



Date: May 27, 2026

To, The General Manager, Department of Corporate Services, BSE Ltd. P.J. Towers, Dalal Street, Fort, Mumbai- 400 001	To, The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
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Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant circular(s) issued by SEBI/Stock Exchanges from time to time, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2026, issued by Mrs. Sonam Jain, Practicing Company Secretary.

This is for your information and records.

Thanking You,

Yours faithfully,

For Thomas Scott (India) Limited

Rashi Bang

Company Secretary and Compliance Officer

Membership No. A25526

Encl: As stated above



ANNUAL SECRETARIAL COMPLIANCE REPORT OF THOMAS SCOTT (INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2026

To,
The Board of Directors

THOMAS SCOTT (INDIA) LIMITED

I, Sonam Jain, Practicing Company Secretary have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **THOMAS SCOTT (INDIA) LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 50, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W) Mumbai -400013. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Sonam Jain, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me, and explanation provided by **Thomas Scott (India) Limited**.
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2026 in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments made thereunder;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(Not Applicable for the Review Period)***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***(Not Applicable for the Review Period)***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not Applicable for the Review Period)***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***(Not Applicable for the Review Period)***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder; and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	Company is not having any subsidiary during the audit period

6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the audit committee.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p> <p>The action taken against the listed entity / its promoters / directors/ subsidiaries/ either by SEBI or by stock Exchanges are specified in the last column.</p>	Yes	
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no change in the Auditors of the Company
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	The Company has not complied with the regulation 31 (2) of SEBI (Listing Obligation and disclosure Requirement) Regulations, 2015 regarding 100% promoters shareholding should be in demat.

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	31 (2) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015	Non - compliance of regulation 31 (2) of SEBI LODR	NA	NA	100% Promoter shareholding not in Demat Form	NA	31,050 Shares held by promoter group are in physical form not in demat as required under regulation 31 (2) of SEBI (LODR) Regulations, 2015	The management is taking necessary efforts to maintain 100% of shareholding of promoter(s) and promoter group in dematerialized form	
2	Securities and Exchange Board of India (Listing Obligations and	23 (9) of SEBI Listing Obligations and Disclosure	Non - compliance of regulation 23 (9) of SEBI LODR	NA	NA	Delayed submission of Disclosure of related party	10,000	Delayed submission of Disclosure of related party transaction	Fine paid for Delayed submission	Fine paid for Delayed submission

	Disclosure Requirements) Regulations, 2015	Requirements) Regulations, 2015				transactions, on the date of publication of standalone and consolidated financial results.		s, on the date of publication of standalone and consolidated financial results.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations /circulars /guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	31,050 Shares held by promoter group are in physical form not in demat as required under regulation 31 (2) of SEBI (LODR) Regulations, 2015	31 st March, 2024, 2023,2022, 2021....	31 (2) of SEBI (LODR) Regulations, 2015	100% Promoter shareholding not in Demat Form	The management is taking necessary efforts to maintain 100% of shareholding of promoter(s) and promoter group in dematerialized form	

I further, report that the listed entity is in compliance with the disclosure requirements of the Employee Benefit Scheme documents in the terms of regulation 46(2) (za) of the LODR Regulations. (Not applicable)

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and

information furnished, are the responsibilities of the management of the listed entity.

2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Sonam
Amit Jain

Digitally signed by Sonam Amit Jain
DN: cn=Sonam Amit Jain, o=Sonam Amit Jain
c=IN, email=sonam@sonam.com, ou=Sonam
Amit Jain, serial=12345678901234567890
Date: 2024.05.25 11:24:39 +05'30'

SONAM JAIN
Company Secretary
FCS No: F9871
COP NO: 12402

Place: Mumbai
Date: 25.05.2026

UDIN: - F009871H000460376