

Date: September 18, 2023

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

Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT

Dear Sir/ Madam,

Subject: Notice of Extraordinary General Meeting.

We wish to inform that 01st Extraordinary General Meeting (EGM) of the Company is scheduled to be held on Thursday, October 12, 2023 at 10.00 AM (IST) at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai - 400002.

The Notice of 01st EGM is enclosed herewith. The said Notice is also available on the website of the Company at <https://www.thomasscott.org/investor-relations.htm>.

This is for your information and record.

Thanking You,

Yours faithfully,

For Thomas Scott (India) Limited,

Brijgopal Bang
Managing Director
DIN: 00112203

Encl: As above

THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

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

investor.tsil@banggroup.com www.thomascott.org

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the First (1st) Extra-Ordinary General Meeting (EGM) for the financial year 2023-24 of the Members of THOMAS SCOTT (INDIA) LIMITED will be held on Thursday, October 12, 2023 at 10.00 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai - 400002, to transact the following businesses:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

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 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from the existing Rs.10,00,00,000 (Rupees Ten crore only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs.10/- each and 10,00,000 (Ten Lakh only) Redeemable preference shares of Rs.10/- each to Rs.15,00,00,000 (Rupees Fifteen crore only) divided into 1,40,00,000 (One crore Forty 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 which shall rank pari- passu with the existing shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution”

2. ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded to alter **Clause Va** of the Memorandum of Association of the Company by substituting with the following:

V a. The Authorized Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs.10/- each and 10,00,000 (Ten Lakh) Redeemable Preference Shares, whether Cumulative or Non-Cumulative in nature, of Rs. 10/- (Rupees Ten Only), with a power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively and preferential rights, privileges, conditions or restrictions (as may be determined by or in accordance with the Regulations of the Company) and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by Regulations of the Company and the Statutory provisions for the time being in force.

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

3. ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “SEBI”), Stock Exchanges, Ministry of Corporate Affairs (“MCA”) and/ or any other competent authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 60,00,000 (Sixty Lakh only) Convertible Equity Warrants ("Warrants") on preferential allotment basis (“Preferential Offer”) to Promoters / Promoters Group and other than Promoters/ Promoter Group as mentioned below (Warrant Holders/ Proposed Allottees) at a price of Rs.81./-per share (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto Rs.48,60,00,000/- (Indian Rupees Forty Eight Crore and Sixty Lakhs Only) or such higher price as may be arrived at in accordance with the SEBI (ICDR) Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of Proposed Allottees	Maximum No. of Warrant allotted
PROMOTER GROUP		
1	Vandana Brijgopal Bang	1700000
2	Laxminiwas Bang	338000
3	Ashmi Jiten Shah	50000
4	Avisha Jiten Shah	30000
5	Trupti Jiten Shah	40000
6	Jiten Raichand Shah	40000
NON PROMOTER GROUP		
7	Shankar Shashi Sharma	1350000
8	Mohit Khullar	700000
9.	Amit Ramesh Bhartia	100000
10.	Hemant Modi	50000
11.	Madhu Sharma	150000

12	Manishkumar P Kiri	100000
13	Premal Mukundbhai Shah	400000
14	Rajendra Kumar Sharma	100000
15	Ranganathan Ramachandra	50000
16	Leela Maheshwari	30000
17	Sarita Rathi	60000
18	Bhanwar Lal Bhootra	300000
19	Anuddin Khan	50000
20	Atul Arora	50000
21	Yash Sanjay Sharma	54000
22	Prashant Sharma	33500
23	Riddhi Rushabh Parikh	12500
24	Ketan Kumar Satishchandra Parikh	60000
25	Ashish Virendra Gandhi	40000
26	Viren Raichand Shah	26000
27	Leena Bharat Shah	26000
28	Sandhya Nishith shah & Ashna N Shah	30000
29	Sandhya Nishith shah & Anvi N Shah	30000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions may be determined by the Board in accordance with the SEBI (ICDR) Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, the Relevant Date for the purpose of calculating the price for the issue of Warrants is 12th September, 2023.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- a) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- b) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169(2) of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants Entitlement.
- c) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

- d) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- e) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- f) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulations.
- g) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulations.
- h) The Warrants by itself, until exercised and converted into Equity Shares, shall not give any right to the Warrant Holders with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company

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

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Maharashtra ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/ Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which

may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

4. APPROVAL OF RELATED PARTY TRANSACTIONS

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 of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and 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, including Alfa seller contract for various online & E-commerce Business:

Nature of the Transactions	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amount	Tenure
Sale/ purchase of raw materials and finished goods including Alfa seller contract for various online & E-commerce Business	Enterprises owned or significantly influenced by key management personnel or their relatives	Bang Overseas Limited	Upto 150 Crore per annum	From 01 st December, 2023 to 30 th November, 2026

RESOLVED FURTHER THAT the amount of the transaction to be entered has been considered on the basis of frequency of the transactions entered by the Company in the last three years and on the future prospective of the new online ecommerce business.

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
For Thomas Scott (India) Limited**

**Place: Mumbai
Date: 15.09.2023**

**Sd/-
Rashi Bang
Company Secretary & Compliance Officer**

**Registered Office:
50, Kewal Industrial Estate, Senapati
Bapat Marg, Lower Parel (W),
Mumbai MH 400013 IN**

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. 1 & 4 is annexed hereto.
2. 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.
3. 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.
5. Pursuant to SEBI Circular no .SEBI/HO/MIRSD/ MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in suppression of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. Further details and relevant forms to update the above mentioned are available on the Company's website at <https://www.thomasscott.org/investor-relations.htm>.
6. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.
7. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form, for ease in portfolio management. Members holding shares in physical form and who have not updated their e-mail address with the Company are requested to update their e-mail address for receiving all communication & members holding shares in Demat may contact their Depository Participant to update their email address, nominee and bank account details. Those shareholders who have not dematerialised their shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
8. Members holding shares in dematerialized form are required to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
9. Electronic copy of the EGM Notice is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 Notice is being sent in the permitted mode. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the Company electronically. Members may also note that the said Notice will also be available on the Company's website www.thomasscott.org.
10. 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 the Attendance slip sent herewith, duly filled in, for attending the meeting (Mandatory).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA of our Company.
12. Non-Resident Indian Members are requested to inform RTA, 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.

13. 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.

14. Members can address their queries to the Company at investor tsil@banggroup.com

15. 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.

16. 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.

17. The Board of 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.

18. 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, 05th October, 2023 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 Monday, October 9, 2023 and will end at 5.00 p.m. on Wednesday, October 11, 2023. 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on **October, 9, 2023 at 09.00 A.M.** and ends on **October 11 2023 at 05.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. **Thursday 05th October, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, 05th October, 2023**.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to

enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@khacs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.tsil@banggroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.tsil@banggroup.com. If you are an

Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For Thomas Scott (India) Limited**

**Place: Mumbai
Date: 15.09.2023**

**Registered Office:
50, Kewal Industrial Estate, Senapati
Bapat Marg, Lower Parel (W),
Mumbai MH 400013 IN**

**Sd/-
Rashi Bang
Company Secretary & Compliance Officer**

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 businesses as mentioned under Item No. 1, 2, 3 & 4.

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

To meet the requirements of growing business, the Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at Rs.10 Crore only and it is proposed to increase the same by Rs.5 Crore to make it Rs.15 Crore.

Pursuant to Section 61 of the Companies Act, 2013 increase in authorised share capital requires the approval of the members by way of ordinary resolution. Therefore the Board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel is interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

2. ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors in its meeting held on September 15, 2023 subject to the approval of the shareholders, and receipt of such other statutory/ regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crores only) to Rs. 15,00,00,000 (Rupees Fifteen Crores only).

Further, the alteration of Authorized Share capital requires modification of capital clause of Memorandum of Association of the Company. Hence, Pursuant to the provision of section 13, 61 and other applicable provisions of the Companies Act, 2013 an Ordinary Resolution is required to be passed by the Members of the Company.

The Proposed resolution under this item No. 2 seeks to obtain Members' approval to alter Capital Clause of the Memorandum of Association of the Company Pursuant to section 13 and 61 of the Companies Act, 2013,

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 2 to be passed as an ordinary resolution

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

3. ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS

The Company needs to raise additional funds to meet its growth requirements and for general corporate purposes. The Board of Directors in its meeting dated September 15, 2023 had, subject to the approval of the members and other concern authorities, approved the issuance of Convertible Equity Warrants up to 60,00,000 (Sixty Lakh) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid- up equity share of the Company having face value of

Rs.10/- (Rupee Ten Only) (“**Equity Share**”) each (“**Warrants**”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.81.00/- (Rupees Eighty One only), aggregating upto Rs.48,60,00,000 (Rupees Forty Eight Crores and Sixty Lakhs only) (“**Total Issue Size**”) on a preferential basis to the Promoter/ Promoter Group and certain other identified persons / entity (“**Warrant Holder(s)**” / “**Proposed Allottee (s)**”, on preferential basis.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 (“Act”) as well as Regulation 160 and other applicable regulations of the SEBI (ICDR) Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.3 of this Notice.

The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder (“Act”) and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

Sr. No.	Particulars	Remark
1.	Particulars of the offer including the date of passing of the Board resolution:	The Board, pursuant to its resolution dated 15th September, 2023 has approved the proposed preferential issue of upto 60,00,000 (Sixty Lakhs) Convertible equity warrants pursuant to the provisions of section 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”)
2.	Maximum number of specified securities to be issued	Upto 60,00,000 (Sixty Lakh) convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of Rs.10/- (Rupee Ten each only) (“ Equity Share ”) each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs.81.00/- (Rupees Eighty One only) each to be payable in cash (“ Warrant Issue Price ”), aggregating upto Rs.48,60,00,000 (Rupees Forty Eight Crores Sixty Lakhs Only) (“ Total Issue Size ”), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant (“ Warrant Subscription Price ”) and 75% (seventy five per cent) of the Warrant Issue Price (“ Warrant Exercise Price ”) shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.
3.	Objects of the Preferential Issue and aggregate amount proposed to be raised	The Company shall utilize the proceeds from the preferential issue to fund the working capital requirement, portal development for online business and Ecommerce platform, Capital Expenditure to enhance production capacity or add new product line, Set up the logistic and warehousing facility, marketing and branding, acquire any business or investment in business having similar line of business activities, acquisition of customers and general corporate purpose. The company will not spend more than 25% of the entire proceed for general corporate purpose.
4.	Relevant date	The Relevant date is 12th September, 2023 (“ Relevant Date ”) (i.e. 30 days prior to the date of proposed Extraordinary General

		Meeting which is 12th October, 2023), to determine the price of equity share pursuant to the proposed preferential issue as per SEBI (ICDR) Regulations.
5.	Basis on which the price has been arrived at and justification for the price (including premium, if any)	<p>Report of independent registered valuer:</p> <p>The Valuation was performed by Mr. Girish Kambadaraya a Registered Valuer (Reg. No. IBBI/RV/04/2019/11649) having his office at 207, Bindu Galaxy No.2, 1st Main, Chord Road Industrial Town, Rajajinagar Bangalore 560044</p> <p>The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: https://www.thomasscott.org/investor-relations.htm</p> <p>The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) as well as on BSE Limited (“BSE”), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price.</p> <p>In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:</p> <ol style="list-style-type: none"> a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date. <p>It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.</p> <p>Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is Rs. 79.76/- (Rupees Seventy-Nine point Seven Six only) as per valuation report.</p> <p>In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.81 (Rupees Eighty-One only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.</p>

6.	Lock-in period	<p>The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.</p> <p>The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.</p>
7.	Undertaking as to re-computation of price and lock-in of specified securities	<p>The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.</p>
8	Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.	<p>The Convertible Equity Warrant shall be issued to Mrs. Vandana Bang, Mr Laxminiwas Bang, Mrs Ashmi Shah, Ms Avisha Shah, Ms Trupti Shah & Mr Jiten Shah, who are belongs to Promoter Group of the Company.</p> <p>They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above Promoters, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.</p>
9	Timeframe within which the allotment shall be completed	<p>As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.</p>
10.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and I or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue	<p>There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed allottees, pre and post preferential issue is given as Annexure-A.</p>

11	Change in control, if any in the Company that would occur consequent to the preferential offer	Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.
12	Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price	<p>During the year the Company has allotted</p> <ul style="list-style-type: none"> • 8,42,281 Equity shares allotted on 31.03.2023 pursuant to conversion of warrants to 3 members of the Company including 2 Promoter/Promoter Group and 1 other then promoter/ Promoter Group. The issue price of the warrant was Rs 19/- Ninteen Only) on the basis of relevant date 31 August, 2021. • 14,96,036 equity shares allotted on 31.05.2023 pursuant to conversion of warrants to 4 members of the Company including 3 Promoter/Promoter Group and 1 other then promoter/ Promoter Group. The issue price of the warrant was Rs 19/- Ninteen Only) on the basis of relevant date 31 August, 2021
13	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	None
14	Equity Shareholding Pattern before and after the Preferential Issue	Equity Shareholding Pattern before and after the Preferential Issue is enclosed as Annexure- B
15	Listing, Pari Passu	The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.
15	SEBI Takeover code	In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.
16	Practicing Company Secretary Certificate	A certificate from Mrs. Sonam Jain, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: https://www.thomasscott.org/investor-relations.htm
17	Other disclosures/undertaking	
		<p>i. The Company, it's Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.</p>

- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date except transmission of 1,875 equity shares among promoters group from Late Mrs. Parwati Devi Bang to Mr. Madhusudan Bang.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year, However the Company has allotted 842281 equity shares and 14,96,036 equity shares pursuant to the conversion of warrants issued as on 1st December, 2021 to the Promoter/ Promoters Group and Other than Promoter/ Promoters Group on 31.03.2023 and 31.05.2023 respectively.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Brijgopal Bang & Vedant Bang is in any way concerned or interested, financially or otherwise, in the above referred resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 3 to be approved by Special Resolution of the Members.

Annexure- A

Sr. No.	Name of Allottee	Name of the Ultimate Beneficial owner	Pre Holding*		No. of Warrants allotted	Post Holding**	
			Shareholding	%		Shareholding	%
PROMOTER GROUP							
1	Vandana Brijgopal Bang	NA	0	0.00	1700000	17,00,000	12.27
2	Laxminiwas Bang	NA	13,650	0.17	338000	3,51,650	2.54
3	#Ashmi Jiten Shah	NA	2500	0.03	50000	52,500	0.38
4	#Avisha Jiten Shah	NA	1000	0.01	30000	31,000	0.22
5	#Trupti Jiten Shah	NA	1000	0.01	40000	41,000	0.30
6	#Jiten Raichand Shah	NA	1000	0.01	40000	41,000	0.30
NON PROMOTER GROUP							
7	Shankar Shashi Sharma	NA	0	0.00	1350000	13,50,000	9.75
8	Mohit Khullar	NA	0	0.00	700000	7,00,000	5.05
9	Amit Ramesh Bhartia	NA	0	0.00	100000	1,00,000	0.72
10	Hemant Modi	NA	0	0.00	50000	50,000	0.36
11	Madhu Sharma	NA	0	0.00	150000	1,50,000	1.08
12	Manishkumar P Kiri	NA	0	0.00	100000	1,00,000	0.72
13	Premal Mukundbhai Shah	NA	0	0.00	400000	4,00,000	2.89
14	Rajendra Kumar Sharma	NA	0	0.00	100000	1,00,000	0.72
15	Ranganathan Ramachandra	NA	0	0.00	50000	50,000	0.36
16	Leela Maheshwari	NA	0	0.00	30000	30,000	0.22
17	Sarita Rathi	NA	0	0.00	60000	60,000	0.43
18	Bhanwar Lal Bhootra	NA	0	0.00	300000	3,00,000	2.17
19	Anuddin Khan	NA	0	0.00	50000	50,000	0.36
20	Atul Arora	NA	23286	0.30	50000	73286	0.53
21	Yash Sanjay Sharma	NA	259	0.00	54000	54,259	0.39
22	Prashant Sharma	NA	0	0.00	33500	33,500	0.24
23	Ridhi Rushabh Parikh	NA	0	0.00	12500	12,500	0.09
24	Ketan Kumar Satishchandra Parikh	NA	2250	0.02	60000	62250	0.45
25	Ashish Virendra Gandhi	NA	986	0.01	40000	40986	0.30
26	Viran Raichand Shah	NA	0	0.00	26000	26,000	0.19
27	Leena Bharat Shah	NA	0	0.00	26000	26,000	0.19
28	Sandhya Nishith shah & Ashna N Shah	NA	0	0.00	30000	30,000	0.22
29	Sandhya Nishith shah & Anvi N Shah	NA	0	0.00	30000	30,000	0.22

#Mrs. Ashmi Jiten Shah and others were not a member of the promoter group earlier, After Mrs Ashmi Jiten Shah got married with Mr. Vedant Bang, one of the promote of the company, all names are considered in the Promoter Group of the Company.

*The pre-issue shareholding pattern is as on 15th September, 2023.

**Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.

Annexure- B

Sr. No.	Particulars	Pre-issue shareholding		Post issue shareholding (assuming conversion of full warrants into Equity)	
A	Promoter / Promoter Group Shareholding				
	Individual	54,63,686	69.58	76,61,686	55.31
	Body Corporate	10,445	0.13	10,445	0.08
B	Non Promoter shareholding				
	Institutional	0	0	0	0
	Non-institutions				
	Individuals	19,34,565	23.30	57,36,565	41.41
	Body Corporate	3,45,433	5.43	3,45,433	2.49
	Others (Including NRI)	98,590	1.55	98,590	0.71
	Total (A)+(B)	78,52,719	100.00	1,38,52,719	100.00

4. APPROVAL OF RELATED PARTY TRANSACTIONS.

Bang Overseas Limited 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, in their meeting held on 15th September, 2023 approved the following, subject to the approval for shareholders in this Extraordinary General Meeting (EGM):

1. Increase the limit of Sale/ purchase of raw materials and finished goods, including Alfa seller contract for various online & E-commerce Business, with Bang Overseas Limited from 100 Crore per annum, which was approved in 12th AGM held on 27.09.2023, to 150 Crore per annum for a period of 03 years commencing from 01st December, 2023 to 30th November, 2026.

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

The above mentioned transaction would be deemed to be a 'material' related party transaction under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also covered under the provisions of the Companies Act, 2013 & rules made thereunder. The particulars of the transaction are as under:

Name of the Related Party	Bang Overseas Limited
Name of the Director/ KMP who is related	Mr. Brijgopal Bang, Chairman and 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	Upto 150 Crore per annum

Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	<p>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 in the ordinary course of the business.</p> <p>Alfa seller contract for various online & E-commerce Businesses between both the related parties for the future Growth of the E-commerce business of the Company.</p>

The Board, therefore, recommends the Resolution set out at Item No. 4 of the Notice for the approval of the Members in terms of provisions 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. 4 shall not be entitled to vote on this ordinary resolution.

None of the Directors or Key Managerial Personnel except Mr. Brijgopal Bang, Managing Director & Mr. Vedant Bang, Whole Time Director of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors
For Thomas Scott (India) Limited**

**Sd/-
Rashi Bang
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 15.09.2023**

**Registered Office:
50, Kewal Industrial Estate, Senapati Bapat
Marg, Lower Parel (W), Mumbai City MH
400013**

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 First Extraordinary General Meeting of the Company for the financial year 2023-24, on Thursday, October 12, 2023, at 10:00 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) ofshares 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 01st Extraordinary General Meeting of the Company for the financial year 2023-24 to be held on Thursday at 10.00 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:

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

Sr. No.	Resolution	For	Against
Special Business			
1	Increase in Authorized Share Capital of the Company		
2	Alteration of the capital clause in the Memorandum of Association of the company		
3	Issue Of Convertible Equity Warrants on Preferential Basis		
4	Approval of Related Party Transactions		

Signed this.....day of....., 2023

Affix Revenue

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. For the resolutions, explanatory statement and notes, please refer to the notice of the 01st Extraordinary General Meeting of the Company for the financial year 2023-24.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
5. *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.
6. All alterations made in the Form of Proxy should be initialled.
7. The form should be signed across the stamp.
8. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
9. 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.
10. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes



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