



Date: October 1, 2021

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| To Department of Corporate Services, BSE Ltd. P.J. Towers, Dalal Street, Fort, Mumbai- 400 001 | To Listing Department The National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 |
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Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT

Sub.: Proceedings of the 11th Annual General Meeting of Thomas Scott (India) Limited for the Financial year 2020-2021 held on Thursday, September 30, 2021.

Dear Sir/Madam,

As per the above captioned matter, we herewith submit the Brief Proceedings of 11th Annual General Meeting of the Company held on September 30, 2021 as per Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid information on your record.

Thanking You,

Yours faithfully,
For **Thomas Scott (India) Limited**

Rashi Bang
Company Secretary & Compliance Officer



**PROCEEDINGS OF THE 11th ANNUAL GENERAL MEETING OF THE MEMBERS OF
THOMAS SCOTT (INDIA) LIMITED HELD ON THURSDAY, SEPTEMBER 30, 2021 AT
01:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")**

PROCEEDINGS OF THE 11th ANNUAL GENERAL MEETING

The 11th Annual General Meeting of the Members of the Company was held on Thursday, 30th day of September, 2021 at 1.30 P. M. IST through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") to seek the approval of members of the Company on resolutions set out in the Notice Convening Annual General Meeting.

Mr. Brijgopal Bang, Managing Director of the Company chaired the meeting.

The Chairman welcomed the shareholders of the company and the requisite quorum being present, Company Secretary called the meeting to be in order.

The Company Secretary informed that the meeting was held through VC/OAVM in compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs and order dated September 08, 2020 from Registrar of Companies, Maharashtra, Mumbai and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India.

It is also to be noted that the Company filed Corrigendum to Notice dated September 28, 2021 for change in list of allottees of preferential allotment of warrants. One of the proposed allottee Mr. Bharat Boob had been disqualified and his name had to be removed from Annexure A of Notice dated September 4, 2021. The shares of Mr. Bharat Boob were allotted to other allottees.

Company Secretary also informed the shareholders that Chairman of the Audit Committee & Chairman Nomination and Remuneration Committee was present at this meeting through VC. Chairperson of Stakeholders Relationship Committee Meeting was also present at this meeting through VC. She also introduced other directors who were present as panellist.

The Chairman then further informed that, CFO, Company Secretary, Statutory Auditors and Secretarial Auditors were present at the meeting through Video Conference.

With the permission of the members present at the meeting, the Notice convening the Annual General Meeting of the Company alongwith Directors' Report and Auditors' Report as circulated to the shareholders of the Company were taken as read and thereafter the Chairman continued with the proceedings of the meeting.

Details of the number of shareholders who were present at the meeting are as follows:

| CATEGORY | PROMOTER AND PROMOTER GROUP | PUBLIC | TOTAL |
|---|-----------------------------|-----------|-----------|
| Through Proxy/Corporate Representation (Video Conference) | 1 | - | 1 |
| Video Conference | 16 | 41 | 57 |
| Total | 17 | 41 | 58 |

The following resolutions as set out in the Notice convening the Annual General Meeting were considered and deliberated upon with the forum open for question and answers:

| Sr. No. | DETAILS OF THE AGENDA | TYPE OF THE RESOLUTION |
|---------|--|------------------------|
| | ORDINARY BUSINESS | |
| 1. | To consider and adopt Audited financial statements of the Company for the financial year ended March 31, 2021 and the Reports of Board of Directors & Auditors thereon. | Ordinary Resolution |
| 2. | To appoint a Director in place of Mr. Raghvendra Venugopal Bang (DIN: 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | Ordinary Resolution |
| | SPECIAL BUSINESS | |



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|----|--|---------------------|
| 3. | To consider and approve related party transactions by the Company with the respective related parties and for the maximum amounts per annum. | Ordinary Resolution |
| 4. | To increase authorized share capital of the company and consequential amendment in Memorandum of Association of the Company | Ordinary Resolution |
| 5. | To approve the proposed Preferential issue | Special Resolution |

The Company Secretary further informed the members about the remote e-voting facility provided to the shareholders which commenced on Monday, 27th September 2021 at 9.00 a.m. and ended on Wednesday, 29th September 2021 at 5.00 p.m. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through E-voting.

The Board of Directors has appointed M/s Kothari H. & Associates, Practicing Company Secretaries, as the Scrutinizer for e-voting and remote e-voting process at the Annual General Meeting.

The Company has allowed shareholders who had registered themselves as speaker shareholders to ask questions for better participation and one to one communication with Panel Members / Board of Directors.

As all the business of the meeting was completed, the Chairman declared the meeting as concluded. The Chairman thanked all the members present at the meeting through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") for taking active interest in the working of the Company.

This is for your information and records.

For Thomas Scott (India) Limited

Rashi Bang

Company Secretary & Compliance Officer