

Date: 21.12.2024

To,

<b>BSE Limited, Listing Department Phirojshah Jeejobhoy Towers 25th Floor, Dalal Street Mumbai 400 001</b>	<b>The National Stock Exchange of India Limited. Listing Department Exchange Plaza", Bandra Kurla Complex Bandra East, Mumbai -400051</b>
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Dear Sir/Madam,

**Sub: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref.: Thomas Scott (India) Limited (BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT)**

In furtherance to our intimation dated 18<sup>th</sup> December, 2024 we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 21<sup>st</sup> December, 2024 has, inter alia, approved the following subject to requisite approvals including that of the shareholders of the Company:

**1. Approval for increase in Authorised Share Capital of the Company:**

Subject to the approval of the shareholders the Board has given approval for increase the Authorised Share Capital of the Company from 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, whether Cumulative or Non-Cumulative in nature, of Rs. 10/- (Rupees Ten Only), to 20,00,00,000 (Twenty Crores only) 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.

**2. Alteration of the Capital Clause in the Memorandum of Association & Articles of Association of the company:**

Subject to the approval of the shareholders, the Board has given approval for Alteration of the Capital Clause in the Memorandum of Association & Articles of Association of the company by altering **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.

### **3. Approval for the Issue of Equity Shares on Preferential Basis**

Issuance upto 9,52,375 (Nine Lakh Fifty Two Thousand Three Hundred and Seventy Five Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) at an issue price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, 2018 to the Non-Promoters category by way of preferential basis in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended (“Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended (“Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2022 and as amended from time to time (‘SEBI ICDR Regulations’) subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory/governmental authorities, as may be required;

### **4. Approval for Preferential Issue of Warrants:**

- (i) Issuance upto 6,06,529 Warrants convertible into 6,06,529 (Six Lakh Six Thousand Five Hundred Twenty-Nine) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) to the Non-Promoters at an issue price shall not be lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations (as detailed in Annexure 1), on a preferential basis in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended (“Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended (“Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2022 and as amended from time to time (‘SEBI ICDR Regulations’) subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory/governmental authorities, as may be required;
- (ii) An amount equivalent to atleast 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable within a period not exceeding 18 (Eighteen) months, in one or more tranches, from the date of allotment of the Warrants.

**5. Extra Ordinary General Meeting:**

The Board also Authorised Mr. Brijgopal Bang, Managing Director and/ or Ms. Rashi Bang, Company Secretary of the Company to fix date, day time and venue for holding an Extra Ordinary General Meeting (EGM) of the Company to seek approval of the shareholders of the Company for the aforesaid preferential issue.

Additional details pursuant to Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015 is enclosed as **Annexure 1**.

The Board Meeting commenced at 04:00 P.M. and concluded at 08:15 P.M.

Copy of the same is being also made available on the website of the Company at [www.thomasscott.co.in](http://www.thomasscott.co.in).

We request you to kindly take the abovementioned information on record and oblige.

**For Thomas Scott (India) Limited**

**Brijgopal Balaram Bang**  
**Managing Director**  
**DIN: 00112203**

## Annexure- I

**Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015**

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.):	<ol style="list-style-type: none"> <li>Equity Shares</li> <li>Warrants convertible into Equity Shares of i.e. 1 Equity Share per 1 Warrant.</li> </ol>
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential issue of Equity shares and convertible warrants under Chapter V of the SEBI ICDR Regulations.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<ol style="list-style-type: none"> <li>Upto 9,52,375 (Nine Lakh Fifty Two Thousand Three Hundred and Seventy Five Only) Equity Share at a price shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations.</li> <li>Up to 6,06,529 Warrants, at an exercise price shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations.</li> </ol> <p>The Preferential Issue will be undertaken for cash consideration. The Subscription Share Price shall be payable at the time of subscription and allotment of the Subscription Shares. As for the Warrants, an amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of the Warrants, and the balance 75% shall be payable at the time of allotment of equity shares pursuant to exercise of the right attached to the Warrants to subscribe to equity share. The Warrant Exercise Price and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.</p>
4	<b>Details furnished in case of preferential issue</b>	

	Name of the Investor	Annexure -II
	<p>Post allotment of securities</p> <ul style="list-style-type: none"> <li>• outcome of the subscription,</li> <li>• issue price/ allotted price (in case of convertibles),</li> <li>• number of investors</li> </ul>	<p>Annexure -II</p> <p>Shall be intimated at the time of allotment. (The Equity Shares and Warrants proposed to be issued at price in terms of SEBI (issue of Capital and Disclosure Requirements) Regulations, 2018.)</p> <p>The price shall be not lower than the price calculated in accordance with the provisions of SEBI ICDR Regulations</p> <p>29</p>
	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Each Warrant would be convertible into one equity share of face value of Rs. 10/- each and the rights attached to the Warrants can be exercised at any time within the period of 18 (eighteen) months from the date of allotment the Warrants.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrant, the Warrant shall lapse and the 25% of the Warrant Exercise Price paid at the time of issuance of Warrant will be forfeited by the Company.</p>
	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

## Annexure II

Sr. no.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of shares to be allotted	Post issue holding	Post Issue Holding %
1	Ashish Rameshchandra Kacholia	Non Promoter	-	0	3,07,539	3,07,539	2.00
2	RBA Finance And Investment Company	Non Promoter	-	0	3,07,539	3,07,539	2.00

3	Mitul Prafulbhai Mehta	Non Promoter	-	0	61,050	61,050	0.40
4	Abdul Razzaq Shaikh	Non Promoter	-	0	45,787	45,787	0.30
5	Incipience Dealers LLP	Non Promoter	-	0	7,631	7,631	0.05
6	Kanta Anil Jain	Non Promoter	-	0	7,631	7,631	0.05
7	Reshma Manish Kukreja	Non Promoter	-	0	7,631	7,631	0.05
8	Sunil Satyanarayan Dayma	Non Promoter	-	0	15,262	15,262	0.10
9	Amar Amarbahadur Maurya	Non Promoter	-	0	6,105	6,105	0.04
10	Harshad V Ashar	Non Promoter	49,300	0.44	13,229	62,529	0.41
11	Sunilkumar Mulraj Palreja	Non Promoter	-	0	10,170	10,170	0.07
12	Pratima D Kanabar	Non Promoter	-	0	10,177	10,177	0.07
13	Pitam Goel	Non Promoter	-	0	30,525	30,525	0.20
14	Nirjaksha Agarwal	Non Promoter	-	0	15,262	15,262	0.10
15	Nikhil Dilip Chowdhary	Non Promoter	-	0	15,262	15,262	0.10
16	Niveshaay Hedgehogs Fund	Non Promoter	61,496	0.54	91,575	1,53,071	0.99

### Annexure III

Sr. no.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of warrants to be allotted	Post issue holding after conversion	Post Issue Holding %
1	Viren Raichand Shah	Non Promoter	26,000	0.23	91,575	1,17,575	0.77
2	Leena Bharat Shah	Non Promoter	26,000	0.23	91,575	1,17,575	0.77
3	Prabha Sarda	Non Promoter	-	0	1,22,100	1,22,100	0.79
4	Sheetal Surendra Bang	Non Promoter	-	0	91,575	91,575	0.60
5	Krijuna Wealth LLP	Non Promoter	-	0	30,525	30,525	0.20
6	Saroj Arora	Non Promoter	-	0	10,073	10,073	0.07

7	Afsana	Non Promoter	-	0	10,073	10,073	0.07
8	Ekta Mukesh Bhandari	Non Promoter	-	0	49,755	49,755	0.32
9	Kalindi Nrityagopal Agrawal	Non Promoter	-	0	3,052	3,052	0.02
10	Anita Bhasin	Non Promoter	-	0	10,073	10,073	0.07
11	Pooja K Shah	Non Promoter	-	0	4,578	4,578	0.03
12	Shlok Rathod	Non Promoter	-	0	91,575	91,575	0.60

#### Annexure- IV

*\*The post issue shareholding pattern in the above table has been prepared with shareholding as on 13<sup>th</sup> December, 2024 and on the basis of the assumption of conversion of remaining outstanding warrants and on the basis that the Proposed Allottees would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 10 each (face value) upon conversion of Warrants. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

*\*It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

**For Thomas Scott (India) Limited**

**Brijgopal Bang  
Managing Director**