

01st October, 2022

To
The General Manager,
Department of Corporate Services,
BSE Ltd.
P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

To
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051

Scrip Code:
BSE: 533941
NSE: THOMASCOTT
ISIN: INE480M01011

Dear Sir/Madam,

Sub: Proceedings of 12th Annual General Meeting held on 30th September, 2022.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule - III of the Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith summary of proceedings of 12th Annual General Meeting of the Company held on 30th September, 2022 through Audio Visual Means.

You are requested to kindly take above information on your records.

Thanking you

Yours faithfully,

For Thomas Scott (India) Limited

Rashi Bang
Company Secretary & Compliance Officer

SUMMARY OF PROCEEDINGS OF 12th ANNUAL GENERAL MEETING

The 12th Annual General Meeting (‘AGM’) of the Members of the Company was held on Friday, 30th September, 2022 at 01.30 PM (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) and by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The number of shareholders as on record date 23rd September, 2022 were 4729. The details of number of shareholders present in the meeting are as follows:

| Category | Promoter & Promoter Group | Public | Total |
|--|---------------------------|-----------|-----------|
| In person | NA | NA | NA |
| Through Proxy/Corporate Representation | 1 | - | 1 |
| Video Conference | 20 | 51 | 71 |
| Total | 21 | 51 | 72 |

*NA = Not applicable

The requisite quorum being present, Company Secretary called the meeting to order and welcomed all the Members and other attendees to the meeting. She further explained voting procedure at the AGM for the Members in brief and requested the board members to introduce themselves. Following directors were present at the meeting:

Mr. Brijgopal Bang: Chairman & Managing Director. He is also the Chairman of Board and Corporate Social Responsibility Committee of the Company.

Mr. Vedant Bang: Whole-time Director.

Mr. Subrata Kumar Dey: Non-Executive Independent Director. He is also the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company

Mrs. Swati Sahukara: Non-Executive Independent Director.

The Company Secretary further requested Mr. Brijgopal Bang, Chairman of the Company to preside over the meeting. The Chairman formally commenced the proceedings by welcoming all the shareholders, board members and other attendees including Mr. Samir Samaddar – Chief Financial Officer of the Company and representative of M/s Kothari H. & Associates, Scrutinizer and Secretarial Auditor and M/s Bhattar & Co., Statutory Auditor at the 12th AGM of the Company. Leave of absence was granted to Mrs. Anuradha Paraskar, Independent Director, due to medical emergency.

The Chairman informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31st March, 2022 and the Notice convening the 12th AGM have already been circulated to the Members and the same be taken as read.

As there were no qualifications in the Statutory Audit Report, it was not required to be read in the meeting. However, Secretarial Auditors in their report have raised one qualification remark which was read as follows:

Non-Compliance of Regulation 31 (2) & (3) of SEBI (LODR) Regulations, 2015 i.e. the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form.

In this regard, Chairman informed the members that the Management is continuously making necessary efforts to ensure hundred percent shareholding of promoter(s) and promoter group in dematerialized form. Further, the Secretarial Auditors' Reports was taken as read.

The Chairman continued his speech by giving an overview of the operations and the financial performance of the Company during the financial year 2021-22 in comparison to the previous year.

The Chairman concluded his speech by placing on record his appreciation towards employees of the Company for their immense contribution towards the growth of the Company and requested Mrs. Rashi Bang, Company Secretary to carry further proceedings of the meeting.

On the invitation of the Company Secretary, Members who had registered themselves as speakers, addressed the Meeting through VC / OAVM and sought clarifications on the Company's accounts and businesses. The Company Secretary recorded the queries and informed shareholders that the response to their queries will be shared on their respective registered email ids.

The Company Secretary further informed the Members that the Company has extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting which was commenced on Tuesday, 27th September, 2022 at 9.00 a.m. and ended on Thursday, 29th September, 2022 at 5.00 p.m.

Thereafter, brief on the following resolutions as set out in the Notice convening the 12th AGM were read out by Mrs. Rashi Bang:

| S. No. | Item | Type of Resolution |
|--------------------------|--|---------------------|
| Ordinary Business | | |
| 1. | Adoption of Standalone Financial Statements of the Company for the year ended on March 31, 2022, containing the Audited Balance Sheet, the Statement of Change in the Equity, Profit and Loss and Cash Flow and report of the Board and Auditors thereon on that date. | Ordinary Resolution |
| 2. | Appointment of Mr. Brijgopal Bang, who retires by rotation being eligible, seeks for re-appointment. | Ordinary Resolution |
| 3. | Appointment of M/s. Bharat Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 years | Ordinary Resolution |
| Special Business | | |
| 4. | Appointment of Mr. Vedant Bang as Whole-time Director of the Company | Special Resolution |
| 5. | Re-appointment of Mr. Brijgopal Bang as Managing Director and to revise his remuneration | Special Resolution |

The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for only those Members who had not casted their vote prior to the Meeting.

The Company Secretary announced for voting to be taken electronically (**e-voting**) and requested M/s Kothari H. & Associates, the Scrutinizer for the orderly conduct of the voting.

The Company Secretary announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, NSDL and Stock Exchanges. The meeting concluded at 02.05 p.m. after being open for 15 minutes for e-voting to be completed.

For Thomas Scott (India) Limited

Rashi Bang
Company Secretary & Compliance Officer