



THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

Regd office: 447, 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 2024-25 of the Members of THOMAS SCOTT (INDIA) LIMITED will be held on Thursday, January 16, 2025, at 10.00 A.M. at through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses., 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. 15,00,00,000 (Fifteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity shares of Rs. 10 (Ten only) each and 10,00,000 (Ten Lakh) Redeemable Preference Shares of Rs.10/- each to Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 1,90,00,000 (One crore Ninety 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 an **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.20,00,00,000 (Rupees Twenty crore only) divided into 1,90,00,000 (One crore Ninety 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. APPROVAL FOR THE ISSUE OF EQUITY SHARES 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 upto 9,52,375 (Nine Lakh Fifty Two Thousand Three Hundred and Seventy Five Only) Equity Shares on preferential allotment basis (“Preferential Offer”) to other than Promoters/ Promoter Group as mentioned below (Proposed Allottees) of face value of Rs. 10/- each of the Company (“Equity Shares”) for cash consideration at a price of Rs. 330/-per share (including a premium of Rs. 320/-) aggregating upto Rs. 31,42,83,750/- (Indian Rupees Thirty-One Crore Forty Two

Lakhs Eighty Three Thousand Seven Hundred and Fifty 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	Name of the Ultimate Beneficial Owner	Maximum No. of Equity Shares allotted
1	Ashish Rameshchandra Kacholia	NA	307,539
2	RBA Finance And Investment Company	Suresh Kumar Agarwal	307,539
3	Mitul Prafulbhai Mehta	NA	61,050
4	Abdul Razzaq Shaikh	NA	45,787
5	Incipience Dealers LLP	Shivam Jhunjunwala	7,631
6	Kanta Anil Jain	NA	7,631
7	Reshma Manish Kukreja	NA	7,631
8	Sunil Satyanarayan Dayma	NA	15,262
9.	Amar Amarbahadur Maurya	NA	6,105
10.	Harshad V Ashar	NA	13,229
11.	Sunilkumar Mulraj Palreja	NA	10,170
12	Pratima D Kanabar	NA	10,177
13	Pitam Goel	NA	30,525
14	Nirjaksha Agarwal	NA	15,262
15	Nikhil Dilip Chowdhary	NA	15,262
16	Niveshaay Hedgehogs Fund	Arvind Ashokkumar Kothari	91,575
	Total		9,52,375

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Equity Shareholders, 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 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 Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Allottees 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 Equity Shares in one or more tranches and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the 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. 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 upto 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) Convertible Equity Warrants ("Warrants") on preferential allotment basis ("Preferential Offer") to other than Promoters/ Promoter Group as mentioned below (Warrant Holders/ Proposed Allottees) at a price of Rs. 330/-per share (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto Rs. 20,01,54,570 /- (Indian Rupee Twenty Crores One Lakh Fifty Four Thousand Five Hundred Seventy 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	Name of the Ultimate Beneficial owner	Maximum No. of Warrant allotted
1	Viren Raichand Shah	NA	91,575
2	Leena Bharat Shah	NA	91,575
3	Prabha Sarada	NA	122,100
4	Sheetal Surendra Bang	NA	91,575
5	Krijuna Wealth LLP	Bajaj Hemant Vasudev	30,525
6	Saroj Arora	NA	10,073
7	Afsana	NA	10,073
8	Ekta Mukesh Bhandari	NA	49,755
9.	Kalindi Nrityagopal Agrawal	NA	3,052
10.	Anita Bhasin	NA	10,073
11.	Pooja K Shah	NA	4,578
12	Shlok Rathod	NA	91,575
	Total		606,529

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 December 17, 2024.

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 atleast 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 remaining part 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."

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

**Place: Mumbai
Date: 21.12.2024**

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

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

Notes:

1. The 1st Extra Ordinary General Meeting (EGM) for the financial year 2024-25 will be held on Thursday, January 16, 2025, at 10:00 A.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
3. As the AGM shall be conducted through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there and cast their votes through e-voting.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. 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.
6. **In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.**
7. 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>.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on December 24, 2024. Members may note that Notice has been uploaded on the website of the Company at www.adanigreenenergy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively

and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
10. 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.
11. The Company has appointed Ms Sonam Jain, Practising Company Secretary as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
12. Corporate/ Institutional Members (i.e. other than individuals/ HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast votes through remote e-voting or voting at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board Resolution/ Authorization letter (PDF/JPG format) to the Scrutiniser through e-mail at info@khacs.com with a copy marked to Company cs@banggroup.com & evoting@nsdl.co.in authorizing its representative(s) to attend the AGM through VC/OAVM and cast vote on their behalf, pursuant to section 113 of the Act.
13. In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 1st EGM for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the EGM shall be sent to those Members who request for the same. The Notice of 1st EGM for the financial year 2024-25, is available on the website of the Company at www.thomasscott.org, on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
14. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday 20th December, 2024 have been considered for the purpose of sending the EGM Notice.
15. 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).
16. 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.

17. 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.
18. 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.
19. Members can address their queries to the Company at investor.tsil@banggroup.com

20. 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, January 09, 2025 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, January 13, 2025 and will end at 5.00 p.m. Wednesday, January 15, 2025. 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 **Monday, January 13, 2025 at 09.00 A.M.** and ends on **Wednesday, January 15, 2025 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, January 09, 2025**, 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.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
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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.com or call at 022 - 4886 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. 1800-21-09911

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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.tsil@banggroup.com. The same will be replied by the company suitably.

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

**Place: Mumbai
Date: 21.12.2024**

**Registered Office:
447, 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.

Item No. 1:

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.15 Crore only and it is proposed to increase the same by Rs.5 Crore to make it Rs.20 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.

Item No. 2:

The Board of Directors in its meeting held on December 21, 2024 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.15,00,00,000 (Rupees Fifteen Crores only) to Rs. 20,00,00,000 (Rupees Twenty 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.

Item No. 3 and 4:

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 December 21, 2024 had, subject to the approval of the members and other concern authorities, has approved the proposal for raising of funds by way of preferential issue of

- Up to 9,52,375 Equity Shares at an issue price of Rs. 330/- (including premium of Rs. 320/-) per Equity Share to Non-Promoters aggregating up to Rs. 31,42,83,750/- for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations
- Up to 6,06,529 Convertible Warrants at an issue price of Rs. 330/- per Warrant to Non-Promoters aggregating up to Rs. 20,01,54,570/- for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations;

Necessary information or details in respect of the proposed Preferential Issue of Warrants and Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

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 Equity Shares and Warrants as per details mentioned in the resolution at Item no. 3 & 4 of this Notice.

The details of the Equity and 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:	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"), The Board, pursuant to its resolution dated 21 st December 2024 has approved the proposed preferential issue of: <ol style="list-style-type: none">1. Upto 9,52,375 (Nine Lakh Fifty-Two Thousand Three Hundred Seventy Five) Equity Shares and2. Upto 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) Convertible equity warrants

2.	Maximum number of specified securities to be issued	<p>Upto 9,52,375 (Nine Lakh Fifty-Two Thousand Three Hundred Seventy Five) Equity Shares of the Company presently have face value of Rs.10/- (Rupee Ten each only) ("Equity Share") each at a price (including the Premium) of Rs. 330/- (Rupees Three Hundred and Thirty only) each to be payable in cash ("Issue Price", aggregating upto Rs. 31,42,83,750 (Rupees Thirty one Crores Forty Two Lakhs Eighty Three Thousand Seven Hundred Fifty Only) ("Total Issue Size).</p> <p>Upto 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty Nine) 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 exercise price) of Rs. 330/- (Rupees Three Hundred and Thirty only) each to be payable in cash ("Warrant Issue Price", aggregating upto Rs. 20,01,54,570 (Rupees Twenty Crores One Lakh Fifty Four Thousand Five Hundred Seventy Only) ("Total Issue Size", out of which atleast 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 remaining amount of the Warrant Issue Price ("Warrant Exercise Price") shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.</p>
3.	Objects of the Preferential Issue and aggregate amount proposed to be raised	<p>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, Set up the logistic and warehousing facility, marketing and branding, acquire any business or investment in business having the 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.</p>
4.	Relevant date	<p>The Relevant date is December 17, 2024 ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is January 16, 2025), to determine the price of equity share and Warrants pursuant to the proposed preferential issue as per SEBI (ICDR) Regulations.</p>
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. Dinesh Deora a Registered Valuer (Reg. No. IBBI/RV/07/2019/12711) having</p>

his office at # 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097

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>

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.

In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants and equity shares shall be allotted shall not be less than higher of the following:

- 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.

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.

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. Rs. 327.73/- (Rupees Three Hundred and Thirty only) as per valuation report.

In view of the above, the Board of the Company has fixed the Equity and Warrant Issue price (i.e. the price including the Warrant and Equity Subscription Price and Exercise Price) of Rs. 330/- (Rupees Three Hundred and Thirty only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

6.	Lock-in period	<p>The Equity shares, 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 Equity shares holders and 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>None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity share and 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 Equity shares and 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.	<p>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>	<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-B.</p>
11	<p>Change in control, if any in the Company that would occur consequent to the preferential offer</p>	<p>Upon the issuance and allotment of the Equity Shares, warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.</p>
12	<p>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>	<p>During the year the Company has allotted</p> <ul style="list-style-type: none"> • 3,73,000 Equity shares allotted on 23.04.2024 pursuant to conversion of warrants to 11 members of the Company including 5 Promoter/Promoter Group and 6 other than promoter/ Promoter Group. The issue price of the warrant was Rs 81/- on the basis of relevant date 12 September, 2023. • 6,07,000 equity shares allotted on 21.05.2024 pursuant to conversion of warrants to 5 members of the Company including 1 Promoter/Promoter Group and 4 other than promoter/ Promoter Group. The issue price of the warrant was Rs 81/- on the basis of relevant date 12 September, 2023 • 5,20,000 equity shares allotted on 16.07.2024 pursuant to conversion of warrants to 3 members of the Company including 1 Promoter/Promoter Group and 2 other than promoter/ Promoter Group. The issue price of the warrant was Rs 81/- on the basis of relevant date 12 September, 2023
13	<p>Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</p>	<p>None</p>
14	<p>Equity Shareholding Pattern before and after the Preferential Issue</p>	<p>Equity Shareholding Pattern before and after the Preferential Issue is enclosed as Annexure- C</p>
15	<p>Listing, Pari Passu</p>	<p>The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing</p>

		of the Equity Shares and 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	<ul style="list-style-type: none"> i. The Company, its 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. 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.

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|-------|--|
| 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;

The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date |
| viii. | The Equity Shares held by the proposed allottees in the Company are in dematerialized form only. |

None of the Directors or Key Managerial Personnel of the Company or their relatives 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& 4 to be approved by Special Resolution of the Members.

Annexure- A

Sr. No.	Name of Allottee	Name of the Ultimate Beneficial owner	Current Status	Pre-Holding*		No. of Shares allotted	Post Holding**		Post Issue Status
				Shareholding	%		Shareholding	%	
1	Ashish Rameshchandra Kacholia	NA	Non-Promoter	0	0	307,539	307,539	2.00	Non-Promoter
2	RBA Finance And Investment Company	Suresh Kumar Agarwal	Non-Promoter	0	0	307,539	307,539	2.00	Non-Promoter
3	Mitul Prafulbhai Mehta	NA	Non-Promoter	0	0	61,050	61,050	0.40	Non-Promoter
4	Abdul Razzaq Shaikh	NA	Non-Promoter	0	0	45,787	45,787	0.30	Non-Promoter
5	Incipience Dealers LLP	Shivam Jhunhunv la	Non-Promoter	0	0	7,631	7,631	0.05	Non-Promoter
6	Kanta Anil Jain	NA	Non-Promoter	0	0	7,631	7,631	0.05	Non-Promoter
7	Reshma Manish Kukreja	NA	Non-Promoter	0	0	7,631	7,631	0.05	Non-Promoter
8	Sunil Satyanarayan Dayma	NA	Non-Promoter	0	0	15,262	15,262	0.10	Non-Promoter
9	Amar Amarbahadur Maurya	NA	Non-Promoter	0	0	6,105	6,105	0.04	Non-Promoter
10	Harshad V Ashar	NA	Non-Promoter	49300	0.44	13,229	62,529	0.41	Non-Promoter
11	Sunilkumar Mulraj Palreja	NA	Non-Promoter	0	0	10,170	10,170	0.07	Non-Promoter
12	Pratima D Kanabar	NA	Non-Promoter	0	0	10,177	10,177	0.07	Non-Promoter
13	Pitam Goel	NA	Non-Promoter	0	0	30,525	30,525	0.20	Non-Promoter
14	Nirjaksha Agarwal	NA	Non-Promoter	0	0	15,262	15,262	0.10	Non-Promoter
15	Nikhil Dilip Chowdhary	NA	Non-Promoter	0	0	15,262	15,262	0.10	Non-Promoter
16	Niveshaay Hedgehogs Fund	Arvind Ashokkumar Kothari	Non-Promoter	61496	0.54	91,575	153,071	0.99	Non-Promoter

*The pre-issue shareholding pattern is as on December 13, 2024.

Annexure- B

Sr. No.	Name of Allottee	Name of the Ultimate Beneficial owner	Current Status	Pre Holding*		No. of Warrants allotted	Post Holding**		Post Issue Status
				Shareholding	%		Shareholding	%	
1	Viren Raichand Shah	NA	Non-Promoter	26,000	0.23	91,575	117,575	0.77	Non-Promoter
2	Leena Bharat Shah	NA	Non-Promoter	26,000	0.23	91,575	117,575	0.77	Non-Promoter
3	Prabha Sarda	NA	Non-Promoter	-	-	1,22,100	122,100	0.79	Non-Promoter
4	Sheetal Surendra Bang	NA	Non-Promoter	-	-	91,575	91,575	0.60	Non-Promoter
5	Krijuna Wealth LLP	Bajaj Hemant Vasudev	Non-Promoter	-	-	30,525	30,525	0.20	Non-Promoter
6	Saroj Arora	NA	Non-Promoter	-	-	10,073	10,073	0.07	Non-Promoter
7	Afsana	NA	Non-Promoter	-	-	10,073	10,073	0.07	Non-Promoter
8	Ekta Mukesh Bhandari	NA	Non-Promoter	-	-	49,755	49,755	0.32	Non-Promoter
9	Kalindi Nriyagopal Agrawal	NA	Non-Promoter	-	-	3,052	3,052	0.02	Non-Promoter
10	Anita Bhasin	NA	Non-Promoter	-	-	10,073	10,073	0.07	Non-Promoter
11	Pooja Krunal Shah	NA	Non-Promoter	-	-	4,578	4,578	0.03	Non-Promoter
12	Shlok Rathod	NA	Non-Promoter	-	-	91,575	91,575	0.60	Non-Promoter

Annexure- C

Sr. No.	Particulars	Pre-issue shareholding		Post issue shareholding (assuming conversion of full warrants into Equity)	
A	Promoter / Promoter Group Shareholding				
	Individual	6524310	57.76	6524310	42.48
	Body Corporate	10445	0.09	10445	0.06

B	Non Promoter shareholding				
	Institutional	145514	1.29	237089	1.56
	Non-institutions				
	Individuals	3427228	30.34	7095109	46.18
	Body Corporate	2,21,982	1.97	529521	3.44
	Others (Including NRI)	965149	8.55	965149	6.28
	Total (A)+(B)	1,12,95,219	100.00	1,53,61,623	100.00

*The pre-issue shareholding pattern is as on December 13, 2024.

**Assuming all the Warrants issued pursuant to this issue and also the 25,07,500 warrants already issued but pending for conversion are converted into Equity Shares of the Company.

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

**Place: Mumbai
Date: 21.12.2024**

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

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