

**NOTICE
THOMAS SCOTT (INDIA) LIMITED**

CIN: L18109MH2010PLC209302

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

NOTICE is hereby given that the **SIXTH ANNUAL GENERAL MEETING** of the Members of Thomas Scott (India) Limited will be held on Thursday, September 29, 2016 at 10.30 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002 to transact the following business.

ORDINARY BUSINESS:

- To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of Board of Directors & Auditors thereon.
- To appoint a Director in place of Mr. Purshottam Bang (holding DIN 02544947), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 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 6th 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:

- 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 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) 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:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amounts (₹in crore)
1.	Sale/purchase of raw material/ finished goods.	Enterprises owned or significantly influenced by key management personnel or their relatives	M/s. Bang Overseas Limited	25.00

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

**Rashi Bang
Company Secretary**

Place: Mumbai

Date: August 12, 2016

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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
3. **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.
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 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2016 to September 29, 2016 (both days inclusive).
7. Those shareholders who have not dematerialised their shares are advised to dematerialise their shareholding, to avoid inconvenience in future.
8. 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.
9. 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.
10. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(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.
11. 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.
12. Members may also note that the Annual Report for FY 2015-16 will also be available on the Company’s website www.thomasscott.org for their download.
13. 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).
14. 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.
 15. 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.
 16. 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.
 17. Members can address their queries to the Company at investor.tsil@banggroup.com
 18. 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.
 19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
 20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
 21. 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.

22. 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 Thursday, September 22, 2016, 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 Monday, September 26, 2016 and will end at 5.00 p.m. on Wednesday, September 28, 2016. 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 M/s. Kothari H. & Associates, 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. 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 Thursday, September 22, 2016. 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 Monday (day) September 26, 2016 and will end at 5.00 p.m. on Wednesday (day), September 28, 2016. 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

THOMAS SCOTT (INDIA) LIMITED

- 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
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers’ Report
- X. 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, 2016.
- XI. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.thomasscott.org within three days of conclusion of 6th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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:

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, passed a resolution at its meeting held on 12th February 2016, approving of the Company for sale, purchase of finished goods/raw materials

upto Rs. 25/- Crore for the period upto March 31, 2019.

Thomas Scott India Ltd so far done sale, purchase of raw materials/finished goods of Rs. 10.96/- Crore in Ordinary Course of Business and arms length basis. However the volume of the transaction is Material in nature.

These transactions are required to take mandatory approval of members under regulation 23(4) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company However the management has a view that the Company should adopt the said regulation voluntary and motion this resolution for approval of the members. Further, promoter and promoter group shall not participate in the voting process for the approval of this resolution.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and

its Powers) Rules, 2015 are as under:

Name of the Related Party	M/s. Bang Overseas Limited
Name of the Director/ KMP who is related	Mr. Brijgopal Bang, Managing Director, is a common director and promoter carry shareholding interest.
Nature of Relationship	Enterprise owned or significantly influenced by key management personnel or their relatives
Monetary Value	Rs. 25/- Crore
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	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 on arm's length basis and in the ordinary course of the Company's business.

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

The Board, therefore, recommends the Resolution set out at Item No. 4 of the Notice for the approval of the Members.

The members are further informed that promoters of the Company being a related party or having any 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 of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Rashi Bang
Company Secretary

Place: Mumbai
Date: August 12, 2016

ADDITIONAL INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The details pertaining to Directors liable to appoint / retire by rotation and eligible for re-appointment as required to be provided pursuant to **Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** is as follows:

Name of Director	Mr. Purshottam Bang
Date of Birth	18-07-1977
Age	39
Date of Appointment	30-05-2014
Permanent Account Number (PAN)	ADAPB3468N
Director Identification Number (DIN)	02544947
No. of Shares held in the Company as on 31st March, 2016	39600
Expertise in specific functional area	Marketing
Qualifications	B.Sc(Physics)
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Directorships held in other Indian public limited companies as on 31st March 2016	1. Bang Overseas Limited 2. Vedanta Creations Limited
Chairman / Member of the Committee of Board of Directors of the Company as on 31st March, 2016	N.A.
Chairman / Member of Committees of Board of Directors of other Indian public limited Companies as on 31st March, 2016	N.A.
Relationship with other directors, Manager and other KMP	N.A.
Number of Board meetings attended during the year 2015-16	1

THOMAS SCOTT (INDIA) LIMITED

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 **SIXTH ANNUAL GENERAL MEETING** of the Company, on **Thursday, September 29, 2016**, 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 (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 6th Annual General Meeting of the Company to be held on Thursday, September 29, 2016 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
Ordinary Business			
1	To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of Board of Directors & Auditors thereon.		
2	To appoint a Director in place of Mr. Purshottam Bang (holding DIN 02544947), 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 fixing their remuneration.		
Special Business			
4	To approve Related Party Transactions for the period upto March 31, 2019		

Signed this.....day of....., 2016

Signature of Shareholder

Affix Revenue Stamp

Signature of Shareholder

Signature of first Proxy holder

Signature of second 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. 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.
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.