:
E-mail Id:	

I/We, being the member(s) of .....shares of the above named Company, hereby appoint:

1	Name:	Address:
	Email Id:	Signature:
or failing him/her		
2	Name:	Address:
	Email Id:	Signature:
or failing him/her		
3	Name:	Address:
	Email Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11.00 a.m. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

## THOMAS SCOTT (INDIA) LIMITED

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of Board of Directors & Auditors thereon.		
2	To appoint a Director in place of Mr. Raghvendra Bang ( DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
3	To re-appoint Mr. Subrata Kumar Dey (DIN: 03533584) as an Independent Non-Executive Director		
4	To Approve Revision in Remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director		
5	To re-appoint and revise the remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing Director		

Signed this.....day of....., 2019

\_\_\_\_\_  
Signature of Shareholder



\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
- \*3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. All alterations made in the Form of Proxy should be initialed.
5. The form should be signed across the stamp.
6. Members holding shares under more than one folio may use photocopy of this Form for other folios. The Company shall provide additional forms on request.

Route Map to AGM Venue



AGM Venue : Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai - 400 002.

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