

INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest in equity shares of **Alan Scott Industries Limited** unless they can afford to take risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of **Alan Scott Industries Limited** for taking an investment decision, investors must rely on their own examination of the Company including risks involved.

ABSOLUTE RESPONSIBILITY OF ALAN SCOTT INDUSTRIES LIMITED

Alan Scott Industries Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to **Alan Scott Industries Limited**, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of **Alan Scott Industries Limited** which are listed on The OTC Exchange of India are proposed to be traded on BSE Ltd. under the "Direct listing category" category.

COMPANY INFORMATION

Name of the Company	Alan Scott Industries Limited
ISIN No.	INR000004058
Registered office	15, silver sands, Juhu Tara road, Mumbai 400049
Ph. No.	+91 9920377859,
Email	alanscottindustrieslimited@gmail.com
Website	www.alanscottind.com
Name of the Company Secretary & Compliance Officer	Mr. Ramkrishna Shukla 208, sai gudiya bldg, jain nagar , navghar road , bhayander east Thane 401105
Email	ramshukla1234@gmail.com
Registrar & Transfer Agent :	Link Intime India Pvt. Ltd
Address	C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai-400 078
Ph. No.	022 25946970
Fax No.	022 25946969
Email:	alan@linkintime.co.in
Auditors	H A M & Co. Hardik M Shah & Associates C-1, C-49, Mahavir Nagar, Shankar Lane, Kandivali W, Mumbai - 400 067
Email	hardikshah005@yahoo.co.in

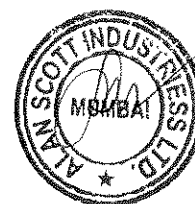
Note: Investors may contact the Compliance officer in relation to share transfer problem.
Date: 15.04.2015



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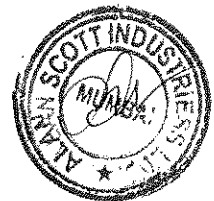
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GLOSSARY OF TERMS/ ABBREVIATIONS

Articles/ Articles of	Articles of Association of Alan Scott Industries Limited
Auditors	The Statutory Auditors of Alan Scott Industries Limited
Board of Directors/ Board/ Directors	The Board of Directors of Alan Scott Industries Limited
OTCEI	OTC Exchange of India
BSE	BSE Limited
CDSL	Central Depository Services (I) Ltd.
NSDL	National Securities Depository Limited
Companies Act	The Companies Act, 1956, or The Companies Act, 2013 as amended from time to time
EPS	Earnings per Equity Share
Equity Shares	Equity Shares of the Company of Rs.10 each
Financial Year	The twelve months ended March 31 of a particular year fiscal/ FY
Information Memorandum	This document as filed with the BSE is known as and referred to as the Information Memorandum
I. T. Act	The Income-tax Act, 1961, as amended from time to time, except as stated otherwise
Memorandum / Memorandum Of Association	The Memorandum of Association of Alan Scott Industries Limited
RBI	Reserve Bank of India
ROC	Registrar of Companies, Maharashtra
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time



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SCHEDULE II

[See sections 43(2) (a) and 56]

MATTERS TO BE SPECIFIED IN PROSPECTUS AND REPORTS TO BE SET OUT THEREIN

PART I

I. General information

(a) Name and address of registered office and corporate office of the company.

Registered office:
15, silver sands,
Juhu Tara road,
Mumbai 400049

(b)(i) Consent of the Central Government for the present issue and declaration of the Central Government about non responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(b)(ii) Letter of intent/industrial licence and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(c) Names of regional stock exchange and other stock exchanges where application made for listing of present issue.

Not applicable. However the company is already listed on OTCEI.

(d) Provisions of sub-section (1) of section 68A of the Companies Act, relating to punishment for fictitious applications.

The Company an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(e) Statement/declaration about refund of the issue if minimum sub- subscription of 90 % is not received within 90 days from closure of the issue.

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(f) Declaration about the issue of allotment letters/refunds within a period of 10 weeks and interest in case of any delay in refund at the prescribed rate under section 73(2)/(2A).

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.



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(g) Date of opening of the issue. **Not Applicable**

Date of closing of issue. **Not Applicable**

Date of earliest closing of the issue. **Not Applicable**

(h) Names and addresses of auditors

H. A. M. & Co
Hardik M Shah & Associates
C-1, C-49, Mahavir Nagar,
Shankar Lane, Kandivali W,
Mumbai - 400 067

Lead managers: **Not Applicable as this is not IPO/FPO**

(i) Name and address of trustee under debenture trust deed (in case of debenture issue): **Not Applicable**

(j) Whether rating from CRISIL or any rating agency has been obtained for the proposed debenture/preference shares issue: **No**

(k) Underwriting of the issue: **Not Applicable**

(l) a statement by the board of directors stating that –

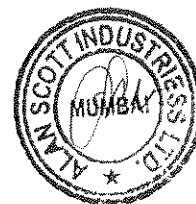
(i) all moneys received out of issue of shares or debentures to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73 ;

(ii) details of all monies utilised out of the issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of the company indicating the purpose for which such monies had been utilised ;

And

(iii) details of all unutilised monies out of the issue of share or debentures, if any, referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of the company indicating the form in which such unutilised monies have been invested.

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.



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II. Capital structure of the company

(a) Authorised, issued, subscribed and paid-up capital.

SL No.	Particulars	Remarks
1.	Authorised	50,00,000 Equity Shares of Rs. 10/- each.
2.	Issued, Subscribed and Paid-up Capital	32,63,700 Equity Shares of Rs. 10/- each.

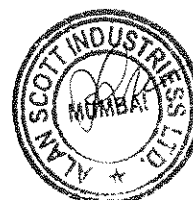
List of Top 10 Shareholders

SL. No.	Name	Number of Shares	Percentage of Holding
1	SOKETU JAYANT KUMAR PARIKH	826900	25.34
2	VIVEK NAVAL KISHORE GUPTA	170000	5.21
3	IL AND FS SECURITIES SERVICES LIMITED	149300	4.57
4	HARSHIL KANTILAL KOTHARI (KANTILAL CHANDULAL KOTHARI)	140000	4.29
5	CONCORD CAPITALS PRIVATE LIMITED	92800	2.84
6	VINOD KUMAR MADHOK	88700	2.72
7	VIDEOCON INTERNATIONAL LTD	43500	1.33
8	CRB TRUSTEE LTD A/C CRB MUTUAL FUND	40000	1.23
9	DEVESH KUMAR PATEL	30000	0.92
10	PASUPATI FINCAP LTD	24300	0.74
10	SOUTHERN INDIA DEPOSITORY SER PVT LTD	24300	0.74

Shareholding pattern as on March 31,, 2015, as per Clause 35 of the Listing Agreement

Name of the Company	Alan Scott Industriess Limited
Scrip Code	N.A
Name of the Scrip	N.A
Class of Security	Equity Shares of Rs 10 each

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by Promoter / Promoter Group	0	0.0000	0.0000
Held by public	0	0.0000	0.0000
Total	0	0.0000	0.0000
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities

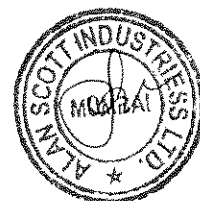


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Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by Promoter / Promoter Group	0	0.0000	0.0000
Held by public	0	0.0000	0.0000
Total	0	0.0000	0.0000
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrant
Held by Promoter / Promoter Group	0	0.0000	0.0000
Held by public	0	0.0000	0.0000
Total	0	0.0000	0.0000
Total paid-up capital of the company assuming full conversion of warrants and convertible securities	3263700		

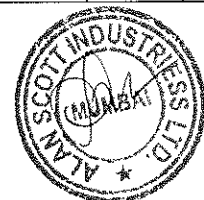
(I)(a)- Statement showing Shareholding Pattern

Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/Hindu Undivided Family	1	826900	826900	25.34	25.34	0	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	92800	92800	2.84	2.84	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total (A)(1)	2	919700	919700	28.18	28.18	0	0.00
2	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00



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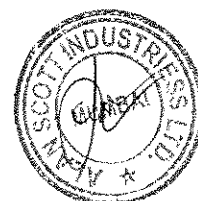
Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investors	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total (A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	919700	919700	28.18	28.18	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	2	64300	0	1.9702	1.9702	-	-
(b)	Financial Institutions / Banks	0	0	0	0.00	0.00	-	-
(c)	Central Government/State Government(s)	0	0	0	0.00	0.00	-	-
(d)	Venture Capital Funds	0	0	0	0.00	0.00	-	-
(e)	Insurance Companies	0	0	0	0.00	0.00	-	-
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	-	-
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	-	-
(h)	Qualified Foreign Investors	0	0	0	0.00	0.00	-	-
(i)	Any Other (specify)	0	0	0	0.00	0.00	-	-
	Sub Total (B) (1)	2	64300	0	1.9702	1.9702		
2	Non-institutions							
(a)	Bodies Corporate	64	490900	196600	15.04	15.04	-	-
(b)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	5764	1312400	30700	40.21	40.21	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	5	326800	288700	10.01	10.01	-	-



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Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	

(c)	Qualified Foreign Investors	0	0	0	0.00	0.00	-	-
(d)	Any Other							
I	Non Resident Indians (Repat)	9	149600	0	4.58	4.58	-	-
ii	Non Resident Indians (Non Repat)	0	0	0	0.00	0.00	-	-
iii	Foreign Company	0	0	0	0.00	0.00	-	-
iv	Clearing Member	0	0	0	0.00	0.00	-	-
V	Directors / Relatives	0	0	0	0.00	0.00	-	-
vi	Trusts	0	0	0	0.00	0.00		
vii	Hindu Undivided Family	0	0	0	0.00	0.00	-	-
	Sub Total (B)(2)	5842	2279700	656000	69.85	69.85	-	-
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	5844	2344000	656000	71.82	71.82	NA	NA
	Total (A)+(B)	5846	3263700	1575700	100.00	100.00		
(C)	Shares held by custodians and against which Depository Receipts have been issued							
I	Promoter and Promoter group	0	0	0	0.00	0.00	0	0.00
ii	Public	0	0	0	0.00	0.00	0	0.00
-	Sub Total (C)	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	5846	3263700	1575700	100.00	100.00	0.00	0.00



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(I)(b)- Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	
(I)	(II)	(III)	(IV)	(XII)
1	SOKETU PARIKH	826900	25.34	0.00
2	CONCORD CAPITALS PRIVATE LIMITED	92800	2.84	0.00
TOTAL		927000	28.40	

(I)(c)(i) - Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	VIVEK NAVAL KISHORE GUPTA	170000	5.21
2	IL AND FS SECURITIES SERVICES LIMITED	149300	4.57
3	HARSHIL KANTILAL KOTHARI	140000	4.29
4	VINOD KUMAR MADHOK	88700	2.72
5	VIDEOCON INTERNATIONAL LTD	43500	1.33
6	CRB TRUSTEE LTD A/C CRB MUTUAL FUND	40000	1.22
TOTAL		631500	14.14



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(I)(c)(ii) - Statement showing Shareholding of persons belonging to the category "Public" and holding more than 5% of the total number of shares

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	VIVEK NAVAL KISHORE GUPTA	170000	5.21
TOTAL		170000	5.21

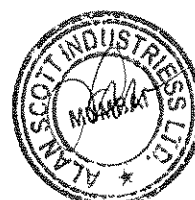
(I) (d) Statement showing details of Locked in shares

Sr. No.	Name of the shareholder	Number of Locked in Shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter / Promoter Group / Public
1	NIL			
TOTAL		0	0.0000	

(II) (a) Statement showing details of Depository Receipts (DRs)

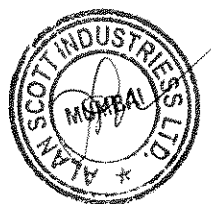
Sr. No.	Type of outstanding Dr(ADRs, GDRs, SDRs, etc)	No. of DRs	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e. Grand Total (A)+(B)+C) indicated in Statement at para (1)(a)above}
	NIL	NIL	NIL	NIL

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares



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Sr. No.	Name of the DR holder	Type of outstanding DR (ADRs GDRs SDRs etc.	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e. Grand Total (A)+(B)+C} indicated in Statement at para (1)(a) above}
	NIL	NIL	NIL	NIL



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(b) Size of present issue giving separately reservation for **preferential** allotment to promoters and others. **Not Applicable**

(c) Paid-up capital: 32,63,700 Equity Shares of Rs. 10/- each fully paid up aggregating to Rs. 32,637,000/-

The Company does not have any outstanding convertible warrant or any other security.

(i) After the present issue: **Not Applicable**

(ii) After conversion of debentures (if applicable): **Not Applicable**

III. Terms of the present issue:

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(a) Terms of payments. **Not Applicable**

(b) Rights of the instrument holders. **Not Applicable**

(c) How to apply - availability of forms, prospectus and mode of payment. **Not Applicable**

(d) Any special tax benefits for company and its shareholders. **Not Applicable**

IV. Particulars of the issue

(a) Objects. **Not Applicable**

(b) Project cost. **Not Applicable**

(c) Means of financing (including contribution of promoters). **Not Applicable**

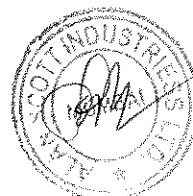
V. COMPANY, MANAGEMENT AND PROJECT

(a) History and main objects and present business of the company.

Alan Scott Industries Limited was originally incorporated on February 22, 1994 as a Public Limited Company in the name and style of Suketu Fashions Limited with the Registrar of Companies, Mumbai vide Certification of Incorporation No. 11-76732. The Company received Certificate for commencement of Business on March 19, 1994. The Company has received fresh certificate of Incorporation on change of Name on October 24, 1997 and subsequently, change its name from SOKETU Fashions Limited to Alan Scott Industries Limited.

The Company made its maiden Public Issue in August 1994.

It has been promoted by Mr. Soku Parikh as a propriety concern for making Nylon and Polyester Yarn in the name of Joy Synthetic. Due to expansion of Business, the company was converted into Public Limited and was engaged in the business of socks knitting having its own state of art manufacturing unit. The Company manufactured Lycra based Designer socks for formal, casual and sportswear for men and children. The Company had launched its own brand "ALAN SCOTT" and was supplying to leading apparel companies in India. From 1994 to 2002, the Company was engaged in manufacturing of designer socks.



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In 1998, the Company was selected by the Business Initiative Directions Madrid Spain for the International Platinum Star Award Quality Commitment.

In November 2002, the manufacturing facility was destroyed in fire and we incurred huge losses during that period.

In 2003, the company diversified into the Business of trading of cotton yarn and fabric domestically. And in recent years the company has further diversified into media related activity.

Main Objects of the Company

1A. To carry on the business of manufacturers, processors, knitters, dyers, colourers, bleachers, spinners, doublers, weavers, ginnerers, sellers, buyers, importers, Exporters, distributors and or otherwise dealers in textiles, garments, garment accessories, hosiery, fabrics, yarns of all kinds whatsoever description like cotton, woolen, silk, art silk, rayon, jute, nylon, polyester, acrylic, viscose, polypropylene, terelene, canvas and all other kind of materials of fashions whether natural or manmade, readymade garments, undergarments, dressmakers, outfitters, designers including men's, women's and children clothing and wearing apparels of every kind, nature and description.

1B. To carry on in India or elsewhere the business to the present, produce, arrange, organize, manage, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate and run at national and international level all sorts of advertisements, shows, films, news threads, programs of arts, TV channels, web sites, publications, periodicals and for that purpose to engage, book or hire artists, authors, story writers, musicians, model, performers, and other persons, artists & agencies etc. and to do all other incidental acts and things necessary for the attainment of the above objects.

1C. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, picture places and studios; to carry on the business of letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the company and to provide for similar kinds as of the company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, etc. and to construct, maintain, improve, develop, sets as required or hire, rent lease locations.

(b) Subsidiary (ies) of the company, if any: **Not Applicable**

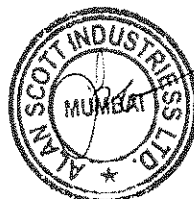
c) PROMOTERS AND THEIR BACKGROUND.

1. Mr. Soketu Parikh, aged 57 years, is the promoter of the company. He has more than 20 years of experience in the textile Industry. He has completed his Post Graduation in Textile Technology from the Fashion Institute of Technology from State University of New York. He was Gold Medalist in his Post Graduation in Textile Technology. He was also the member of the governing council of Bombay Productivity Council. He has started his career in 1994 by engaging in the business of socks and has acquired wide experience in manufacturing and marketing of socks in India. In 2003, he diversified his business into cotton yarn and share trading and actively involved in day to day operations and management of the Company.

2. Ms. Asmita Jayantkumar Parikh, aged 62 years, she is Doctorate in Homeopathic Field. She has more than 30years of experience in Medical field. She is the promoter and non-Executive Director of the Company.

(d) Names, addresses and occupation of manager, managing director and other directors including nominee-directors, whole-time directors (giving their directorships in other companies)

BOARD OF DIRECTORS AND MANAGEMENT



INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

BOARD OF DIRECTORS AND MANAGEMENT

Name	Father's/Spouse's Name	Designation in Board	Age, Nationality, Occupation	Residence Address	Other Directorships
Soketu Parikh	Jayantkumar Girdharlal Parikh	Managing Director	57 years, Indian, Business	15 silver sands, Juhu Road, Mumbai, 400049	--
Asmita Jayantkumar Parikh	Jayantkumar Girdharlal Parikh	Director	62 years, Indian, Business	15 silver sands, Juhu Road, Mumbai, 400049	--
Heena Samiullah Sayyed	Samiullah Sayyed	Independent Director	23 years, Indian Designer	502, qamar palace, shri kant, mira road, mumbai-401107	--
KananRajan Kapur	Rajan Kapur	Independent Director	36 years, Indian, Business	4, Gerrene, St. Francis Road,, Off. St. Andrew's Road, Bandra (West), Mumbai, 400050	--

STATUS OF CORPORATE GOVERNANCE COMPLIANCE

The company has complied with the provisions of corporate governance.

Other Regulatory Disclosures:

1. BRIEF STATEMENT OF COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Board of Directors of the company believes in and fully supports the principles of Corporate Governance. While striving to achieve the financial targets, the company seeks to follow the business principles and ethics and in all its dealings. The company has been regularly implementing the best practices of corporate governance in order to attain total transparency, accountability and integrity.

2. COMPOSITION AND CATEGORY OF DIRECTORS: EXECUTIVE NON-EXECUTIVE INDEPENDENT NOMINEE DIRECTOR ETC.:

The Board of Directors consists of 2 independent non-executive directors and 2 executive directors. The composition and category of Directors is as follows:

SL No.	Name	Category
1	SOKETUPARIKH	EXECUTIVE
2	ASMITA JAYANTKUMAR PARIKH	NON EXECUTIVE
3	HEENA SAMIULLAH SAYYED	INDEPENDENT, NON-EXECUTIVE
4	KANAN RAJAN KAPUR	INDEPENDENT, NON-EXECUTIVE



INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

3. AUDIT COMMITTEE

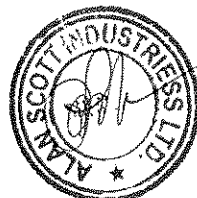
The company constituted a Qualified and Independent Audit Committee comprises of three Directors of which two are Non-Executive independent directors and one Executive Director in accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and Companies Act.

The Audit Committee comprises of one Executive Director and two non-executive independent directors as mentioned below:

SL No.	Name	Status
1	HEENA SAMIULLAH SAYYED	CHAIRMAN
2	KANAN RAJAN KAPUR	MEMBER
3	SOKETU PARIKH	MEMBER

The Company has complied with all the requirement of Clause 49 (II) (A) of the Listing Agreement relating to composition of audit Committee. The scopes of audit committee are:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and it required the replacement of removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a) Matters, required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the companies Act, 1956
 - b) Change if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Qualifications in the draft-audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with the internal auditors any significant findings and follow up thereof.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
12. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue and preferential issue etc.) the statement of funds utilized for purposes other than those stated in the offer document prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the board to take up steps in the matter.
13. Approval of appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.



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4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of two Independent directors and one non executive director as follows: -

1. HEENA SAMIULLAH SAYYED
2. ASMITA JAYANTKUMAR PARIKH
3. ASMITA JAYANTKUMAR PARIKH

The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Devising a policy on Board diversity; and
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

5. SHARE HOLDER'S GRIEVANCE COMMITTEE:

The Shareholder's Grievance Committee comprises of two executive directors and one non executive director as chairman as follows: -

4. HEENA SAMIULLAH SAYYED
5. ASMITA JAYANTKUMAR PARIKH
6. SOKETU PARIKH

The Committee specifically looks after the services of the Registrars and Share Transfer Agents and recommends measures for providing efficient services to investors and resolving investor's complaints in the shortest possible time.

GROUP COMPANIES

1. Concord Capital Private Limited

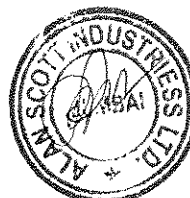
The Company was incorporated on March 01, 1995 having its Registered Office at 15, Silver Sands, Mumbai -400 049. The main objects of the company are to deal in shares and securities, debentures, debenture stock, bonds, etc

Board of Directors:

Name	Designation
PRAGNA PARIKH	DIRECTOR
MUKTI PARIKH	DIRECTOR

Shareholding Pattern

	Category	No. of shares held	% of shareholding
1	Pragna Parikh	2500	50.00
2	Mukti Parikh	2500	50.00
	Total	5000	100.00



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Financial Statements

(Rs in Lacs)

Particulars	31.03.2014	31.03.2013	31.03.2012
Share Capital	1.00	1.00	1.00
Reserves and Surplus	85.93	74.86	60.83
Turnover	25.21	24.22	25.05
PBIDT	16.55	21.91	24.80
PBT	16.52	19.23	20.73
PAT	11.07	14.03	15.07

VI. Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(1B) which made any capital issue during the last three years :

Not Applicable as there are no listed companies under the same management.

Name of the company: **Not Applicable**

Year of issue: **Not Applicable**

Type of issue (Public/rights/composite): **Not Applicable**

Amount of issue: **Not Applicable**

Date of closure of issue: **Not Applicable**

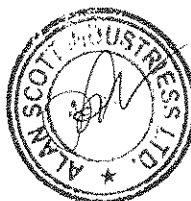
Date of completion of delivery of share/debenture certificates: **Not Applicable**

Date of completion of the project, where object of the issue was financing of a project: **Not Applicable**

DIVIDEND POLICY

Rate of dividend paid: The following table shows dividend and cash bonus paid during the last 10 years.

	Equity			Preference		
	Rate (Percent)	Amt Per Share	Total Amt	Rate (Percent)	Amt Per Share	Total Amt
Records of Dividends and Cash Bonus (if any) for the last ten years						
(a) 2012-13 Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(b) 2011-12 Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(c) 2010-11 Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(d) 2009-10 Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(e) 2008-09 Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA



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	Total	NA	NA	NA	NA	NA	NA
	(f) 2007-08 Interim	NA	NA	NA	NA	NA	NA
	Final	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA
	(g) 2006-07 Interim	NA	NA	NA	NA	NA	NA
	Final	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA
	(h) 2005-06 Interim	NA	NA	NA	NA	NA	NA
	Final	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA
	(i) 2004-05 Interim	NA	NA	NA	NA	NA	NA
	Final	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA
	(j) 2003-04 Interim	NA	NA	NA	NA	NA	NA
	Final	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA

VII. (a) Outstanding litigation pertaining to --

(i) Matters likely to affect operation and finances of the company including disputed tax liabilities of any nature : **Not Applicable**

(ii) Criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956.: **There are no criminal proceedings launched against the company or its Directors.**

(b) Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges). : **Not Applicable**

(c) Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company: **Not Applicable**

VIII. Management perception of risk factors (i.e., sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/time overrun, etc.)

RISK FACTORS

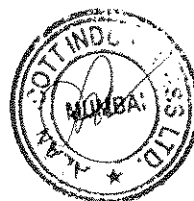
INTERNAL RISKS

- 1. The operations of the Company are subject to the assumptions in demand and supply position in terms of quantity and price of cotton yarns and fabrics.***

Our Company is involved in trading activities and much of the revenue of the Company arises from such activities. The Company adopts all such measures to reduce the risks relating to business operations such as maintenance of optimum stock and arbitrage tools. Further, to reduce the risks the Company from time to time enters into option commodity hedging transactions.

- 2. The Company's success depends in large part upon management team and key personnel and ability to attract and retain such persons***

The Company believes that human resource is most important element for success of any organization. The Company takes every step to promote feeling of belongingness among its employees and maintains a separate Human Resource department to care of concerns and well being



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of employees. The staff turnover in the Company is considerably less as compared to the industry. In any case, skilled and/or trained manpower is available in the market.

- 3. Any future issuance of Equity Shares may dilute shareholding and sale of Equity Shares by Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.**

For financing expansion program, further issue of equity shares is something very normal and is not a risk factor at all. New capital also creates new opportunities and is aimed at increasing shareholders' worth. Any potential sale by promoters of equity is also not a risk factor.

- 4. Our Logo is not registered under Trademarks Act 1999. If we fail to obtain trademark registration our brand building efforts may be hampered which might lead to an adverse affect on our business.**

The Company is in the process of getting the trademark register. In case registration of trademark is not granted by the trademark authorities we may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. This could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

- 5. Our inability to effectively implement our growth strategies or manage our growth could have a material adverse effect on our business, results of operations and financial condition.**

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the budgeted cost and timelines. Any inability on our part to manage our growth or implement our strategy effectively could have a material adverse effect on our business, results of operations and financial condition. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.

- 6. Delays or defaults in client payments could result in a reduction of our profits.**

We may be subject to capital shortages due to delays or defaults in payment by clients. If clients default in their payments to which we have devoted significant resources it could have a material adverse effect on our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

EXTERNAL RISKS

- 1. Governmental and statutory regulations, may adversely affect our operating results and financial position.**

Our Company is subject to regulation by Indian governmental authorities. These laws and regulations impose numerous requirements on us, including asset classifications and prescribed levels of capital adequacy, cash reserves and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect us. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our



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operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

- 2. *Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects.***

We are incorporated in India and all of our operations, assets and personnel are located in India. Consequently, our performance and the market price and liquidity of our Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The central government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our businesses, and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in central government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive central governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued. A significant change in the central government's policies, in particular, those relating to the banking and finance industry in India, could adversely affect our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

- 3. *Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer***

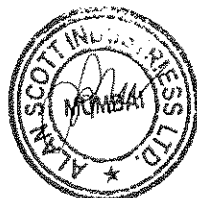
The developed economies of the world viz. U.S., Europe, Japan and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

- 4. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise debt financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

- 5. *The Indian economy has sustained varying levels of inflation in the recent past which lead to increased costs which shall have an adverse effect on our profitability and financial condition.***

India has experienced very high levels of inflation during the period between 2008 and 2009, with inflation peaking at 12.91% in August 2008. The inflation rate was 8.10% in February 2014. In the event of a high rate of inflation, our costs, such as salaries, rent or any other of our expenses may increase. However, we may not be able to adjust our costs or pass our costs which have been fixed during periods of lower inflation to our customers. Accordingly, high rates of inflation in India could



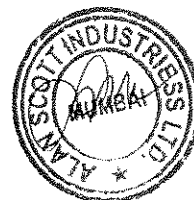
INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

increase our costs, could have an adverse effect on our profitability and, if significant, on our financial condition.

6. *If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business*

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income.

The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighboring countries are particularly threatening because India and certain of its neighbors possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.



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PART II

A. General information

1. Consent of directors, auditors, solicitors/advocates, managers to the issue, registrar of issue, bankers to the company, bankers to the issue and experts.

Not Applicable. The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

2. Expert opinion obtained, if any: **Not Applicable.** The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

3. Change, if any, in directors and auditors during the last three years, and reasons thereof: **Not Applicable**

There is no change in the directors and auditors of the Company during last three years.

4. Authority for the issue and details of resolution passed for the issue.: **Not Applicable**

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

5. Procedure and time schedule for allotment and issue of certificates.: **Not Applicable**

The Company an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

6. Names and addresses of the company secretary.

SL No.	Name of the Company Secretary	Contact Details
1.	Mr. Ramkrishna Shukla	208, sai gudiya bldg, jain nagar , navghar road , bhayander east Thane 401105 +919967201699 / 28506854 Email Id: ramshukla1234@gmail.com

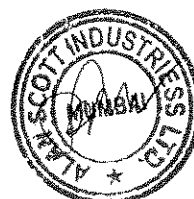
7. Names and addresses of the Company Secretary, legal adviser, lead managers, co-managers, auditors, bankers to the company, bankers to the issue, and brokers to the issue.: **Not Applicable**

The Company is an existing listed Company on OTCEI and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO. However the details of the present company secretary, statutory auditors, bankers, term loan lenders are as follows:

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ramkrishna Shukla
38, Apurva Ind. Estate, Makwana Road
Off. Andheri, Kurla Road, Marol Naka, Andheri (E), Mumbai- 400059

Tel No: +919967201699
Email Id: ramshukla1234@gmail.com



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STATUTORY AUDITORS

H A M & Co
M Shah & Associates
C-1, C-49, Mahavir Nagar,
Shankar Lane, Kandivali W,
Mumbai - 400 067
Tel: 91 9773445787

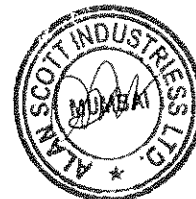
B. Financial information

Reports to be set out

1. A report by the auditors of the company with respect to -
 - (a) Profits and losses and assets and liabilities, in accordance with sub-clause (2) or (3) of this clause, as the case may require; and
 2. If the company has no subsidiaries, the report shall -
 - (a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a nonrecurring nature) for each of the five financial years immediately preceding the issue of the prospectus ; and
 - (b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the company were made up.
3. If the company has subsidiaries, the report shall -
 - (a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either -

Profit and Loss Account for the last 5 years

- (i) As a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company;NA
Or
- (ii) Individually with the profits or losses of each subsidiary, so far as they concern members of the company;
or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries
; And
- (b) So far as regards assets and liabilities, deal separately with the company's assets and liabilities as provided by sub-clause (2) and in addition, deal either -

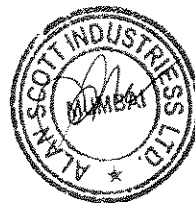


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FINACIAL PERFORMANCE

Statement of Profit and Loss Account for the financial year March 31, 2014, 2013, 2012, 2011 and 2010, are as under:-

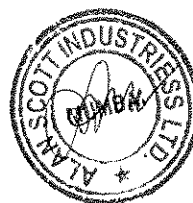
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011	Year ended March 31, 2010
I. Income					
Operating Income	19.19	10.50	0.43	0.00	0.00
Profit/(Loss) on sale of Investments	(3.69)	0.00	(40.46)	(32.93)	(7.48)
Other Income	2.40	11.40	5.67	47.52	5.65
TOTAL INCOME	17.90	21.90	(34.36)	14.59	(1.83)
II EXPENDITURE					
Employee benefit expenses	4.20	4.38	4.30	7.80	7.15
Depreciation	0.08	1.23	1.23	1.26	3.30
other expenses	10.45	12.84	12.35	17.88	24.89
Interest	0.08	0.08	0.07	0.00	0.00
TOTAL EXPENDITURE	14.81	18.53	17.95	26.94	35.34
II PROFIT BEFORE TAXATION	3.09	3.37	(52.31)	(12.35)	(37.17)
I. TAXATION					
Provision for Taxation					
- Current tax	0.00	0.00	0.00	0.00	0.00
- Deferred tax	0.00	0.00	0.00	(67.44)	7.59
Income Tax Previous Years	0.00	0.00	(0.04)	0.00	0.69
- MAT Credit Entitlement	0.00	0.00	0.00	0.00	0.00
I NET PROFIT BEFORE EXTRAORDINARY ITEMS	3.09	3.37	(52.35)	(79.79)	(45.45)



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Statement of Assets and Liabilities for the financial year March 31, 2014, 2013, 2012, 2011 and 2010, are as under:-

	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011	Year ended March 31, 2010
I. Shareholders' Fund					
Share Capital	326.37	326.37	326.37	326.37	326.37
Reserves & Surplus	(262.59)	(267.89)	(271.26)	(218.91)	(139.11)
	63.78	58.48	55.11	107.46	187.26
II. Current Liabilities					
Short Term Borrowings	5.03	1.30	5.70	31.02	11.24
Trade Payables	0.55	1.89	3.02	0.00	0.00
	5.58	3.19	8.72	31.02	11.24
III. Non Current Liabilities					
Long Term Provisions	0.07	0.07	0.07	0.36	0.36
Other Non Current Liabilities	0.02	0.12	0.08	1.06	54.20
	0.09	0.19	0.15	1.42	54.56
TOTAL	69.45	61.86	63.98	139.90	253.06
IV. Assets					
Fixed Assets	0.86	3.54	4.77	6.00	6.99
Deferred Tax Asset	0	0.00	0.00	0.00	67.44
Long Term Loans & Advances	0.19	0.37	0.07		
	1.05	3.91	4.84	6.00	74.43
V. Current Assets					
Current Investments	0.00	0.00	0.54	0.54	0.54
Inventories	0.38	15.04	14.56	50.93	82.44
Trade Receivables	29.75	20.6	0.00		
Cash and Bank Balances	15.63	13.84	39.01	61.41	65.13
Short-term Loans & Advances	22.64	8.47	1.15	21.02	30.52
Other current assets	0.00	0.00	3.88	0.00	0.00
	68.40	57.95	59.14	133.90	178.63
TOTAL	69.45	61.86	63.98	139.90	253.06



INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

- (i) As a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities; or
(ii) Individually with the assets and liabilities of each subsidiaries; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company. **NA**

4. If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly –

Or indirectly -

- (i) In the purchase of any business; or **NA**
(ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith; the company will become entitled to an interest as respects either the capital or profits and losses or both, in such business exceeding fifty per cent, thereof; a report made by accountants (who shall be named in the prospectus) upon –

(a) The profits or losses of the business for each of the five financial years immediately preceding the issue of the prospectus; and: **NA**

(b) The assets and liabilities of the business at the last date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the prospectus. **NA**

The Company is an existing listed Company on OTC Exchange of India and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

5.(1) If - (a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other body corporate; and: **NA**

(b) By reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate will become a subsidiary of the company; a report made by accountants (who shall be named in the prospectus) upon - **NA**

(i) The profits or losses of the other body corporate for each of the five financial years immediately preceding the issue of the prospectus; and **NA**

(ii) The assets and liabilities of the other body corporate at the last date to which its accounts were made up.

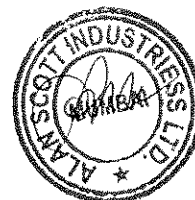
(2) The said report shall –

(a) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with for holders of other shares, if the company had at all material times held the shares to be acquired; and **NA**

(b) Where the other body corporate has subsidiaries deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner provided by sub-clause (2) above in relation to the company and its subsidiaries. **NA**

6. Principal terms of loan and assets charged as security. **NA**

	Bank	Loan amount	Terms of loan	Assets charged
	N.A.	N.A.	N.A.	N.A.



INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

C. Statutory and other information

1. Minimum subscription: **NA**

2. Expenses of the issue giving separately fee payable to :

(a) Advisers. **NA**

(b) Registrars to the issue. **NA**

However the Company has RTA who is the common registry agent, Details of the RTA are:

LINK INTIME INDIA PVT. LTD.

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West),

Mumbai 400078

Tel: 022 25946970

Fax : 022 25946969

(c) Managers to the issue. **NA**

(d) Trustees for the debenture-holders. **NA**

3. Underwriting commission and brokerage. **NA**

4. Previous issue for cash. **NA**

5. Previous public or rights issue, if any (during last five years):

(a) Date of allotment : **NA**

Closing date: **NA**

Date of refunds: **NA**

Date of listing on the stock exchange: **NA**

(b) If the issue(s) at premium or discount and the amount thereof. **NA**

(c) The amount paid or payable by way of premium, if any, on each share which had been issued within the two years preceding the date of the prospectus or is to be issued, stating the dates or proposed dates of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at part or at a discount, the reasons for the differentiation and how any premiums received have been or are to be disposed of. **NA**

6. Commission or brokerage on previous issue. **NA**

7. Issue of shares otherwise than for cash. **NA**

8. Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue. **NA**

9. Option to subscribe. **NA**

9A. The details of option to subscribe for securities to be dealt with in a depository: **NA**

10. Purchase of property:

(i) As respects any property to which this clause applies -



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ALAN SCOTT INDUSTRIES LIMITED

(a) The names, addresses, descriptions and occupations of the vendors ; NA

(b) the amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill ; NA

(c) The nature of the title or interest in such property acquired or to be acquired by the company ; NA

(d) short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the company had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction. NA

(ii) The property to which sub-clause (i) applies, is a property purchased or acquired by the company or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, other than property – NA

(a) The contract for the purchase or acquisition whereof was entered into in the ordinary course of the company's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract; or

(b) As respects which the amount of the purchase money is not material. NA

(iii) For the purpose of this clause, where a vendor is a firm, the members of the firm shall not be treated as separate vendors. NA

(iv) If the company proposes to acquire a business which has been carried on for less than three years, the length of time during which the business has been carried on. NA

11. (i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interests of directors, their borrowing powers and qualification shares. NA

SL No.	Name of the Director	Designation	Remuneration	Interest of directors, their borrowing powers and qualification shares
1.				
2.				
3.				
4.				

Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit. NA

(ii) The dates, parties to, and general nature of – NA

(a) every contract appointing or fixing the remuneration of a managing director or manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus ; NA

(b) Every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than two years before the date of the prospectus. NA



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A reasonable time and place at which any such contract or a copy thereof may be inspected

(iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter –

(a) In the promotion of the company; or NA

(b) In any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it. NA

Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the company. NA

The Company an existing listed Company on OTC Exchange of India and with that status the application is filed for listing under permitted category with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

12. Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares. NA

13. Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting. NA

14. Revaluation of assets, if any (during last five years). NA

15. Material contracts and inspection of documents, e.g., NA

A. Material contracts. NA

B. Documents. NA

C. Time and place at which the contracts together with documents will be available for inspection from the date of prospectus until the date of closing of the subscription list. NA



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ALAN SCOTT INDUSTRIES LIMITED

PART III

PROVISIONS APPLYING TO PARTS I AND II OF THE SCHEDULE

16. Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where –

- (a) The purchase money is not fully paid at the date of the issue of the prospectus ;
- (b) The purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the issue offered for subscription by the prospectus;
- (c) The contract depends for its validity or fulfillment on the result of that issue.

17. Where any property to be acquired by the company is to be taken on lease, this Schedule shall have effect as if the expression "vendor" included the lesser, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

18. If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial year, as the case may be, were substituted for references to five financial years.

19. Where the five financial years immediately preceding the issue of the prospectus which are referred to in Part II of this Schedule or in this Part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.

20. Any report required by Part II of this Schedule shall either –

- (a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary ; or
- (b) Make those adjustments and indicate that adjustments have been made.

21. Any report by accountants required by Part II of this Schedule –

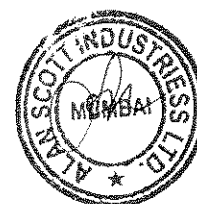
- (a) Shall be made by accountants qualified under this Act for appointment as auditors of the company; and
- (b) Shall not be made by any accountant who is an officer or servant; or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.

For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.

22. Inspection of documents:

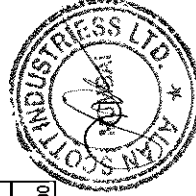
Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any, on which the report of the auditors is based, and material contracts and other documents may be inspected.

Note: Term "year" wherever used herein earlier, means financial year.



(1) (a) Statement showing Shareholding Pattern

Name of the Company: Alan Scott Industries Limited		BSE-		NSE-		Equity	
Scrip Code, Name of the scrip, class of security:							
Quarter ended: 31.12.2014							
Partly paid-up shares:-		No. of partly paid-up shares	As a % of total no. of partly paid-up shares		As a % of total no. of shares of the company		
Held by Promoter / Promoter Group		0	0.0000		0.0000		
Held by public		0	0.0000		0.0000		
Total		0	0.0000		0.0000		
Outstanding convertible securities:-		No. of outstanding securities	As a % of total No. of outstanding convertible securities		As a % of total no. of shares of the company, assuming full conversion of the convertible securities		
Held by Promoter / Promoter Group		0	0.0000		0.0000		
Held by public		0	0.0000		0.0000		
Total		0	0.0000		0.0000		
Warrants:-		No. of warrants	As a % of total no. of warrants		As a % of total no. of shares of the company, assuming full conversion of warrants		
Held by Promoter / Promoter Group		0	0.0000		0.0000		
Held by public		0	0.0000		0.0000		
Total		0	0.0000		0.0000		
Total paid-up capital of the company assuming full conversion of warrants and convertible securities						3263700	



Category Code	Category of shareholder (I)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total shareholding as a percentage of total number of		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)*100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/Hindu Undivided Family	1	826900	826900	25.3363	25.3363	0	0.0000
(b)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	0	0.0000
(c)	Bodies Corporate	1	92800	92800	2.8434	2.8434	0	0.0000
(d)	Financial Institutions / Banks	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	Sub Total (A)(i)	2	919700	919700	28.1797	28.1797	0	0.0000
2	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.0000	0.0000	0	0.0000
(b)	Bodies Corporate	0	0	0	0.0000	0.0000	0	0.0000
(c)	Institutions	0	0	0	0.0000	0.0000	0	0.0000
(d)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	Sub Total (A)(2)	0	0	0	0.0000	0.0000	0	0.0000
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	919700	919700	28.1797	28.1797	0	0.0000
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	2	64300	0	1.9702	1.9702	-	-
(b)	Financial Institutions / Banks	0	0	0	0.0000	0.0000	-	-
(c)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	-	-
(d)	Venture Capital Funds	0	0	0	0.0000	0.0000	-	-
(e)	Insurance Companies	0	0	0	0.0000	0.0000	-	-
(f)	Foreign Institutional Investors	0	0	0	0.0000	0.0000	-	-
(g)	Foreign Venture Capital Investors	0	0	0	0.0000	0.0000	-	-
(h)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-
(i)	Any Other (specify)	0	0	0	0.0000	0.0000	-	-
	Sub Total (B) (i)	2	64300	0	1.9702	1.9702	-	-
2	Non-institutions							
(a)	Bodies Corporate	64	490900	196600	15.0412	15.0412	-	-
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	5764	1312400	29200	40.2120	40.2120	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	5	326800	288700	10.0132	10.0132	-	-



Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of			Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	As a percentage of (A+B+C)	Number of shares	As a percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)
(c)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-	-
(d)	Any Other								
i	Non Resident Indians (Repatriate)	9	149600	140000	4.5838	4.5838	-	-	-
ii	Non Resident Indians (Non Repatriate)	0	0	0	0.0000	0.0000	-	-	-
iii	Foreign Company	0	0	0	0.0000	0.0000	-	-	-
iv	Clearing Member	0	0	0	0.0000	0.0000	-	-	-
v	Directors / Relatives	0	0	0	0.0000	0.0000	-	-	-
vi	Trusts	0	0	0	0.0000	0.0000	-	-	-
vii	Hindu Undivided Family	0	0	0	0.0000	0.0000	-	-	-
	Sub Total (B)(2)	5842	2279700	654500	69.8502	69.8502	-	-	-
	Total Public Shareholding Public Group								
	(B)=(B)(i)+(B)(2)	5844	2344000	654500	71.8203	71.8203	NA	NA	NA
	Total (A)+(B)	5846	3263700	1574200	100.0000	100.0000			
(C)	Shares held by custodians and against which Depository Receipts have been issued								
i	Promoter and Promoter group	0	0	0	0.0000	0.0000	0	0	0.0000
ii	Public	0	0	0	0.0000	0.0000	0	0	0.0000
	Sub Total (C)	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	5846	3263700	1574200	100.0000	100.0000	0.0000	0.0000	0.0000



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Statement showing holding of securities including shares, warrants, convertible securities or personal securities											
Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares		Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class		
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(II)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	SUKETU JAYANTIKUMAR PARIKH AADPP0796M	826900	25.3363	0	0.0000	0.00	0	0.0000	0	0.0000	25.3363
2	CONCORD CAPITALS PRIVATE LIMITED	92800	2.8434	0	0.0000	0.00	0	0.0000	0	0.0000	2.8434
	TOTAL	919700	28.1797	0	0.0000	0.0000	0	0.0000	0	0.0000	28.1797

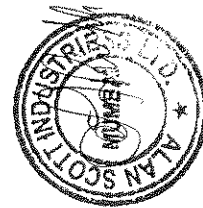


(f)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

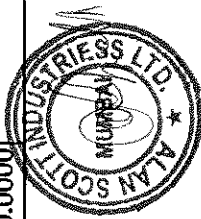
Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (f)(a)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	RORY FELIX TORCATO	200000	6.1280	0	0.0000	0	0.0000	6.1280
2	IL AND FS SECURITIES SERVICES LIMITED	149300	4.5746	0	0.0000	0	0.0000	4.5746
3	HARSHIL KANTILAL KOTHARI	140000	4.2896	0	0.0000	0	0.0000	4.2896
4	VINOD KUMAR MADHOK	88700	2.7178	0	0.0000	0	0.0000	2.7178
5	VIDEOCON INTERNATIONAL LTD	43500	1.3328	0	0.0000	0	0.0000	1.3328
6	CRB TRUSTEE LTD A/C CRB MUTUAL FUND	40000	1.2256	0	0.0000	0	0.0000	1.2256
	TOTAL	661500	14.1404	0	0.0000	0	0.0000	14.1404

(f)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

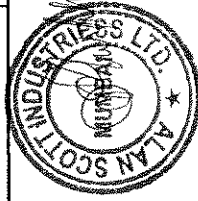
Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (f)(a)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	RORY FELIX TORCATO	200000	6.1280	0	0.0000	0	0.0000	6.1280
	TOTAL	200000	6.1280					



(I)(d) <u>Statement showing details of locked-in shares</u>				
Sr. No.	Name of the shareholder	Number of Locked in Shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in	Promoter / Promoter Group / Public
1	NIL			
TOTAL		0	0.0000	



(II)(a) Statement showing details of Depository Receipts (DRs)				
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	NIL	NIL	NIL
TOTAL		NIL	NIL	NIL



Statement showing holding of Depository Receipts (DRs), where underlying shares held by "Promoter/ Promoter Group" are in excess of 1% of the total number of shares

(II) (b)


Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]
1	NIL	NIL	NIL	NIL
	TOTAL	NIL	NIL	NIL

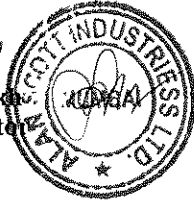


INFORMATION MEMORANDUM
ALAN SCOTT INDUSTRIES LIMITED

Declaration

That all the relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government or the guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in prospectus is contrary to the provisions of the Companies Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be.


Mr. Saketu Parikh
Managing Director



Place: Mumbai
Date: 15.04.2015