



Date: 05/10/2023

To,

BSE Limited,  
Listing Department  
PhirojshahJeejobhoy Towers  
25th Floor, Dalal Street  
Mumbai 400 001

The National Stock Exchange of India  
Limited.  
Listing Department  
Exchange Plaza", BandraKurla Complex  
Bandra East, Mumbai -400051

**Sub: Announcement under regulation 30 of SEBI (LODR) Regulations, 2015 for Submission of addendum to the notice of 1<sup>st</sup> Extra Ordinary General Meeting for the financial year 2023-24 dated 15<sup>th</sup> September, 2023 of Thomas Scott India Limited.**

**Reference: Notice of 1<sup>st</sup> Extra Ordinary General Meeting dated 15<sup>th</sup> September, 2023 submitted by us on 18<sup>th</sup> September, 2023 and issued to shareholders on 18<sup>th</sup> September, 2023.**

Dear Sir/Madam,

This is with reference to our earlier submission of **Notice of 1<sup>st</sup> Extra Ordinary General Meeting for the financial year 2023-24** dated 15<sup>th</sup> September, 2023 for convening the Extra Ordinary General Meeting for obtaining the shareholder's approval on the resolutions stated in the 1<sup>st</sup> EGM of the members of the company for the financial year 2023-24 scheduled to be held on Thursday, 12<sup>th</sup> October, 2023 at 10:00 A.M. Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai – 400002.

The EGM notice has been already dispatched to the shareholders of the Company through email on **18<sup>th</sup> September, 2023** in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act"). Subsequent to the issuance of the Notice of EGM, the Board of the Directors of the Company at their meeting held on 5<sup>th</sup> October, 2023, have considered and approved the addendum notice of 1<sup>st</sup> EGM with respect to Resolution no 3 for issue and allot 60,00,000 convertible equity warrants of the Company on Preferential issue basis, to the promoters and non-promoters at a price of Rs.81./-per share (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto Rs.48,60,00,000/- (Indian Rupees Forty Eight Crore and Sixty Lakhs Only) on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

The board of directors further took on records that Pursuant to the clarification sought by National Stock Exchange of India Limited and BSE Limited, the corrections needed in List of Allottees and contents of explanatory Statement of Resolution no. 3 by added the current status and post allotment status of the proposed allottees, and revised valuation report by Registered Valuer and pre and post shareholding pattern of the company, the board of



Directors of the company in its meeting dated 5<sup>th</sup> October, 2023 further approved the corrections in the Resolution no. 3 and its Explanatory Statement, and also approved the addendum notice of 1<sup>st</sup> EGM for the financial year 2023-24 of the Company for obtaining shareholders' approval on modification and correction on the resolution no. 3 of the notice with regards to the Preferential issue of allotment of 60,00,000 Convertible Equity Warrants.

Accordingly, this addendum Notice of 1<sup>st</sup> EGM for the financial year 2023-24 is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 1<sup>st</sup> EGM Notice of the Company dated 15<sup>th</sup> September, 2023.

The addendum to the Notice of EGM Resolution No. 3 along with its explanatory statement is attached herewith.

The addendum to the Notice of the 1<sup>st</sup> EGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s).

The addendum to the Notice of 1<sup>st</sup> EGM will also be available on the website of the Company [www.thomasscott.org](http://www.thomasscott.org) and on the website of the BSE Ltd. And NSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the company also publish the information about the addendum in the notice of EGM in the newspaper accordingly.

We request you to kindly take a note of the above.

**By Order of Board of Directors**

**Rashi Bang**  
**Company Secretary & Compliance Officer**

**ENCL: Addendum to the Notice of 1<sup>st</sup> EGM for the financial year 2023-24 of Thomas Scott India Limited.**

**THOMAS SCOTT (INDIA) LIMITED**

CIN: L18109MH2010PLC209302

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

[investor.tsil@banggroup.com](mailto:investor.tsil@banggroup.com)[www.thomascott.org](http://www.thomascott.org)

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**ADDENDUM TO THE NOTICE OF 1<sup>ST</sup>EXTRA- ORDINARY GENERAL MEETING (EGM)  
FOR THE FINANCIAL YEAR 2023-24**

**ADDENDUM TO THE NOTICE OF 1<sup>ST</sup> EXTRA- ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2023-24 OF THE SHAREHOLDERS OF THOMAS SCOTT (INDIA) LIMITED WILL BE HELD ON THURSDAY, 12<sup>TH</sup> OCTOBER, 2023 AT 10:00 AM AT MAHESHWARI BHAVAN, 603, JAGANNATH SHANKAR SETH ROAD, MUMBAI – 400002 to transact the business matters stated in the Original Notice of EGM dated 15<sup>th</sup> September, 2023 and this Addendum Notice of EGM issued by the Company to the shareholders.**

**THOMAS SCCOTT (INDIA) LIMITED (“the Company”)** issued Notice of 1<sup>ST</sup> EGM for the financial year 2023-24 dated 15th September, 2023 sent through email to those members whose email addresses are registered with the Company and or Depository Participants(s) and to members who have not registered their email address, physical copies through permitted mode on 18th September, 2023 for obtaining their approval for Resolution No. 1 to 4 as stated in the notice of EGM. The NOTICE OF EGM has been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the Ministry of Corporate Affairs.

The following information in the Notice is hereby notified through this Corrigendum to all the shareholders/members of the Company that in the said notice of EGM the Resolution No. 3 for issue and allotment of 60,00,000 convertible equity warrants of the Company on Preferential issue basis, to the promoters and non-promoters at a price of Rs.81./-per share (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto Rs.48,60,00,000/- (Indian Rupees Forty Eight Crore and Sixty Lakhs Only) required some corrections pursuant to the clarification sought by National Stock Exchange of India Limited and BSE Limited.

The board of directors has taken on record that pursuant to the clarification sought by National Stock Exchange of India Limited and BSE Limited one of the proposed allottees viz. Leela Maheshwari (Non Promoter-Individual) whose name is mentioned at in the table of list of allottees in Sr. 16 in the Special Resolution at Item no. 3 in the Original Notice of the Extra Ordinary General Meeting dated 15<sup>th</sup> September, 2023 has been disqualified for the present preferential issue/offer due to breach of condition of Regulation 167(6) r.w. Regulation 159(1) of SEBI (ICDR) Regulations, 2018 and some contents needs to be added in the explanatory statement to the resolution no. 3 related to the current status and post allotment status of the proposed allottees, pre and post shareholding pattern and revised valuation report by registered valuer.

The board of Directors of the company in its meeting dated 5<sup>th</sup> October, 2023 further approved the correction in the Resolution no. 3 and the Explanatory Statement for issue and allotment of 60,00,000 convertible equity warrants on preferential issue basis, and board of directors also approved addendum notice of 1<sup>st</sup> EGM for the Financial year 2023-24 of the Company for obtaining shareholder’s approval on modification and correction on the resolution no. 3 of the notice with regards to the Preferential issue of allotment of 60,00,000 Equity warrants. The board of Directors recommended to the members the resolutions for their consent in EGM of the company.

The addendum Notice of the EGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s). For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode. The said addendum Notice of EGM will also be available on the website of the Company [www.thomasscott.org](http://www.thomasscott.org) and on the website of the BSE Ltd. and NSE Ltd. at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) respectively.

**I. The following information to be replaced/ altered / added and read in the Special Resolution mentioned in the Item no. 3 of the original Notice of EGM dated 15<sup>th</sup> September, 2023:-**

In the List of proposed Allotees of the convertible equity warrants part of the special Resolution' mentioned at item no. 3 of the Notice, name of Mrs. Leela Maheshwari( Sr No 16 ) as Non Promoter / Public category be replaced/ altered with the name of Mrs. Shruti Brijpal Maheshwari as Non Promoter / Public category.

Further it is also be informed to the shareholders that the other content of the original resolution will remain unchanged.

**II. The following information to be replaced/ altered / added and read in the Explanatory Statement for the Item no. 3 of the original notice of EGM dated 15<sup>th</sup> September, 2023**

The Current and proposed status of the allottees post the preferential issues namely, Promoter or Non Promoter added and the name of Mrs. Leela Maheshwari replaced with Mrs. Shruti Brijpal Maheshwari in annexure A and accordingly changes made in annexure B.

**Sr No 10 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**

The **Annexure A** be replaced/ altered / and read as under:

| Sr. No. | Name of Allottee       | Name of the Ultimate Beneficial owner | Current Status | Pre Holding  |      | No. of Warrants to be allotted | Post Holding |       | Post issue Status |
|---------|------------------------|---------------------------------------|----------------|--------------|------|--------------------------------|--------------|-------|-------------------|
|         |                        |                                       |                | Shareholding | %    |                                | Shareholding | %     |                   |
| 1       | Vandana Brijgopal Bang | NA                                    | Promoter Group | 0            | 0.00 | 1700000                        | 1700000      | 12.27 | Promoter Group    |
| 2       | Laxminiwas Bang        | NA                                    | Promoter Group | 13,650       | 0.17 | 338000                         | 351650       | 2.54  | Promoter Group    |
| 3       | #Ashmi Jiten Shah      | NA                                    | Non Promoter   | 2500         | 0.03 | 50000                          | 52500        | 0.38  | Promoter Group    |
| 4       | #Avisha Jiten Shah     | NA                                    | Non Promoter   | 1000         | 0.01 | 30000                          | 31000        | 0.22  | Promoter Group    |
| 5       | #Trupti Jiten Shah     | NA                                    | Non Promoter   | 1000         | 0.01 | 40000                          | 41000        | 0.30  | Promoter Group    |
| 6       | #Jiten Raichand Shah   | NA                                    | Non Promoter   | 1000         | 0.01 | 40000                          | 41000        | 0.30  | Promoter Group    |
| 7       | Shankar Shashi         | NA                                    | Non-           | 0            | 0.00 | 1350000                        | 1350000      | 9.75  | Non-              |

|    |                                     |    |              |       |      |        |        |      |              |
|----|-------------------------------------|----|--------------|-------|------|--------|--------|------|--------------|
|    | Sharma                              |    | Promoter     |       |      |        |        |      | Promoter     |
| 8  | Mohit Khullar                       | NA | Non-Promoter | 0     | 0.00 | 700000 | 700000 | 5.05 | Non-Promoter |
| 9  | Amit Ramesh Bhartia                 | NA | Non-Promoter | 0     | 0.00 | 100000 | 100000 | 0.72 | Non-Promoter |
| 10 | Hemant Modi                         | NA | Non-Promoter | 0     | 0.00 | 50000  | 50000  | 0.36 | Non-Promoter |
| 11 | Madhu Sharma                        | NA | Non-Promoter | 0     | 0.00 | 150000 | 150000 | 1.08 | Non-Promoter |
| 12 | Manish kumar P Kiri                 | NA | Non-Promoter | 0     | 0.00 | 100000 | 100000 | 0.72 | Non-Promoter |
| 13 | Premal Mukundbhai Shah              | NA | Non-Promoter | 0     | 0.00 | 400000 | 400000 | 2.89 | Non-Promoter |
| 14 | Rajendra Kumar Sharma               | NA | Non-Promoter | 0     | 0.00 | 100000 | 100000 | 0.72 | Non-Promoter |
| 15 | Ranganathan Ramachandra             | NA | Non-Promoter | 0     | 0.00 | 50000  | 50000  | 0.36 | Non-Promoter |
| 16 | Shruti Maheshwari*                  | NA | Non-Promoter | 0     | 0.00 | 30000  | 30000  | 0.22 | Non-Promoter |
| 17 | Sarita Rathi                        | NA | Non-Promoter | 0     | 0.00 | 60000  | 60000  | 0.43 | Non-Promoter |
| 18 | Bhanwar Lal Bhootra                 | NA | Non-Promoter | 0     | 0.00 | 300000 | 300000 | 2.17 | Non-Promoter |
| 19 | Anuddin Khan                        | NA | Non-Promoter | 0     | 0.00 | 50000  | 50000  | 0.36 | Non-Promoter |
| 20 | AtulArora                           | NA | Non-Promoter | 23286 | 0.30 | 50000  | 73286  | 0.53 | Non-Promoter |
| 21 | Yash Sanjay Sharma                  | NA | Non-Promoter | 259   | 0.00 | 54000  | 54259  | 0.39 | Non-Promoter |
| 22 | Prashant Sharma                     | NA | Non-Promoter | 0     | 0.00 | 33500  | 33500  | 0.24 | Non-Promoter |
| 23 | Riddhi Rushabh Parikh               | NA | Non-Promoter | 0     | 0.00 | 12500  | 12500  | 0.09 | Non-Promoter |
| 24 | Ketan Kumar Satishchandra Parikh    | NA | Non-Promoter | 2250  | 0.02 | 60000  | 62250  | 0.45 | Non-Promoter |
| 25 | AshishVirendra Gandhi               | NA | Non-Promoter | 986   | 0.01 | 40000  | 40986  | 0.30 | Non-Promoter |
| 26 | Viran Raichand Shah                 | NA | Non-Promoter | 0     | 0.00 | 26000  | 26000  | 0.19 | Non-Promoter |
| 27 | Leena Bharat Shah                   | NA | Non-Promoter | 0     | 0.00 | 26000  | 26000  | 0.19 | Non-Promoter |
| 28 | Sandhya Nishith shah & Ashna N Shah | NA | Non-Promoter | 0     | 0.00 | 30000  | 30000  | 0.22 | Non-Promoter |
| 29 | Sandhya Nishith shah & Anvi N Shah  | NA | Non-Promoter | 0     | 0.00 | 30000  | 30000  | 0.22 | Non-Promoter |

\*Name of Shruti Brijpal Maheshwari is being replaced in place of Mrs Leela Maheshwari

**Sr No 14 Equity Shareholding Pattern before and after the Preferential Issue**

The **Annexure B** be replaced/ altered / and read as under:

**Annexure- B**

| Sr. No.  | Particulars                                       | Pre-issue shareholding |               | Post issue shareholding<br>(assuming conversion of full<br>warrants into Equity) |               |
|----------|---|------------------------|---------------|--|---------------|
| <b>A</b> | <b>Promoter / Promoter<br/>Group Shareholding</b> |                        |               |  |               |
|          | <b>Individual</b>                                 | 54,58,186              | 69.51         | 76,61,686#   | 55.31         |
|          | <b>Body Corporate</b>                             | 10,445                 | 0.13          | 10,445   | 0.08          |
| <b>B</b> | <b>Non Promoter<br/>shareholding</b>              |                        |               |  |               |
|          | <b>Institutional</b>                              | 0                      | 0             | 0  | 0             |
|          | <b>Non-institutions</b>                           |                        |               |  |               |
|          | Individuals                                       | 19,40,065#             | 23.70         | 57,36,565  | 41.41         |
|          | Body Corporate                                    | 3,45,433               | 4.40          | 3,45,433   | 2.49          |
|          | Others (Including<br>NRI)                         | 98,590                 | 1.25          | 98,590   | 0.71          |
|          | <b>Total (A)+(B)</b>                              | <b>78,52,719</b>       | <b>100.00</b> | <b>1,38,52,719</b>   | <b>100.00</b> |

# Mrs. Ashmi Jiten Shah, Avisha Jiten Shah , Trupti Jiten Shah and Jiten Raichand Shah are considered as Individual Non Promoter category in pre shareholding pattern whereas, all names are considered in the Promoter Group of the Company in post shareholding pattern as Mrs Ashmi Jiten Shah got married with Mr. Vedant Bang, one of the promoter of the company

**Item No 5 Basis on which the price has been arrived at and justification for the price (including premium, if any)**

Also the Company has received the revised Valuation report while changing in working of valuation for last 90 trading days in his report and hence the information related to Valuation Report provided in the point no. 5 of the Explanatory Statement to the item no. 3 be changed by replacing the link <https://www.thomasscott.org/investor-relations.htm> and the same is available for inspection by the members and the same may be accessed on the Company's website. Also note that there is no change in the minimum price calculated as per previous working of registered valuer and also no change in the recommended price, which was decided by the board for issue of warrants.

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

**Place: Mumbai  
Date: 15.09.2023**

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

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