

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

English Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L18109MH2010PLC209302

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	THOMAS SCOTT (INDIA) LIMITED	THOMAS SCOTT (INDIA) LIMITED
Registered office address	447, Kewal Industrial Estate, Senapati Bapat Marg,,Lower Parel (West),Delisle Road,Mumbai,Mumbai,Maharashtra,India,400013	447, Kewal Industrial Estate, Senapati Bapat Marg,,Lower Parel (West),Delisle Road,Mumbai,Mumbai,Maharashtra,India,400013
Latitude details	18.54	18.54
Longitude details	73.83	73.83

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Photos.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7E

(c) *e-mail ID of the company

*****tor.tsil@banggroup.com

(d) *Telephone number with STD code

02*****70

(e) Website

www.thomasscott.org

iv *Date of Incorporation (DD/MM/YYYY)

22/10/2010

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

Yes No

(b) If yes, date of AGM (DD/MM/YYYY)

29/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	93
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycles	7

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	19000000.00	12662880.00	12662880.00	12662880.00
Total amount of equity	190000000.00	126628800.00	126628800.00	126628800.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	19000000	12662880	12662880	12662880
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	190000000	126628800	126628800	126628800

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	1000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	10000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	1000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	10000000	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	46468	9748751	9795219.00	97952190	97952190	
Increase during the year	0.00	2867661.00	2867661.00	28676610.00	28676610.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	867661	867661.00	8676610	8676610	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> Conversion of Warrants into equity shares </div>	0	2000000	2000000.00	20000000	20000000	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> NA </div>	0	0	0.00	0	0	
At the end of the year	46468.00	12616412.00	12662880.00	126628800.00	126628800.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

Total				
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(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

2

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	213675	10	22211750	83	17735025
Convertible Warrants	2007500	10	2007500	21	42157500

Total	2221175		24219250		59892525
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V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

1610322135

ii * Net worth of the Company

1059518198.44

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7024260	55.47	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00

8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	10445	0.08	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	7034705.00	55.55	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3838229	30.31	0	0.00
	(ii) Non-resident Indian (NRI)	987929	7.80	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	295274	2.33	0	0.00
6	Foreign institutional investors	106310	0.84	0	0.00
7	Mutual funds	0	0.00	0	0.00

8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	282832	2.23	0	0.00
10	Others HUF And Fractional	117601	0.93	0	0.00
	Total	5628175.00	44.44	0.00	0

Total number of shareholders (other than promoters)

7979

Total number of shareholders (Promoters + Public/Other than promoters)

8011.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1526
2	Individual - Male	3821
3	Individual - Transgender	0
4	Other than individuals	2664
	Total	8011.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS	27/04/1994	France	2216	0.02
STELLAR WEALTH PARTNERS INDIA FUND I LP	251, LITTLE FALLS DRIVE, COUNTRY OF NEW CASTLE, WILMINGTON DELAWARE, 19808	01/03/2022	United States	104094	0.82

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
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Promoters	32	32
Members (other than promoters)	5105	7979
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	1	26.11	8.49
B Non-Promoter	0	3	0	3	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	3	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	3	2	4	26.11	8.49

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
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ANURADHA PARASKAR SHIRISH	02331564	Director	0	
KAVITA AKSHAY CHHAJER	07146097	Director	0	
SWATI SAHUKARA	06801137	Director	0	29/09/2025
BRIJGOPAL BALARAM BANG	00112203	Managing Director	3306900	
VEDANT BANG	09506327	Managing Director	0	
VANDANA BRIJGOPAL BANG	08488909	Director	1075000	
RASHI BANG	ACRPL6831D	Company Secretary	0	
SAMIR KUMAR SAMADDAR	AKKPS1532M	CFO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VANDANA BRIJGOPAL BANG	08488909	Additional Director	30/06/2024	Appointment
VANDANA BRIJGOPAL BANG	08488909	Director	27/09/2024	Change in designation
KAVITA AKSHAY CHHAJER	07146097	Additional Director	15/08/2024	Appointment
KAVITA AKSHAY CHHAJER	07146097	Director	27/09/2024	Change in designation
SUBRATA KUMAR DEY	03533584	Director	29/09/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

Extra Ordinary General Meeting	16/01/2025	7750	61	60.36
Annual General Meeting	27/09/2024	5830	57	58.08

B BOARD MEETINGS

*Number of meetings held

10

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2024	5	5	100
2	27/05/2024	5	5	100
3	29/06/2024	5	5	100
4	12/08/2024	7	7	100
5	13/11/2024	6	6	100
6	21/12/2024	6	6	100
7	14/01/2025	6	6	100
8	21/01/2025	6	6	100
9	12/02/2025	6	6	100
10	24/03/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	27/05/2024	3	3	100

2	Audit Committee Meeting	12/08/2024	3	3	100
3	Audit Committee Meeting	13/11/2024	3	3	100
4	Audit Committee Meeting	12/02/2025	3	3	100
5	Nomination and Remuneration Committee	29/06/2024	3	3	100
6	Nomination and Remuneration Committee	12/08/2024	3	3	100
7	Stakeholders Relationship Committee	27/05/2024	3	3	100
8	Stakeholders Relationship Committee	12/08/2024	3	3	100
9	Stakeholders Relationship Committee	13/11/2024	3	3	100
10	Stakeholders Relationship Committee	12/02/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SWATI SAHUKARA	10	10	100	8	8	100	Yes
2	BRIJGOPAL BALARAM BANG	10	10	100	8	8	100	Yes
3	VEDANT BANG	10	10	100	0	0	0	Yes
4	VANDANA BRIJGOPAL BANG	6	6	100	0	0	0	Yes
5	ANURADHA PARASKAR SHIRISH	10	10	100	6	6	100	No
6	KAVITA AKSHAY CHHAJER	6	6	100	2	2	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	BRIJGOPAL BALARAM BANG	Managing Director	1440000			0	1440000.00
2	VEDANT BANG	Managing Director	5600000			0	5600000.00
	Total		7040000.00	0.00	0.00	0.00	7040000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SAMIR KUMAR SAMADDAR	CFO	986690	0	0	0	986690.00
2	RASHI BANG	Company Secretary	181536	0	0	0	181536.00
	Total		1168226.00	0.00	0.00	0.00	1168226.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Kavita Chhajer	Director	0	0	0	35000	35000.00
2	Subrata Kumar Dey	Director	0	0	0	14000	14000.00
3	Swati Sahukara	Director	0	0	0	45000	45000.00
4	Anuradha Paraskar	Director	0	0	0	40000	40000.00
5	Vandana Bang	Director	0	0	0	450000	450000.00
	Total		0.00	0.00	0.00	584000.00	584000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

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XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8011

XIV Attachments

(a) List of share holders, debenture holders

TSI_Details of
Shareholder_MGT7.xlsm

(b) Optional Attachment(s), if any

Clarification Letter.pdf
MGT-
8_Certificate_TSIL_2025_signed.p
df

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

THOMAS SCOTT (INDIA) LIMITED

 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Hitesh Kothari

Date (DD/MM/YYYY)

13/12/2025

Place

Mumbai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

2*7*8

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

00112203

*(b) Name of the Designated Person

BRIJGOPAL BALARAM BANG

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*1*2*0*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

2*5*6

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9951689

eForm filing date (DD/MM/YYYY)

20/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

KEWAL INDUSTRIAL ESTA



थॉमस स्कॉट इंडिया
लिमिटेड

447

GST NO - 27AADCT6867E1Z1

447

THOMAS
SCOTT 

THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

Registered Address :- 447, 4th Floor, Kewal Industrial Estate,
Senapati Bapat Marg, Lower Parel (West), Mumbai,
Maharashtra - 400013 INDIA

Tel.: +91 22 6660 7965 / 6660 7967 | **Fax:** +91 22 6660 7970
Email Id : investor.tsil@banggroup.com | **Web. :** www.thomasscott.org

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Email Id : investor.tsil@banggroup.com | **Web. :** www.thomas





Form No. MGT -8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Thomas Scott (India) Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder, for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents. We certify that:

- A. The Annual Return states the fact as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year:
1. The Company has complied with the applicable provisions of the Act & Rules made thereunder in respect of its status under the Act such as;
 2. The Company has complied with the provisions of the Act & Rules made thereunder in respect of maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. The Company has complied with the provisions of the Act & Rules made thereunder in respect of filing of forms and returns with the Registrar of Companies within the prescribed time except few cases. Further the Company was not required to file forms with the Regional Director, Central Government, the Tribunal, Court or other authorities;
 4. The Company has complied with the provisions of the Act & Rules made thereunder in respect of calling/ convening/ holding meetings of Board of Directors and its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further no instances of postal ballot were occurred during the financial year;
 5. The Company has closed its Register of Members from, from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of Annual General Meeting.
 6. The Company has not advanced loans to its Director and/or persons or firms other Companies referred in Section 185 of the Act;

7. The Company has duly entered in the contracts or arrangements with related parties, which fall within the provisions of the Section 188 of the Act;
8. The Company has delivered all the certificates on transfer/ transmission in accordance with the Companies Act, 2013 and rules made there under. Further, During the year the Company has approved the issue of 9,52,375 (Nine Lakh Fifty-Two Thousand Three Hundred and Seventy-Five Only) Equity Shares and 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) convertible Equity warrants on preferential basis to Promoter and Non-Promoter in the Extra-ordinary general meeting held on 16th January, 2025. Out of the said issue, the Company has allotted 8,67,661 Equity Shares of Rs. 10 each at a premium of Rs. 320 each and 2,13,675 Convertible Equity Warrants of Rs. 330 each on preferential basis,

Further, during the year the Company has allotted 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10 each at a premium of Rs. 71 each pursuant to the conversion of Warrant issued on preferential basis as approved by the shareholders in their meeting held on 12th October, 2023.

However, there were no instance of buy back of securities redemption of preference shares or debentures, alteration or reduction of share capital or conversion of shares or securities;

9. As informed by the Company, it was not required to keep in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. No instance of declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Companies Act, 2013;
11. The Company has signed audited financial statement and report of directors as per the provisions of the Companies Act;
12. The Company has complied with the provisions of the Act & Rules made thereunder in respect of constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Company has complied with provisions of appointment of auditors as per the provisions of Section 139 of the Act.
14. The Company has complied with provisions of the Act and Rules made there under in respect of approvals, wherever required, to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. As informed by the Company, it has not invited, renewed or accepted any deposits;
16. The Company has made borrowings within the limit approved by the members under the provisions of Section 180 of the Companies Act, 2013 and rules made thereunder;

17. The Company has not made loans or provided new securities or guarantee to other bodies corporate in accordance to the provision of Section 186 Companies Act, 2013; Also, the company has not made any new investment in other body corporate within the provisions of Section 186 of the Companies Act, 2013.
18. During the year, the Company has altered its Memorandum of Association in accordance to provisions of the Companies Act, 2013 consequent to the alteration of Authorised Share Capital by increasing from the existing Rs. 15,00,00,000 (Fifteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity shares of Rs. 10 (Ten only) each and 10,00,000 (Ten Lakh) Redeemable Preference Shares of Rs.10/- each to Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 1,90,00,000 (One crore Ninety Lakh) Equity Shares of Rs.10/- each and 10,00,000 (Ten Lakh) Redeemable preference shares of Rs.10/- each by creation of additional 50,00,000 (Fifty Lakh only) Equity Shares of Rs.10/- each in the EGM held on 16th January, 2025 in accordance to the provisions of the Companies Act, 2013.

FOR KOTHARI H. & ASSOCIATES
Company Secretaries
(Peer Review Certificate No. 5312/2022)

**HITESH
KOTHARI**

Digitally signed by HITESH KOTHARI
DN: c=IN, o=Personal,
postalCode=400007, st=Maharashtra,
serialNumber=869792349, email=hiteshk@rediffmail.com,
emailAddress=hiteshk@rediffmail.com,
c=IN, o=HITESH KOTHARI
Date: 2025.12.15 14:53:16 +05'30'

Hitesh Kothari
Mem. No.6038
C.P.No.26758
UDIN: F006038G002375339

Place: Mumbai
Date: 13/12/2025

Date: 18-12-2025

To,
The Registrar of Companies,
Everest Building, 100 Marine Drive,
Mumbai 400 002

Subject: Clarification on Details of Gender Bifurcation of Shareholders and total number of shareholders as on March 31, 2025.

Dear Sir/Madam,

1. Gender Bifurcation of Shareholders

With reference to **Part VI – SHAREHOLDING PATTERN, Sub-part B (Break-up of Total Number of Shareholders – Promoters + Others)**, we wish to submit the following clarification:

As per the clarification received from the RTA, we inform you that the gender details incorporated in the report have been received from CDSL, as NSDL has not provided such data. As a result, the gender details from NSDL have not been incorporated into the list.

As a consequence, there is a discrepancy between the total number of shareholders and the gender bifurcation, which may not accurately reflect the true gender distribution.

Hence, there the gender bifurcation of shareholders does not accurately represent the actual gender-wise distribution of shareholders.

2. No of shareholders as on March 31, 2025

The number of shareholders as mentioned in the return, is based on data provided by the Registrar and Transfer Agent (RTA). This report is generated by the RTA as of 31st March 2025, on a folio-wise basis, without grouping by PAN, for submission to the Ministry of Corporate Affairs (MCA), This methodology may result in the duplication of shareholder entries for certain individuals.

Further, as per the data provided by the **Registrar and Transfer Agent (RTA)**, the **total number of shareholders is 8120** on a standalone basis (without grouping). However, the **actual number of shareholders is 8011**, after considering the addition of **12 shareholders** pursuant to:

- **Allotment of 8,67,661 Equity Shares** of ₹330/- each to Non-Promoter Group on **06.03.2025**, on a preferential basis, to the persons listed in **Annexure A**, and
- **Allotment of 5,00,000 Equity Shares** pursuant to conversion of warrants into equity in favour of **Promoter Ms. Vandana Bang** on **28.03.2025** and after adjusting for grouping/classification.

As on March 31, 2025, the issued and paid up capital of the Company is Rs. 12, 66, 28,800/- consisting 1, 26, 62,880 equity shares. However, shareholder list provided by the RTA, the **total number of equity shares** amounts to **1,12,95,219** of face value **₹10 each**, aggregating to **₹11,29,52,190**.

Sr No.	Particulars	Number of Shares	% of Total Issued Capital
1	Issued Capital	1,26,62,880	100.00%
2	Listed Capital	1,12,95,219	89.20%
3	Paid up Capital	1,26,62,880	100.00%
4	Held in Dematerialised form in CDSL	30,50,556	24.09%
5	Held in Dematerialised form in NSDL	81,96,695	64.73%
6	Physical	47,968	0.38%
	Total No. of Shares (3+4+5)	1,12,95,219	100.00%

Reasons for difference, if any, between (1, 2 & 3), (1, 3 & 6), (2 & 6)

The Company has allotted:

- 8,67,661 equity shares on preferential basis on 06.03.2025, and
- 5,00,000 equity shares by way of conversion of warrants into equity on 28.03.2025.

The trading approval for these shares was awaited as on March 31, 2025, resulting in the difference between Issued Capital and Listed Capital and their respective break-ups.

Additional Clarification – Shareholding of Promoter Ms. Vandana Brijgopal Bang

- The allotment of **8,67,661 equity shares** on preferential basis on **06.03.2025** is **not reflected** in the attached shareholder list due to **pending corporate action as on 31.03.2025**.
- The shareholding of **Ms. Vandana Brijgopal Bang**, Promoter (DP/Client ID: **IN30114311733073**), is shown as **5,75,000 equity shares** in the attached list of shareholders. However, she actually holds **10,75,000 equity shares** after considering the allotment of **5,00,000 Equity Shares** pursuant to conversion of warrants into equity on **28.03.2025**.
- The **5,00,000 equity shares** allotted to her are also **not reflected** in the attached shareholder list due to **pending corporate action as on 31.03.2025**.

We trust this clarifies the matter, and request your good office to kindly take the above clarification on record.

Thanking You,

Yours faithfully,

For Thomas Scott (India) Limited,

BRIJGOPAL
BALARAM
BANG
Brijgopal Bang
Managing Director
DIN: 00112203

Digitally signed by
 BRIJGOPAL BALARAM
 BANG
 Date: 2025.12.18
 18:01:14 +05'30'

Annexure A

Sno	Name/It1/It2	Shares	Dpid	Client-id	Cert No	Dist From	Dist To	Folio	Type	Category	Allot Date	Pan No
1	ASHISH KACHOLIA	307539	IN300183	10381679	6157	11295220	11602758	TSLO000112	NSD	PUB	06/03/2025	AADPK0757F
2	SURESH KUMAR AGARWAL	307539	IN301313	22388361	6158	11602759	11910297	TSLO000113	NSD	PUB	06/03/2025	AAGFR0822H
	SARITA AGARWAL											
3	RESHMA MANISH KUKREJA	7631	IN301436	91419253	6159	11910298	11917928	TSLO000114	NSD	PUB	06/03/2025	AJFPK8842G
4	INCIPIENCE DEALERS LLP	7631	IN302927	10379416	6160	11917929	11925559	TSLO000115	NSD	LTD	06/03/2025	AAGF5737E
5	ABDUL RAZZAQ SHAIKH	30303	IN303116	10895206	6161	11925560	11955862	TSLO000116	NSD	PUB	06/03/2025	AALP56721K
6	NIVESHAA Y HEDGEHOGS FUND	91575	IN303719	11235555	6162	11955863	12047437	TSLO000117	NSD	AIF	06/03/2025	AAETN5967D
7	KANTA ANIL JAIN	7631	32300	1203230002532740	6163	12047438	12055068	TSLO000118	CDS	PUB	06/03/2025	ADWPI8531C
8	MITUL PRAFULBHAI MEHTA	21212	33200	1203320008628034	6164	12055069	12076280	TSLO000119	CDS	PUB	06/03/2025	AFPPM8829K
9	SUNILKUMAR MULRAJ PALEJA	10170	56600	1205660000114526	6165	12076281	12086450	TSLO000120	CDS	PUB	06/03/2025	ACGPP7111B
	YOGITABEN SUNILBHAI PALEJA											
10	SAMARTH D KANABAR	10177	56600	1205660000000679	6166	12086451	12096627	TSLO000121	CDS	PUB	06/03/2025	
11	PITAM GOEL	22500	66900	1206690001654971	6167	12096628	12119127	TSLO000122	CDS	PUB	06/03/2025	ALAPG3324L
12	NIRJAKSHA AGARWAL	15262	81600	12081600065621621	6168	12119128	12134389	TSLO000123	CDS	PUB	06/03/2025	ACCPA5130H
13	NIKHIL DILIP CHOWDHARY	15262	81600	1208160002386965	6169	12134390	12149651	TSLO000124	CDS	PUB	06/03/2025	
14	HARSHAD VINODRAI ASHAR	13229	56600	120566000016824	6170	12149652	12162880	TSLO000125	CDS	PUB	06/03/2025	ABFPA8026N
	NEHABEN HARSHADBHAI ASHAR											
	Total:	867661										