

**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 **EIGHTH ANNUAL GENERAL MEETING** of the Members of Thomas Scott (India) Limited will be held on Friday, September 28, 2018 at 10.30 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, 2018 and the Reports of Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the appointment of M/s. Bhattar & Co., Chartered Accountants (Registration No. 131092W), as Statutory Auditors of the Company which was approved by ordinary resolution passed at the 7th Annual General Meeting of the Company, to hold office from the conclusion of the 7th Annual General Meeting until the conclusion of the 12th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 8th Annual General Meeting until the conclusion of the 12th Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the company.”

**SPECIAL BUSINESS:**

4. To appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Anuradha Paraskar (DIN: 02331564), who was appointed as an Additional Director in the meeting of Board of Directors of the Company held on February 14, 2018 pursuant to Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting has submitted declarations that she is eligible for appointment and that she meets the criteria of independence as provided in Section 149(6) of the Act and that she has given a notice in writing under

Section 160 of the Act to the Company, proposing herself as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years w.e.f. 28th September 2018 to 27th September 2023.”

5. 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.	35.00 crore per year	From April 01, 2019 upto March 31, 2022

**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.”

**By Order of the Board of Directors**

Sd/-  
**Rashi Bang**  
Company Secretary

Place: Mumbai  
Date: August 13, 2018

## 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. 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 under Item No. 4 of the Notice 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 22, 2018 to September 28, 2018 (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 2017-18 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@banggroup.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:

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 21, 2018, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on Tuesday, September 25, 2018 and will end at 5.00 p.m. on Thursday, September 27, 2018. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through polling paper.

The Company has appointed M/S. Kothari H. & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

**Procedure for remote e-voting:**

I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- a) In case of Members receiving an e-mail from Karvy:
  - (i) Launch an internet browser and open <https://evoting.karvy.com>

- (ii) Enter the login credentials (i.e. User ID and password) which is sent in a separate sheet along with this notice. The Event No.+ Folio No. or 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 the above details Click on - Login.
- (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to 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. You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting Event
- (vi) Select the EVENT of Thomas Scott (India) Limited and click on - Submit
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [hiteshkotharics@yahoo.co.in](mailto:hiteshkotharics@yahoo.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

## THOMAS SCOTT (INDIA) LIMITED

- (i) User ID and initial password- These will be sent separately along with this notice
- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, September 21, 2018. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Tuesday (day) September 25, 2018 and will end at 5.00 p.m. on Thursday (day), September 27, 2018. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28, 2018.
- XI. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.thomasscott.org](http://www.thomasscott.org) within three days of conclusion of 8th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- By Order of the Board of Directors**
- Sd/-**  
**Rashi Bang**  
**Company Secretary**
- Registered Office:**  
Thomas Scott (India) Limited  
(CIN : L18109MH2010PLC209302)  
50, Kewal Industrial Estate,  
Senapati Bapat Marg, Lower Parel (W),  
Mumbai- 400 013, Maharashtra
- Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567

**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. 4 & 5 of the accompanying Notice:

**Item No. 4**

In accordance with Article 115 of the Articles of Association of your Company, Mrs. Anuradha Paraskar, aged 50 years, was appointed as an Additional Director on the Board of Thomas Scott (India) Limited on February 14, 2018. In terms of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director.

It is Proposed to appoint Mrs. Anuradha Paraskar as an Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules and as per provisions of the SEBI (LODR) Regulations, 2015, for 5 (five) consecutive years commencing from 28th September, 2018.

Mrs. Anuradha Paraskar is not Disqualified from being appointed as director in terms of sections 164 of the act and has given her consent to act as director.

The Company has also received declarations from Mrs. Anuradha Paraskar that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mrs. Anuradha Paraskar fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015 and she is independent of management.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Further additional information required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 in respect of and Mrs. Anuradha Paraskar is provided in the Annexure to this Notice and also forms part of the Statement.

Except Mrs. Anuradha Paraskar herself and her relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

**Item No. 5**

Bang Overseas 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 13th August, 2018, for approval of the related party transaction proposed to be entered by the Company for sale, purchase of finished goods/raw materials upto Rs. 35/- Crore for the period of three years commencing from April 1, 2019 upto March 31, 2022 with the Company Bang Overseas Limited, subject to approval of the shareholders at this Annual General Meeting.

Thomas Scott (India) Limited so far done sale, purchase of raw materials/finished goods of Rs. 15.60/- Crore for which the Board has taken approval from the members by special resolution in the 6th Annual General Meeting of the Company for a period upto March 31, 2019.

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. 35/- Crore which exceeds 10% of the Company's turnover for the last financial year ended 31st March, 2018.

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.

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:

## THOMAS SCOTT (INDIA) LIMITED

Name of the Related Party	M/s. Bang Overseas Ltd.
Name of the Director/KMP who is related	Mr. Brijgopal Bang, Managing Director, is a common director and promoters carry shareholding interest.
Nature of Relationship	Enterprise owned or significantly influenced by key management personnel or their relatives
Monetary Value	Rs. 35/- Crore
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	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.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

**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 Director	Mr. Raghvendra Bang	Mrs. Anuradha Paraskar
Date of Birth	19/09/1980	03/08/1968
Age	37 Years	50 Years
Effective Date of Appointment	1ST April, 2016.	28th September, 2018
Term of Appointment	3 years	5 years
Permanent Account Number (PAN)	AFLPB0933P	ADHPP3389F
Director Identification Number (DIN)	00356811	02331564
No. of Shares held in the Company as on 31st March, 2018	689600	NIL
Expertise in specific functional area	Marketing & Finance	Marketing and communication as well as Sales and Business development
Qualifications	Commerce Graduate from R A Poddar College, Mumbai University	MBA from Mumbai University, Executive Education program from Harvard Business School on Customer centricity for profitable business growth.
Remuneration last drawn	N.A.	N.A
Remuneration sought to be paid	N.A	N.A
Directorships held in other Indian public limited companies as on 31st March 2018	1. Bang Overseas Limited 2. Vedanta Creations Limited	Bang Overseas Limited
Chairman / Member of the Committee of Board of Directors of the Company as on 31st March, 2018	Thomas Scott (India)Limited: Member of Stakeholders relationship committee	Thomas Scott (India) Limited: Chairman of Stakeholders relationship committee; Member of Nomination & remuneration Committee

## THOMAS SCOTT (INDIA) LIMITED

Chairman / Member of Committees of Board of Directors of other Indian public limited Companies as on 31st March, 2018	Bang Overseas Limited Member of Stakeholders relationship committee; Member of Management & Finance committee	Bang Overseas Limited Chairman of Stakeholders relationship committee; Member of Nomination & remuneration Committee; Member of Corporate Social Responsibility Committee
Relationship with other directors, Manager and other KMP	N.A.	N.A.
Number of Board meetings attended during the year 2017-18	1	N.A.

By Order of the Board of Directors

Sd/-  
Rashi Bang  
Company Secretary

**Registered Office:**

**Thomas Scott (India) Limited**

(CIN : L18109MH2010PLC209302)

50, Kewal Industrial Estate,

Senapati Bapat Marg, Lower Parel (W),

Mumbai- 400 013, Maharashtra

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# 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 ID No.: \_\_\_\_\_

I hereby record my presence at the EIGHTH ANNUAL GENERAL MEETING of the Company, Friday, September 28, 2018, at 10:30 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 8th Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 10.30 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:

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

<b>Resolution No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
	<b>Ordinary Business</b>		
1	To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of Board of Directors & Auditors thereon.		
2	To appoint a Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of M/s. Bhatler & Company, Chartered Accountants (Firm Registration No. 131092W) as the Statutory Auditors of the Company and fix their remuneration.		
	<b>Special Business</b>		
4	To Appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an independent Director of the Company.		
5	To approve related party transactions for the period upto March 31, 2022.		

Signed this.....day of....., 2018

\_\_\_\_\_  
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.

