

**THOMAS SCOTT (INDIA) LIMITED**

CIN: L18109MH2010PLC209302

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

**NOTICE** is hereby given that the **FIFTH ANNUAL GENERAL MEETING** of the Members of Thomas Scott (India) Limited will be held on Tuesday, September 29, 2015 at 10.30 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002 to transact the following business.

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2015 and the Reports of Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration and in this regard 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 Sections 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the appointment of Rajendra K. Gupta & Associates., Chartered Accountants (Registration No. 108373W), as Auditors of the Company approved by ordinary resolution passed at the 4th Annual General Meeting of the Company, to hold office from the conclusion of the 4th Annual General Meeting until the conclusion of the 7th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 5th Annual General Meeting until the conclusion of the 7th Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the company.

**SPECIAL BUSINESS:**

4. To appoint Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director and in this regard 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 Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Swati Sahukara (DIN: 06801137), who was appointed as an Additional Director of the Company with effect from February 02, 2015 pursuant to Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting has submitted declarations that she is eligible for appointment and that she meets the criteria of independence as provided in Section 149(6) of the Act and that she has given a notice in writing under Section 160 of the Act to the Company, proposing herself as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 10th Annual General Meeting of the Company in the calendar year 2020."

**By Order of the Board of Directors**

Place: Mumbai  
Date: August 14, 2015

**Rashi Bang**  
**Company Secretary**

**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. 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**

**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.**

3. 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 under Note No. 19. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Brief details of the Directors appointed/re-appointed including Age, qualifications, experience, terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, date of first appointment on the board, shareholding in the company, Relationship with the other directors, manager and other key Managerial Personnel of the Company, the number of meetings of the board attended during the year and other directorships, Membership/Chairmanship of other Board, are forming part of this notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2015 to September 29, 2015 (both days inclusive).
6. Those shareholders who have not dematerialised their shares are advised to dematerialise their shareholding, to avoid inconvenience in future.

7. Members holding shares in dematerialised form are required to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
8. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least seven days before the date of the meeting in order to enable the Company to compile the information and provide replies at the meeting, if the Chairman permits such information to be furnished.
9. Electronic copy of the Annual report 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 Annual report is being sent in the permitted mode.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website [www.thomasscott.org](http://www.thomasscott.org) for their download.
12. 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 their copy of the Annual Report to the Annual General Meeting.
  - d. Bring the Attendance slip sent herewith, duly filled in, for attending the meeting (Mandatory).
13. 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 Company / Karvy.
14. Non-Resident Indian Members are requested to inform Karvy, 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.
15. 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.
16. Members can address their queries to the Company at [investor.tsil@bangroup.com](mailto:investor.tsil@bangroup.com)
17. 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.
18. 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.
19. **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 Clause 35B of the Listing agreement, 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 Tuesday, September 22, 2015, i.e. the date prior to the commencement of book closure date 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 Thursday, September 24, 2015 and will end at 5.00 p.m. on Monday, September 28, 2015. 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 Company has appointed Mr. Hitesh Kothari, Practicing Company Secretary, in his absence, Ms. Sonam Jain, Practicing Company Secretary, 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.

**Procedure for remote e-voting:**

  - I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
    - (a) In case of Members receiving an e-mail from Karvy:
      - (i) Launch an internet browser and open <https://evoting.karvy.com>
      - (ii) Enter the login credentials (i.e. User ID and password) which is sent in a separate sheet along with this notice. The Event No.+ Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
      - (iii) After entering the above details Click on - Login.
      - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
      - (v) On successful login, the system will prompt you to select the E-Voting Event

- (vi) Select the EVENT of Thomas Scott (India) Limited and click on - Submit
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [hiteshkotharics@yahoo.co.in](mailto:hiteshkotharics@yahoo.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- (i) User ID and initial password- These will be sent separately along with this notice
- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Tuesday, September 22, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Thursday, September 24, 2015 and will end at 5.00 p.m. on Monday, September 28, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL : MYEPWD <SPACE> In12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567
- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- IX. The Company has appointed Mr. Hitesh Kothari, Practicing Company Secretary (Membership No. FCS 6038) and in his absence Ms Sonam Jain (Membership No. ACS 31862) to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
- X. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.thomasscott.org](http://www.thomasscott.org) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- XI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2015.

**By Order of the Board of Directors**

**Rashi Bang**  
Company Secretary

**Registered Office:**  
50, Kewal Industrial Estate,  
Senapati Bapat Marg, Lower Parel (W),  
Mumbai- 400 013, Maharashtra  
CIN : L18109MH2010PLC209302

### 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 business mentioned under Item No. 4 of the accompanying Notice:

#### Item No. 4

In accordance with Article 115 of the Articles of Association of your Company, Mrs. Swati Sahukara, aged 32 years, was appointed as an Additional Independent Director on the Board of Thomas Scott (India) Limited on February 02, 2015. In terms of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director.

It is Proposed to appoint Mrs. Swati Sahukara as an Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules for 5 (five) consecutive years for a term up to the conclusion of the 10th Annual General Meeting of the Company in the calendar year 2020.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company.

The Company has also received declarations from Mrs. Swati Sahukara that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Swati Sahukara fulfill the conditions for appointment as Independent Director as specified in the Act and she is independent of management.

Brief resume of Mrs. Swati Sahukara is given under the head “Additional information of Directors being appointed/re-appointed at the Annual General Meeting” which forms part of this notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**By Order of the Board of Directors**

**Rashi Bang**  
Company Secretary

**Place:** Mumbai  
**Date:** August 14, 2015

### ADDITIONAL INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING

The details pertaining to Directors liable to appoint / retire by rotation and eligible for re-appointment is as follows:

Name of Director	Mr. Raghvendra Venugopal Bang	Mrs. Swati Sahukara
Age	35 years	32 years
Date of Appointment on Board	30/05/2014	02/02/2015
Expertise in specific functional area	Marketing & Finance	Corporate Law, Secretarial, Compliance & Legal
Experience	9 years	8 years
Qualifications	B.com	B.com, ACS & LL.B
Terms & conditions of appointment/re-appointment	-	1. Appointment for a period of 5 years subject to approval of members at the Annual General Meeting. 2. Shall abide by “ Code of Conduct for Independent Directors” provided in Schedule IV of the Companies Act, 2013. 3. Will be paid such remuneration by way of sitting fees for attending meetings of the board and its committees as may be decided by the board from time to time.
Remuneration sought to be paid and the remuneration last drawn	-	-
Directorships held in other Indian public limited companies as on 31 <sup>st</sup> March 2015	1. Bang Overseas Limited 2. Vedanta Creations Limited	Bang Overseas Limited
Chairman / Member of the Committee of Board of Directors of the Company as on 31 <sup>st</sup> March, 2015	Stakeholders Relationship Committee- Member	Audit Committee- Member Nomination & Remuneration Committee- Member
Chairman / Member of Committees of Board of Directors of other Indian public limited Companies as on 31 <sup>st</sup> March, 2015	Bang Overseas Limited- Member of Stakeholders Relationship Committee	Bang Overseas Limited – Member of Audit Committee and Nomination & Remuneration Committee
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2015	9,900	-
Relationship with other directors, Manager and other KMP	-	-
Number of Board meetings attended during the year 2014-15	4	1

## ATTENDANCE SLIP

### THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

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

Folio No.: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

DPID & Client I.D.No.: \_\_\_\_\_

I hereby record my presence at the FIFTH ANNUAL GENERAL MEETING of the Company, on Tuesday, September 29, 2015, at 10:30 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 (West) Mumbai- 400013

Name of the Member(s):	
Registered address:	
Folio No./Client Id:	DPID: _____
E-mail Id:	

I/We, being the member(s) of ..... shares 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 5<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, September 29, 2015 at 10.30 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:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors thereon		
2	Re-appointment of Mr. Raghvendra Venugopal Bang (DIN 00356811) who retires by rotation		
3	Appointment of Auditors and fixing their remuneration		
<b>Special Business</b>			
4	Appointment of Mrs. Swati Sahukara (DIN: 06801137) as an independent Director		

Signed this.....day of....., 2015

Affix  
Revenue  
Stamp

\_\_\_\_\_  
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. A Proxy need not be a member of the Company.
3. Ratification of appointment of Auditors and fixing their remuneration
4. All alterations made in the Form of Proxy should be initialed.
5. The form should be signed across the stamp.
6. 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.



Route Map to AGM Venue



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

