

THOMAS SCOTT (INDIA) LIMITED

CIN: L18109MH2010PLC209302

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

investor.tsil@banggroup.comwww.thomascott.org**Date: 14/01/2025****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 1st Extra Ordinary General Meeting for the financial year 2024-25 dated 21st December, 2024 of Thomas Scott India Limited.****Reference: Notice of 1st Extra Ordinary General Meeting dated 21st December, 2024 submitted by us on 24th December, 2024 and issued to shareholders on 24th December, 2024.****Dear Sir/Madam,**

This is with reference to our earlier submission of **Notice of 1st Extra Ordinary General Meeting for the financial year 2024-25** dated 21st December, 2024 for convening the Extra Ordinary General Meeting for obtaining the shareholder's approval on the resolutions stated in the 1st EGM of the members of the company for the financial year 2024-25 scheduled to be held on Thursday, 16th January, 2025 at 10:00 A.M. through video conferencing (VC) or Other Audio Visual Means (OAVM).

The EGM notice has been already dispatched to the shareholders of the Company through email on **24th December, 2024** 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 21st December, 2024, have considered and approved the addendum notice of 1st EGM with respect to Resolution no 3 for issue and allot 9,52,375 (Nine Lakh Fifty Two Thousand Three Hundred and Seventy Five Only) Equity Shares of the Company on Preferential issue basis, to the non-promoters at a price of Rs.330./-per share (including the premium) aggregating upto Rs. 31,42,83,750/- (Indian Rupees Thirty-One Crore Forty Two Lakhs Eighty Three Thousand Seven Hundred and Fifty Only) and Resolution No. 4 for issue and allot 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) Convertible Equity Warrants Preferential issue basis, to the non-promoters at a price of Rs.330./-per share on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

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The board of directors further took on records that Pursuant to the clarification sought by National Stock Exchange of India 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 14th January, 2025 further approved the corrections in the Resolution no. 3 & 4 and its Explanatory Statement, and also approved the addendum notice of 1st EGM for the financial year 2024-25 of the Company for obtaining shareholders' approval on modification and correction on the resolution no. 3 & 4 of the notice with regards to the Preferential issue of allotment of 9,52,375 Equity Shares and Preferential issue of allotment of 6,06,529 Equity Convertible Warrants.

Accordingly, this addendum Notice of 1st EGM for the financial year 2024-25 is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 1st EGM Notice of the Company dated 21st December, 2024.

The addendum to the Notice of EGM Resolution No. 3 & 4 along with its explanatory statement is attached herewith.

The addendum to the Notice of the 1st 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 1st EGM will also be available on the website of the Company www.thomascott.org and on the website of the BSE Ltd. And NSE Ltd. at www.bseindia.com and 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 1st EGM for the financial year 2024-25 of Thomas Scott India Limited.

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Regd office: 447, Kewal Industrial Estate, SenapatiBapat Marg,
Lower Parel (W), Mumbai- 400013.investor.tsil@banggroup.comwww.thomascott.org**ADDENDUM TO THE NOTICE OF 1STEXTRA- ORDINARY GENERAL MEETING (EGM)
FOR THE FINANCIAL YEAR 2024-25**

ADDENDUM TO THE NOTICE OF 1STEXTRA- ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF THOMAS SCOTT (INDIA) LIMITED WILL BE HELD ON THURSDAY, 16TH DECEMBER, 2024 AT 10:00 AM through video conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business matters stated in the Original Notice of EGM dated 21st December, 2024 and this Addendum Notice of EGM issued by the Company to the shareholders.

THOMAS SCOTT (INDIA) LIMITED ("the Company") issued Notice of 1ST EGM for the financial year 2024-25 dated 21st December, 2024 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 21st December, 2024 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 9,52,375 (Nine Lakh Fifty Two Thousand Three Hundred and Seventy Five Only) Equity Shares and resolution no. 4 for 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) Convertible Equity Warrants ("Warrants") of the Company on Preferential issue basis, to the non-promoters at a price of Rs. 330./-per share (including the premium) and the explanatory statement for the Resolution no. 3 & 4 required some corrections pursuant to the clarification sought by National Stock Exchange of India Limited and change in list allottees of equity convertible warrants .

The board of directors has taken on record that pursuant to the clarification sought by National Stock Exchange of India Limited one of the proposed allottees viz. **PRATIMABEN D KANABAR** (Non Promoter-Individual) whose name is mentioned at in the table of list of allottees in Sr. 12 in the Special Resolution at Item no. 3 in the Original Notice of the Extra Ordinary General Meeting dated 21st December, 2024 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 also the management has decided to replace the **MRS. EKTA MUKESH BHANDARI** mentioned in point no. 8 in the List of allottees in resolution no. 4 of the original notice dated 21st December, 2024 due to unwillingness of the allottee for the subscription of warrants and some contents needs to be added/corrected in the explanatory statement to the

resolution no. 3 and 4 related to the Pre and post Shareholding Pattern, content of valuation report and the link of the website on which the revised valuation report by registered valuer is available.

The board of Directors of the company in its meeting dated 14th January, 2025 further approved the correction in the Resolution no. 3 and Resolution no. 4 and the Explanatory Statement for issue and allotment of Equity Shares and convertible equity warrants on preferential issue basis and in the explanatory statement to the resolution no. 3 and 4, and board of directors also approved addendum notice of 1st EGM for the Financial year 2024-25 of the Company for obtaining shareholder's approval on modification and correction on the resolution no. 3 and Resolution no. 4 of the notice with regards to the Preferential issue of allotment of 9,52,375 Equity shares and 6,06,529 Convertible Equity Warrants and the explanatory statement. 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 of EGM

Notice will also be available on the website of the Company www.thomasscott.org and on the website of the BSE Ltd. and NSE Ltd. at www.bseindia.com, 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 21st December, 2024:-

In the List of proposed Allotees of the equity shares part of the special Resolution' mentioned at item no. 3 of the original Notice, name of **Mrs. Pratimaben D Kanabar (Sr. No. 12)** as Non Promoter / Public category be replaced/ altered with the name of **Mr. Samarth D Kanabar** 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 Special Resolution mentioned in the Item no. 4 of the original Notice of EGM dated 21st December, 2024:-

In the List of proposed Allotees of the equity convertible warrants of the special Resolution' mentioned at item no. 4 of the original Notice, name of **Mrs. Ekta Mukesh Bhandari (Sr. No. 8)** as Non Promoter / Public category be replaced/ altered with the name of **Radiant Global Fund-Class B Participating Shares (Name of the Ultimate Beneficial owner is Fatheya Saleh Mohamed Ali Almarzooqi)** 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.

III. The following information to be replaced/ altered / added and read in the Explanatory Statement for the Item no. 3 and 4 of the original notice of EGM dated 21st December, 2024

Corrections in the table provided for the details of the Equity and Warrant issue and other particulars and relevant disclosures, 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) as follows:

- a) point no. 5 related to the **Basis on which the price has been arrived and justification for the price (including premium, if any) is rectified and will be read as under:**

Report of the independent registered valuer:

The Valuation was performed by Mr. Dinesh Deora a Registered Valuer (Reg. No. IBBI/RV/07/2019/12711) having 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/financial-results/notice-of-extraordinary-general-meeting/TSIL REPORT%20ON%20VALUATION%20OF%20SHARES v2.pdf](https://www.thomasscott.org/financial-results/notice-of-extraordinary-general-meeting/TSIL%20REPORT%20ON%20VALUATION%20OF%20SHARES%20v2.pdf)

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 the Articles of Association of the Company provides for determination of floor price for equity shares to be allotted pursuant to the

preferential issue on the basis of the valuation report of the registered valuer subject to such condition prescribed in the rules made under the Companies Rules 2014.

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. 327.73/- (Rupees Three Hundred and Twenty Seven and Seven Three paise 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.

b) Point no. 10 is rectified and will be read as under:

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- 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-A and B**.

In Annexure-A, point no. 12 and 16 be replaced/ altered and read as under

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	%	
12	Mr. Samarth D Kanabar	NA	Non-Promoter	0	0	10,177	10,177	0.07	Non-Promoter
16	Niveshaay Hedgehogs Fund	NA	Non-Promoter	195699	1.73	91,575	2,87,274	1.87	Non-Promoter

In Annexure-B point no. 8 be replaced/ altered and read as under

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	%	

8	Radiant Global Fund-Class B Participating Shares	Fatheya Saleh Mohamed Ali Almarzooqi)	Non-Promoter	0	0	49,755	49,755	0.32	Non-Promoter
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c) Point no. 14 is rectified and will be read as under:

Equity Shareholding Pattern before and after the Preferential Issue- Equity Shareholding Pattern before and after the Preferential Issue is enclosed as Annexure- C

Also, as per the query raised by the NSE in Annexure C, the pre-issue and post-issue shareholding pattern is not proper. There is difference of 591 shares. In view of the query the Board has approved the corrections in the Annexure -C.

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

Annexure- C

Sr. No.	Particulars	Pre-issue shareholding		Post issue shareholding (assuming conversion of full warrants into Equity)	
A	Promoter / Promoter Group Shareholding				
	Individual	65,24,310	57.76	76,49,310	49.79
	Body Corporate	10,445	0.09	10,445	0.07
B	Non-Promoter shareholding				
	Institutional	1,45,020	1.29	2,86,350	1.86
	Non-institutions				
	Individuals	40,08,298	35.48	64,62,677	42.07
	Body Corporate	2,87,121	2.54	6,32,816	4.12
	Others (Including NRI)	3,20,025	2.84	3,20,025	2.08
	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.

d) Point no. 16 is rectified and will be read as under:

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/financial-results/notice-of-extraordinary-general-meeting/Certificate from PCS NSE compliance.pdf>

For the shareholders who has already voted by remote e-voting to the resolution as mentioned in the original Notice of the 1st EGM for the Financial year 2024-25 dated 21st December, 2024 before the addendum to the EGM notice may write their queries, if any, to the Scrutinizer on the email id cssonamjain3@gmail.com with 48 hours from the receipt of the addendum to the notice of 1st EGM for the financial year 2024-25 dated 14th January, 2025.

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

**Place: Mumbai
Date: 14.01.2024**

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

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