THOMAS SCOTT

Date: September 07, 2026

To,	To,
The General Manager,	The Manager,
Department of Corporate Services,	Listing Department,
BSE Ltd.	**National Stock Exchange of India Limited**
P.J. Towers, Dalal Street,	Exchange Plaza, Bandra-Kurla Complex,
Fort, Mumbai- 400 001	Bandra (East), Mumbai - 400051

Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT
Subject: Notice convening the 16th Annual General Meeting ("AGM") of Thomas Scott (India) Limited ("the Company")

Dear Sir/ Madam,

Pursuant to Regulations 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby enclose the Notice convening the 16th AGM of the Company to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the financial year 2025-26.
Details of AGM are as under:

Particulars	Details
Day and Date	Tuesday, September 29, 2026
Time	01.00 P.M. (IST)
Book Closure Date	Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive)
Remote E-voting period	Friday, September 25, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M

The Notice for the 16th AGM of the Company is being sent electronically to those shareholders whose email IDs are registered with the Company/Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice is also available on the Company's website at https://www.thomasscott.org/investor-relations.htm and on the website of National Securities Depository Limited ("NSDL") at https://www.evoting.nsdl.com.

The remote e-voting period commences on Friday, September 25, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. During this period, members holding shares either in physical form or in dematerialised form as on Tuesday, September 22, 2026, i.e. cut-off date, may cast their vote electronically.

This is for your information and record.

Thanking You,
Yours faithfully,
For Thomas Scott (India) Limited

BRIJGOPAL BALARAM BANG
Digitally signed by BRIJGOPAL BALARAM BANG
Date: 2026.09.07 23:08:19 +05'30'

Brijgopal Bang
Managing Director
DIN: 00112203

Encl: As above

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SIXTEENTH (16TH) ANNUAL GENERAL MEETING (AGM)** of the Members of **THOMAS SCOTT (INDIA) LIMITED** will be held on, **Tuesday, September 29, 2026,** at **01.00 P.M** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the Financial Year ended on March 31, 2026, together with the Reports of the Auditors and the Board of Directors' thereon, on that date.

2. To appoint a director in place of Mr. Vedant Bang (DIN: 09506327) who retires by rotation, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Approval of Material Related Party Transaction with Bang Overseas Limited.

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in supersession of earlier resolution, pursuant to the applicable provisions of section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Bang Overseas Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, as per the details given below and also set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Party (Nature of Relationship)	Nature of Transaction	Amount of Transaction	Tenure
1	Bang Overseas Limited (an enterprise owned or significantly influenced by the Key Managerial Personnel of the Company and/ or their	Sale/Purchase of Raw Material and Finished Goods and /or Services.	200 Crores	1 years from the date of Approval i.e. 30th September, 2026 to 29th September, 2027.

	relatives)			

RESOLVED FURTHER THAT the Board be and are hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

4. Approval of Material Related Party Transaction with Vedanta Creations Limited

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in supersession of earlier resolution, pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether indivi dually or series of transaction(s) taken together or otherwise), with **Vedanta Creations Limited**, a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, as per the details given below and also set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary (ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Party and Nature of Relationship	Nature of Transaction	Tenure	Amount of Transaction
1	Vedanta Creations Limited (Enterprise owned or significantly influenced by the Key Managerial Personnel of the Company and/or their relatives.)	Sale/ Purchase of Goods and Services	1 years from the date of Approval i.e. 30th September, 2026 to 29th September, 2027.	100 Crores

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

5. To Reappoint Mr. Vedant Bang (DIN: 09506327) as Managing Director of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per applicable regulations of SEBI (Listing Obligation and Disclosure requirements) regulation, 2015 and amended from time to time, and on the recommendation of the Nomination and Remuneration committee and Board and as per the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Vedant Bang (DIN: 09506327) as Managing Director for the E-commerce segment of the Company, for a period of 3 (three) years w.e.f October 01, 2026 on the terms and conditions including revised remuneration as set out in the Statement annexed to the Notice, liable to retire by rotation, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT the remuneration payable to Mr. Vedant Bang as Managing Director with effect from October 01, 2026 shall be within the limit as specified under section 197 read with schedule V of the Companies Act, 2013, as under:

I. Period of Appointment: 03 years

II. Period of Remuneration: October 01, 2026 to September 30, 2029.

III. Remuneration: The Basic Salary shall be in the range of Rs.6,00,000/- to Rs. 12,00,000/- per month, with the annual increment as may be decided by the Board from time to time, which may be provided in one or more of the following heads:

a. Basic Salary
b. House Rent Allowances
c. Special allowance
d. Leave Travel allowance
e. City Compensatory Allowance
f. Annual club maintenance fees
g. Payment of statutory contribution toward PF, ESIC as may be applicable
h. Conveyance allowance
i. Gratuity
j. Other allowance, with the annual increment as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Mr. Vedant Bang shall not be entitled for any sitting fee for attending any meeting of the Board of Directors or a committee thereof.

RESOLVED FURTHER THAT the relation between the Company and Mr. Vedant Bang, Managing Director shall be deemed to be employer-employee and his services may be terminated by either side, by providing 6 months' notice or remuneration in leave thereof.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of directors of the Company be and is hereby authorized with liberty and powers to increase, reduce, alter or vary the terms and conditions of remuneration in such manner as the Board may deem fit within the limit specified as aforesaid from time to time during his tenure.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

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

Sd/-
Rashi Bang
Company Secretary & Compliance Officer
Membership No.: A25526

Place: Mumbai
Date: 01.09.2026

Registered Office:
447, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.
Email: investor.tsil@banggroup.com
Website: https://www.thomasscott.org/
CIN: L18109MH2010PLC209302

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. Further, this is in compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars issued from time to time, in respect of above.

2. In compliance with the relevant provisions of the Companies Act, 2013 ("Act"), the Listing Regulations and the aforesaid MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company i.e. 447, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.

3. In this Annual Report, the connotation of "Members" and "Shareholders" is the same.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. 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 cssonamjain3@gmail.com with a copy marked to Company investor.tsil@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.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.

9. 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, August 28, 2026 have been considered for the purpose of sending the AGM Notice and Annual Report 2025-26.

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 relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No. 3, 4 and 5 is annexed hereto.

12. Details of Director seeking re-appointment at the ensuing AGM (as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and as per clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) is being part of the Explanatory Statement as Annexure-A.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL. The Instruction for e-voting are given in this Notice.

14. Pursuant to the provisions of Section 101 and Section 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, as amended from time to time, electronic copy of the Notice of AGM and Annual Report for the Financial Year 2025-26 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with RTA of the Company, KFIN Technologies Limited (in case of shares held in physical form).

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the RTA, KFIN Technologies Limited/ Company in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Physical copy of the Notice of the 16th AGM along with Annual Report for the financial year 2025-26 shall be sent to those Members who request for the same.

17. As per the circulars issued by MCA and SEBI, the Annual Report will be sent through electronic mode to only those Members whose e-mail IDs are registered with the RTA of the Company/RTA/Depository Participant. Further, as per Listing Regulations, a letter will be sent to those shareholders whose e-mail IDs are not registered with the Company providing the web-link, including the exact path, where complete details of the Annual Report are available.

18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report for the Financial year 2025-26 has been uploaded on the website of the Company at https://www.thomasscott.org/. 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

19. 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.banggroup.com/investor-relation/.

20. Members holding shares in physical form are requested to update their KYC details by sending the following forms along with requisite supporting documents viz. a request letter signed by the shareholder (including joint shareholder, if any) along with self-attested copy of PAN Card(s), AADHAAR Card(s) and cancelled cheque bearing name of the first shareholder/ a copy of Bank Passbook/ statement attested by bank, Share Certificate(s) and Client Master List etc. to the RTA of the Company, KFIN Technologies Limited at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra, Tel. No.: 18003094001, e-mail: einward.ris@kfintech.com or lodge the documents through the 'KPRISM Mobile App' which is a secure, user-friendly application developed by our RTA, that empowers investors to effortlessly access various services and can be accessed at https://kprism.kfintech.com/

Sr. No.	Particulars	Forms
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2	Confirmation of signature of Shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

Shareholders will be able to lodge any grievance or any service request shall be entertained by RTA only upon registration of the KYC details.

The formats of Investor Service Request Forms (ISR) are available on the website of the Company and the RTA at https://www.thomasscott.org/investor-relations.htm and https://kprism.kfintech.com/ respectively.

21. The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form are requested to register the same by submitting Form No. SH-13. The Members holding shares in electronic form are requested to approach their Depository Participant for the same.

22. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's RTA.

23. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

24. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8

dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue in lieu of Duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting the following forms:

Sr. No.	Particulars	Forms
1	Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios	ISR-4
2	Transmission or Transposition	ISR-5

The formats of Investor Service Request Forms (ISR) are available on the website of the Company and the RTA at https://www.thomasscott.org/investor-relations.htm and https://kprism.kfintech.com/ respectively.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to get inherent benefits of dematerialization.

25. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. 29th September, 2026. Members seeking to inspect such documents can send an email to investor.tsil@banggroup.com.

26. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 22, 2026 i.e. a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

27. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, September 22, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system.

28. Mrs. Sonam Jain, Practicing Company Secretary (Membership No. F9871 and CP No. 12402) has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 (two) working days of conclusion of the AGM, a

consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

29. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and KFIN Technologies Limited immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited and National Stock Exchange of India Limited and will be placed on their website thereafter.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 25, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 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. Tuesday, September 22, 2026, 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, being Tuesday, September 22, 2026.

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 and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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 user 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 and General Meeting 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.com. 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 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

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

3. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

5. 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 AGM ARE AS UNDER: -

1. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM. Further, a facility will be provided to the Members attending the meeting through VC/OAVM, whereby they can pose questions concurrently, during the proceeding of the meeting.

7. Registered Speaker Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

Sd/-
Rashi Bang
Company Secretary & Compliance Officer Membership No.: A25526

Place: Mumbai
Date: 01.09.2026

Registered Office:
447, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.
Email: investor.tsil@banggroup.com
Website: https://www.thomasscott.org/
CIN: L18109MH2010PLC209302

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

The following statement sets out all the material facts relating the Resolution Nos. 3, 4 and 5 to be passed as mentioned in the accompanying Notice:

Item No. 3 & 4:

The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), require prior approval of the Members by way of an Ordinary Resolution for all material related party transactions if a transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceed(s) the thresholds specified in Schedule XII of these regulations.

Regulation 23(4) of SEBI listing regulations provides that all ***material related party transactions*** shall require prior approval of the shareholders through an ordinary resolution.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as provided in the said regulation. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on February 14, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated October 13, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

SN	Particulars of the Information	Information provided by the Management	
A. Details of the related party and transactions with the related party			
A1)	**Basic details of the Related Party Transaction**		
1	Name of the Related Party	**Bang Overseas Limited**	**Vedanta Creations Limited**
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Designing, manufacturing and trading of men's formal and casual wear garments,	Manufacturing, producers, processors, traders, dealers,

		including customised apparel	wholesalers, retailers, importers, exporters, agents, stockiest, distributors, seller of and dealer in in all kinds of fabrics, textiles and other textile goods.
A2)	**Relationship and ownership of the related party**		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Bang Overseas Limited ("BOL") – an enterprise owned or significantly influenced by the Key Managerial Personnel of the Company and/or their relatives.	Vedanta Creations Limited ("VCL") – an enterprise owned or significantly influenced by the Key Managerial Personnel of the Company and/or their relatives.
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil	Nil
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Promoters of the listed entity are the Promoters of the related party.	Promoters of the listed entity are the Promoters of the related party.
A(3)	**Details of previous transactions with the related party**		

1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	**Year** / **Nature of transaction** / **Amount (Rs. In crores)** **2025-26** / **Purchase of Goods** / **116.95** **2025-26** / **Sale of Goods** / **81.02**	**Year** / **Nature of transaction** / **Amount (Rs. In crores)** **2025-26** / **Purchase of Goods** / **-** **2025-26** / **Sale of Goods** / **-**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Total Amount of Purchase Transaction - Rs. 32.27 Crores (till June 30, 2026)** **Total Amount of Sale Transaction – Rs. 15.42 Crores (till June 30, 2026)**	**Total Amount of Purchase Transaction - Rs. 1.21 Crores (till June 30, 2026)** **Total Amount of Sale Transaction – Rs. 0.0572 Crores (till June 30, 2026)**
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	**No**	**No**
A(4)	**Amount of the proposed transactions**		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto 200 Crore for purchase/sale of raw materials and finished goods and /or Services	Upto 100 Crore for purchase/sale of raw materials and finished goods and /or Services
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Not Applicable
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transaction represents approximately 78.46 % of the annual turnover for the immediately preceding financial year.	The value of the proposed transaction represents approximately 39.23% of the annual turnover for the immediately preceding financial year.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding	Not Applicable	Not Applicable

<table>
<tr><td></td><td>financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td></td><td></td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction represents approximately 89.31% of the related party’s annual Consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction represents approximately 788.02% of the related party’s annual turnover for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Rs.in Crores)</td><td>Details of BOL as standalone & Consolidated basis
<table>
<tr><th>Particular’s</th><th>Standalone Amount (Rs. In crores)</th><th>Consolidated Amount (Rs. In crores)</th></tr>
<tr><td>Turn-over</td><td>222.74</td><td>223.93</td></tr>
<tr><td>Net-worth</td><td>83.49</td><td>93.42</td></tr>
<tr><td>Net Profits/ loss</td><td>4.54</td><td>5.94</td></tr>
</table></td><td>Details of VCL as standalone basis
<table>
<tr><th>Particulars</th><th>Amount (Rs. In crores)</th></tr>
<tr><td>Standalone Turnover</td><td>12.69</td></tr>
<tr><td>Standalone Networth</td><td>10.89</td></tr>
<tr><td>Standalone Net Profits</td><td>1.43</td></tr>
</table></td></tr>
<tr><td>A(5)</td><td>Basic details of the proposed transaction</td><td></td><td></td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction</td><td>Sale/ purchase of raw materials and finished goods and / or services</td><td>Sale/ purchase of raw materials and finished goods and/or Services</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>At arms' length (Based on quotations)</td><td>At arms' length (Based on quotations)</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months</td><td>12 Months</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year,</td><td>NA</td><td>NA</td></tr>
</table>

	provide estimated break-up financial year-wise.		
6	**Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity**	The proposed transaction(s) are in the ordinary course of business and at arm's length and are required for business operations, ensuring continuity of supply, operational efficiency and cost optimization.	The proposed transaction(s) are in the ordinary course of business and at arm's length and are required for business operations, ensuring continuity of supply, operational efficiency and cost optimization.
7	**Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.**		
	a. Name of the Director/KMP	Mr. Brijgopal Bang Mr. Vedant Bang Mrs. Vandana Bang	Mr. Brijgopal Bang Mr. Vedant Bang Mrs. Vandana Bang
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	Mr. Brijgopal Bang- 11.22% Mrs. Vandana Bang – 4.89%	-
8	**A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.**	The certificate from Independent Statutory Auditor has been received and placed before the Audit Committee Meeting.	The certificate from Independent Statutory Auditor has been received and placed before the Audit Committee Meeting.
9	**Other information relevant for decision making**	None	None
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**		
1	**Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services**	**Not Applicable**	**Not Applicable**
2	**Basis of determination of price.**	At Arm's length basis	At Arm's length basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:		

	a. Amount of Trade advance	25 crores	25 crores approx.
	b. Tenure	1 year	1 year
	c. Whether same is self-liquidating?	Yes	Yes
4	Any other information that may be relevant	None	None

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 3 & 4 of this Notice, for approval by the Members of the Company.

Mr. Brijgopal Bang, Mr. Vedant Bang, Managing Directors and Mrs. Vandana Bang, Director and their relatives are deemed to be concerned or interested in resolution no. 3 & 4 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 3 & 4 of this Notice.

Item No. 5 To Reappoint Mr. Vedant Bang (DIN: 09506327) as Managing Director.

In accordance with the provisions of Section 196, 197 and 203 read with Schedule V of the Act, to re-appoint and pay remuneration, in excess of the limit specified, requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on September 01, 2026, for the reappointment of Mr. Vedant Bang (DIN: 09506327), as Managing Director for the E-commerce segment of the Company, for a period of 3 (three) years w.e.f October 01, 2026 on a remuneration which shall in range of Rs. 6,00,000/- to Rs. 12,00,000/- per month (inclusive of perquisites and allowances), with the annual increment as may be decided by the Board from time to time., subject to the approval of the shareholders through special resolution in the General Meeting of the Company.

Mr. Vedant Bang is a part of promoter group and Managing Director (E-Comm) of the Company. He has nearly seven years of experience as a senior management consultant in Deloitte in the Banking, Financial, Investment Services and Insurance domain. He is effectively taking care of all the business and financial responsibilities. Based on his vast experience and efforts, the Board of Directors considered it to be desirable to re-appoint him as Managing Director of E-commerce segment. The payment of remuneration was approved by the Nomination and Remuneration Committee based on the industry standards and the responsibilities handled by the Managing Director of the Company.

The information to be given pursuant to the requirement of sub clause (iv) of the section II of the part II of the Schedule V of the Companies Act, 2013 are as under –

I	**General Information**	
1	Nature of Industry	Manufacturing and Trading of Garments & fabrics
2	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 2010

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	Financial Performance for F.Y. 2025-26: 1. Gross Revenue: Rs. 7781.03 Lakh 2. Profit after Tax: Rs. 602.09 Lakh 3. EPS: 4.22
5	Foreign investments or collaborators, if any	Not applicable
II.	**Information about the appointee:**	
1	Background Details	Mr. Vedant Bang aged 30 years, carries nearly seven years of experience as a senior management consultant in Deloitte in the Banking, Financial, Investment Services and Insurance domain. He is is a Graduate from Mumbai University, he is also a Fellow Member of the Institute of Actuaries, Chartered Enterprise Risk Actuary, UK and CFA Charter holder, USA. He is a promoter of the Company and joined as a director on 15.02.2022. He is also looking after the Company and its other group concern.
2	Past Remuneration:	We have taken approval of Board and Nomination and Remuneration Committee for providing him a remuneration upto Rs. 800,000 per month.
3	Recognition and rewards	None
4	Job profile and his suitability	Mr. Vedant Bang handles day to day affairs of the Company and assist in developing and preparing company's business strategies and comprehensive business plans along with other board members and works for their execution. His focus is dedicated towards the growth of Company. He analyzes problematic situations and occurrences and provides solutions to ensure company survival and growth. Committee is of the opinion that his vast experience will be suitable for the Managing Director of E-commerce segment.
5	Remuneration Proposed	Remuneration shall be in range of Rs.6,00,000 – Rs.12,00,000. Further details of proposed remuneration are presented in the resolution.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Besides the remuneration proposed for being Managing director in the Company, Mr. Vedant Bang is also promoter of the Company and holds 5,37,936 (3.67%) equity shares of Rs. 10/- each. Mr. Vedant Bang is also relative of Mr. Brijgopal Bang, Managing Director and Mrs. Vandana Bang, Non Executive Director of the Company which may be deemed as interested in the above said resolution.
III.	**Other Information :**	
1.	Reasons of loss or inadequate profits:	Profit for the year was increased, because of better product mix been identified and used, with efficient control by Management, over production cost and other direct and indirect cost.
2.	Steps taken or proposed to be taken for Improvement:	The company has taken some steps in previous year and continuing for profitable product mix, innovative and modern design of product, better sales strategy, increase customer retention, cheaper rate of borrowings, and most of all utilisation of manpower with increase of efficiency, although the price of Raw materials and others related cost been increased, company makes all possible efforts to optimum using of efficiency with controlled management.
3	Expected increase in productivity and profits in measurable terms:	The company is always very conscious about improvement in productivity and undertakes constant measures to improve it. It is extremely difficult to predict profits in measureable terms.
IV.	**Disclosures:**	
1	The remuneration package proposed to be given to Mr. Vedant Bang is as per the details given in the resolution & explanatory statement. The Annexure IV in Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings with a notice period of 6 (six) month by either side.	

The terms of remuneration, as set out in the resolution no. 5 are considered to be just, fair and reasonable by the Nomination and Remuneration Committee and are in accordance with the remuneration policy of the Company as well as in the industry.

Mr. Vedant Bang and his relatives shall be deemed to be concerned or financial interested in the resolution to the extent of remuneration payable to him as stated in the resolution. Further Mr. Brijgopal Bang, the Managing Director and Mrs. Vandana Bang, Non-Executive Director being his relative may be deemed to be concerned or interested otherwise. Except them, none of the Directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

In light of the above, your Board recommends passing of necessary resolution as set out in Item No. 5 of the notice as a Special Resolution.

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

Sd/-
Rashi Bang
Company Secretary & Compliance Officer
Membership No.: A25526

Place: Mumbai
Date: 01.09.2026

Registered Office:
447, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.
Email: investor.tsil@banggroup.com
Website: https://www.thomasscott.org/
CIN: L18109MH2010PLC209302

ANNEXURE-A

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	**Mr. Vedant Bang**
DIN	09506327
Date of Birth	16.07.1996
Age	30 Years
Date of first appointment on the Board	15.02.2022
Qualifications	Chartered Enterprise Risk Actuary, UK & CFA Charter holder, USA
Experience and Expertise	Has eminence knowledge and expertise in digitalize business model.
Number of Meetings of the Board attended during the year (FY 2025-2026)	Seven (7)
Directorship held in other Public Limited Companies (including listed Companies)	Thomas Scott (India) Limited Bang Overseas Limited Vedanta Creations Limited
Chairman/ Membership of Committees in other Public Limited Companies	Nil
Listed entities from which the person has resigned in the past 3 years	Nil
No. of equity shares held in the Company	5,37,936 Equity shares
Relationship with other directors, manager and other Key Managerial Personnel of the Company	He is son of Mr. Brijgopal Bang, Managing Director of the Company and Mrs. Vandana Bang, Non- Executive Director of the Company.
Terms and Conditions of appointment/ re-appointment	Re-appointment in terms of section 152(6) of the Companies Act, 2013
Remuneration last drawn (per annum)	Rs.90 Lakh

Remuneration sought to be paid	Rs. 12,00,000 per Month

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

Sd/-
Rashi Bang
Company Secretary & Compliance Officer
Membership No.: A25526

Place: Mumbai
Date: 01.09.2026

Registered Office:
447, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.
Email: investor.tsil@banggroup.com
Website: https://www.thomasscott.org/

CIN: L18109MH2010PLC209302