



Date: 15.09.2023

To,

BSE Limited, Listing Department Phirojshah Jeejobhoy Towers 25th Floor, Dalal Street Mumbai 400 001	The National Stock Exchange of India Limited. Listing Department Exchange Plaza", Bandra Kurla Complex Bandra East, Mumbai -400051
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Dear Sir/Madam,

Sub: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref.: Thomas Scott (India) Limited (BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT)

In furtherance to our intimation dated 12 September, 2023, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 15th September, 2023 has, inter alia, approved the following subject to requisite approvals including that of the shareholders of the Company:

1. Approval for increase in Authorised Share Capital of the Company:

Subject to the approval of the shareholders the Board has given approval for increase the Authorised Share Capital of the Company from Rs. 10,00,00,000 (Ten Crore only) divided in to 1,00,00,000 (One Crore) Equity shares of Rs. 10 (Ten only) each into 15,00,00,000 (Fifteen Crores only) 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.

2. Approval for Preferential Issue of Warrants:

(i) Issuance upto 60,00,000 Warrants convertible into 60,00,000 equity shares of Rs. 10 each at a shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations to the Promoters Category and Non- Promoters/Public Category (as detailed in Annexure 1), on a preferential basis in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules") and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2022 and as amended from time to time ("SEBI ICDR Regulations") subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory/governmental authorities, as may be required;



(ii) An amount equivalent to atleast 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable within a period not exceeding 18 (Eighteen) months, in one or more tranches, from the date of allotment of the Warrants.

3. Approval of Related Party Transactions.

The Board has approved the related Party Transaction of 150 crore per annum with Bang Overseas Limited (BoI), in relation with Sale/ purchase of raw materials and finished goods including Alfa seller contract for various online & E-commerce Business, with a tenure from 01st December, 2023 to 30th November, 2026.

4. Extra Ordinary General Meeting:

The Board also Authorised Mr. Brijgopal Bang, Managing Director and/ or Ms. Rashi Bang, Company Secretary of the Company to fix date, day time and venue for holding an Extra Ordinary General Meeting (EGM) of the Company to seek approval of the shareholders of the Company for the aforesaid preferential issue.

Additional details pursuant to Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015 is enclosed as **Annexure 1**.

The Board Meeting commenced at 04:00 P.M. and concluded at 08:45 P.M.

Copy of the same is being also made available on the website of the Company at www.thomasscott.co.in.

We request you to kindly take the abovementioned information on record and oblige.

For Thomas Scott (India) Limited

Brijgopal Balaram Bang

Managing Director

DIN: 00112203

Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.):	Warrants convertible into Equity Shares of i.e. 1 Equity Share per 1 Warrant.
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential issue of convertible warrants under Chapter V of the SEBI ICDR Regulations.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 60,00,000 Warrants, at an exercise price shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations. The Preferential Issue will be undertaken for cash consideration. The Subscription Share Price shall be payable at the time of subscription and allotment of the Subscription Shares. As for the Warrants, an amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of the Warrants, and the balance 75% shall be payable at the time of allotment of equity shares pursuant to exercise of the right attached to the Warrants to subscribe to equity share. The Warrant Exercise Price and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
4	Details furnished in case of preferential issue	
	Name of the Investor	Annexure -II
	Post allotment of securities • outcome of the subscription,	Annexure -II Shall be intimated at the time of allotment. (The Warrants proposed to be issued at price in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

	<ul style="list-style-type: none"> • issue price/ allotted price (in case of convertibles), • number of investors 	<p>The price shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations</p> <p>29</p>
	<p>In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument</p>	<p>Each Warrant would be convertible into one equity share of face value of Rs. 10 each and the rights attached to the Warrants can be exercised at any time within the period of 18 (eighteen) months from the date of allotment the Warrants.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrant, the Warrant shall lapse and the 25% of the Warrant Exercise Price paid at the time of issuance of Warrant will be forfeited by the Company.</p>
	<p>Any cancellation or termination of proposal for issuance of securities including reasons thereof</p>	<p>Not Applicable.</p>

Sr. no.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of warrants to be allotted	Post issue holding after conversion	Post Issue Holding %
PROMOTER GROUP							
1.	Vandana Bang	Promoter group	0	0.00	1700000	17,00,000	12.27
2.	Laxminiwas Bang	Promoter group	13,650	0.17	338000	3,51,650	2.54
3.	Ashmi Shah	Promoter group	*2500	0.03	50000	52,500	0.38
4.	Avisha Shah	Promoter group	0	0.00	30000	30,000	0.22
5.	Trupti Shah	Promoter group	0	0.00	40000	40,000	0.29
6.	Jiten Shah	Promoter group	0	0.00	40000	40,000	0.29
NON PROMOTER GROUP							
7.	Shankar Sharma	Non-Promoter	0	0.00	1350000	13,50,000	9.75
8.	Mohit Kullar	Non-Promoter	0	0.00	700000	7,00,000	5.05
9.	Amit Bhartia	Non-Promoter	0	0.00	100000	1,00,000	0.72
10.	Hemant Modi	Non-Promoter	0	0.00	50000	50,000	0.36
11.	Madhu Sharma	Non-Promoter	0	0.00	150000	1,50,000	1.08
12.	Manishkumar Kiri	Non-Promoter	0	0.00	100000	1,00,000	0.72
13.	Premal Shah	Non-Promoter	0	0.00	400000	4,00,000	2.89
14.	Rajendra Kumar Sharma	Non-Promoter	0	0.00	100000	1,00,000	0.72
15.	Ranganathan Ramchandra	Non-Promoter	0	0.00	50000	50,000	0.36
16.	Leela Maheshwari	Non-Promoter	0	0.00	30000	30,000	0.22
17.	Sarita Rathi	Non-Promoter	0	0.00	60000	60,000	0.43



18	Bhanwar Lal Bhootra	Non-Promoter	0	0.00	300000	3,00,000	2.17
19	Anuddin Khan	Non-Promoter	0	0.00	50000	50,000	0.36
20	Atul Arora	Non-Promoter	23286	0.30	50000	73286	0.53
21	Yash Sanjay Sharma	Non-Promoter	0	0.00	54000	54,000	0.39
22	Prashant Sharma	Non-Promoter	0	0.00	33500	33,500	0.24
23	Ridhi Rushabh Parikh	Non-Promoter	0	0.00	12500	12,500	0.09
24	Ketan Kumar Satishchandra Parikh	Non-Promoter	2250	0.02	60000	62250	0.45
25	Ashish Virendra Gandhi	Non-Promoter	986	0.01	40000	40986	0.30
26	Viren Shah	Non-Promoter	0	0.00	26000	26,000	0.19
27	Leena Shah	Non-Promoter	0	0.00	26000	26,000	0.19
28	Sandhya Nishith shah & Ashna Rahul Shah	Non-Promoter	0	0.00	30000	30,000	0.22
29	Sandhya Nishith shah & Anvi Rahul Shah	Non-Promoter	0	0.00	30000	30,000	0.22

**Due to Marriage with Mr. Vedant Bang, promoter group of the Company, shares acquired by her considered as part of Promoter group.*

**The post issue shareholding pattern in the above table has been prepared with shareholding as on 08th September, 2023, on the basis that the Proposed Allottees would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs.10 each (face value) upon conversion of Warrants. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

**It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

For Thomas Scott (India) Limited

Brijgopal Bang
Managing Director

Thomas Scott (India) Ltd.

CIN: L1809MH2010PLC209302

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