



September 28, 2018

To
The General Manager,
Department of Corporate Services,
BSE Ltd.
P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

To
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East) Mumbai- 400 051

Ref: BSE Scrip Code: 533941 and NSE Symbol: THOMASCOTT

Sub.: Annual Report 2017-18

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the Annual Report of Thomas Scott (India) Limited (the Company) for the financial year 2017-18, duly approved and adopted by the members of the company as per the Companies Act, 2013 at the 8th Annual General Meeting held on Friday, 28th September, 2018 at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002.

Kindly take the same on your record and acknowledge the receipt.

Thanking you,

For Thomas Scott (India) Limited


Brijgopal Bang
Managing Director
DIN: 00112203



Thomas Scott (India) Limited



Annual Report 2017-18



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Brijgopal Bang
Mr. Raghvendra Bang
Mr. Subrata Kumar Dey
Mrs. Swati Sahukara
Mrs. Anuradha Paraskar

Managing Director
Director
Independent Director
Independent Director
Additional Independent Director

CHIEF FINANCIAL OFFICER

Mr. Samir Samaddar

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Rashi Bang

STATUTORY AUDITORS

M/s. Bhatner & Company
Chartered Accountants
307, Tulsiani Chambers,
Nariman point,
Mumbai-400021
Tel.: (022) 22853039/30208868
E-mail: dhbhatner@gmail.com

SECRETARIAL AUDITORS

M/s. Kothari H. & Associates
Practicing Company Secretaries
208, 2nd Floor, BSE Building,
Dalal Street, Fort,
Mumbai 400 001.
Tel.: (022) 2272 1831
E mail: hiteshkotharics@yahoo.co.in

CORPORATE OFFICE

405-406, Kewal Industrial Estate,
Senapati Bapat Marg
Lower Parel (West), Mumbai- 400 013
Tel: (022) 66607965, Fax: (022) 66607970

BANKERS

Bank of India

REGISTERED OFFICE

50, Kewal Industrial Estate,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai – 400 013
Tel.: (022) 4043 6363

REGISTRAR & TRANSFER AGENT

Karvy Computershare Pvt. Ltd.
Plot No. 17-24 Vittal Rao Nagar,
Madhapur, Hyderabad 500 081
Tel.: 040- 4465 5000
Email: Varghese@karvy.com

CORPORATE IDENTITY NUMBER:

L18109MH2010PLC209302

Website: www.thomasscott.org

DIRECTORS' BIOGRAPHY**MR. BRIJGOPAL BALARAM BANG - MANAGING DIRECTOR:**

Mr. Brijgopal Bang is Commerce Graduate and also completed Master of Management Studies (MMS) from Bombay University in the year 1992. He is the promoter and Managing Director of the Company. He has been actively involved in the business of the Company since incorporation and has played a key role in the growth of the Company with his inputs in strategic planning and business development.

MR. RAGHVENDRA VENUGOPAL BANG - DIRECTOR

Mr. Raghvendra Bang is Commerce Graduate from R A Poddar College, Mumbai University. He has an experience of more than 12 years in the field on Marketing & Finance. He is son of Mr. Venugopal Bang who was earlier on Board of Thomas Scott (India) Limited.

MR. SUBRATA K. DEY, INDEPENDENT DIRECTOR :

Mr. Subrata K. Dey is a BA (Hons) and has done MA in Economics. He has experience of 35 years predominantly in areas of Corporate Banking especially for Large, mid-Corporate. He served ING VYSYA BANK LTD from 2001 to 2009 as Regional Head (West). After retirement from ING VYSYA BANK LTD he joined a listed NBFC as Director in Advisory Role in the area of Corporate Finance – Debt Syndication, Structuring, Restructuring, Finance options, etc.

MRS. SWATI SAHUKARA, INDEPENDENT DIRECTOR:

Mrs. Swati Sahukara is an Associate Member of the Institute of Company Secretaries of India (ACS), B. Com and L.L.B. She has 11 years of rich experience in the field of Company Secretary profession, worked with various organizations viz. engaged in business of real estate, glass industry, film industry, corporate law consultancy and handled various assignments like merger, amalgamation, takeover, buy back of shares, preferential issue, due diligence etc.

MRS. ANURADHA PARASKAR, ADDITIONAL INDEPENDENT DIRECTOR

Mrs. Anuradha Paraskar has 26 years experience in the field of Marketing and communication as well as Sales and Business development. Her career has spanned across FMCG, Realty, hospitality and Tourism and Health care categories having worked in senior roles at companies like Godrej Consumer Products Ltd., Lavasa Corporation Ltd. (an HCC Group company) and Piramal Enterprises. Her last assignment was as President (Marketing and Group Brand) at Piramal. Currently an independent Marketing and Strategy consultant at Thermax Ltd., an Engineering leader. She is also a member of the Board of Governors at IIM Raipur. She is an MBA from Mumbai University and has also completed an Executive Education program from Harvard Business School on Customer centricity for profitable business growth. She conducts Training programs for Companies as well as lectures in Educational institutes.

THOMAS SCOTT (INDIA) LIMITED

DIRECTORS' REPORT

To
The Members of
THOMAS SCOTT (INDIA) LIMITED

Your Director's present with immense pleasure, the EIGHTH ANNUAL REPORT along with the Audited Statement of Accounts of the Company for the year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

(Rs. In lakhs)

Description	Standalone	
	Year ended 31.03.2018	Year ended 31.03.2017
Revenue	2045.61	1740.17
Other Income	444.586	4.45
Total Expenditure	2047.49	1744.62
Earnings before Interest, Depreciation and Tax (EBIDT)	-17.77	68.96
Less: Interest	39.85	12.16
Earnings Before Depreciation And Tax (EBDT)	-57.62	56.8
Less: Depreciation	2.19	1.82
Profit before Tax (PBT)	-59.81	54.98
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	14.57	6.54
Profit after Tax (PAT)	-74.38	48.44

PERFORMANCE REVIEW:

During the financial year, your Company recorded revenue of Rs. 2045.61 lakhs as against Rs. 1740.17 lakhs in previous year. The Company has incurred a Net loss after tax of Rs. 74.38 lakhs as against Profit of Rs. 48.44 lakhs for the corresponding previous financial year. Due to Favourable market conditions, the turnover of your company has been increased. Your directors are hopeful for better sales realization and profit in the next year.

Your Company is trying to reduce the overall cost by way of using various efforts and to increase its sustainability by planning for better prospects for the Company using various new avenues to avail the low cost raw material and by trying for better price gains for its products in the market and by continuing efforts for its growth as well.

DIVIDEND AND TRANSFER TO RESERVES:

In view of the business loss during the year, your Director's do not recommend any dividend for the year 2017-18. No amount is transferred to Reserves.

The Register of Members and Share Transfer Books will remain closed from September 22, 2018 to September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company will be held on September 28, 2018.

SUBSIDIARY ASSOCIATES AND JOINT VENTURES OF THE COMPANY:

As on March 31, 2018, your company has no subsidiary, associates and joint ventures.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There is no material change and commitments occurred which affecting the financial position of the Company between the end of the financial year and as on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

FUTURE OUTLOOK:

In this scenario of high material cost market, you will appreciate the hardship the company is facing. However, we are hopeful for change in this scenario soon and also hopeful for better sales realizations and more profit in the next year. Due to adverse dollar rupee equation, company also focusing to increase buying of ready product from the domestic Indian manufacturers. Also we are introducing heavy new fabrics which can be sold at good earnings.

INTERNAL FINANCIAL CONTROL:

The Internal Financial Control with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

DEPOSITS:

During the year, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. No amounts were outstanding which were classified as Deposit under the applicable provisions of the Companies Act, 2013 as on the date of balance sheet.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 is currently not applicable to Company.

AUDITORS AND THEIR REPORTS:

The matters related to Auditors and their Reports are as under:

STATUTORY AUDITORS:

Pursuant to the provision of the section 139 of the Companies Act, 2013 and the rules framed thereunder M/s. Bhattar & Company, Chartered Accountants (Firm Registration No. 131092W), have been appointed as statutory auditors of the Company for an initial term of five years from the conclusion of the 7th Annual General Meeting of the Company held on 29/09/2017, till the conclusion of the 12th Annual General Meeting of the Company, subject to the ratification of their appointment at every Annual General Meeting.

They have confirmed their eligibility under Section 141 of the Act and the Rules framed thereunder. The Board recommended to the members the ratification of the appointment of the statutory auditors for the remaining term on such remuneration as may be fixed by the Board.

A resolution seeking their appointments forms part of the Notice convening the 8th Annual General Meeting and the same is recommended for your consideration and approval.

OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018:

The Auditors has made modified opinion and marked adversely in their report in the para (i)(a) and (i)(b) in respect of the report under Companies (Auditor’s Report) Order, 2016.

DIRECTORS COMMENT ON AUDITOR’S QUALIFICATION & ADVERSE REMARK IN AUDITOR’S REPORT:

As the Auditors has made modified opinion and marked adversely in their report in the para (i)(a) and (i)(b) in respect of the report under Companies (Auditor’s Report) Order, 2016 related to quantitative details, situation of fixed assets and Physical verification of fixed assets.

The management will make necessary efforts to maintain the quantitative details and situation of fixed assets and also to physically verify the same at reasonable intervals.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

The Board of Directors of the Company has, in compliance with the provisions of section 204 of the companies Act, 2013, appointed M/s. Kothari H. & Associates, Practicing Company Secretaries to carry out secretarial audit of the company for the financial year 2017-18.

Secretarial Audit Report as per Section 204 of Companies Act 2013 is annexed as Annexure A to this report. There are adverse remarks in the said report.

DIRECTORS COMMENT ON SECRETARIAL AUDITOR’S ADVERSE REMARKS IN SECRETARIAL AUDIT REPORT:

As the Secretarial Auditors has marked adversely in their report related to composition of the various committees and Maintenance of hundred percent of shareholding of promoter(s) and promoter group in dematerialized form.

At present Company is in compliance with the Regulation 17, 18 and 19 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 related to the composition of the various committees and the management will make necessary efforts to maintain hundred percent of shareholding of promoter(s) and promoter group in dematerialized form.

SHARE CAPITAL:

The Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2017-2018.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2017-2018.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment’s like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipments. However since the Company is not engaged in any manufacturing activities, the information in connection with technology absorption is NIL.

Foreign exchange earnings and outgo: (Rs. In lakhs)

Foreign Exchange Earnings during the year	: NIL
Foreign Exchange Outgo during the year	: NIL

THOMAS SCOTT (INDIA) LIMITED

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The Extract of Annual Return in form No. MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 is annexed hereto as Annexure B forms part of this report.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

A) Changes in Directors and Key Managerial Personnel

During the Financial year Mr. Samir Samaddar has been appointed on the position of the CFO of the Company w.e.f. 15/09/2017.

Pursuant to provisions of section 152(6) of the Companies Act, 2013, Mr. Raghvendra Bang (DIN: 00356811) retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

Mrs. Anuradha Paraskar has been appointed as an Additional Independent Director of the Company with effect from 15.02.2018 in the Board of Directors Meeting held on 14.02.2018 and will be confirmed as Independent Director in the ensuing Annual General Meeting.

Mr. Vijay Ajgaonkar disqualified u/s. 164 of the Companies Act, 2013 As per Ministry of Corporate Affairs (MCA) circular dated 06.09.2017 and therefore he ceased to be director of the Company w.e.f. 06.09.2017.

Further, Mr. Purushottam Bang has vacated from the office of Director of the Company under section 167 of the Companies Act, 2013 due to non attendance of the Board Meeting within the period of 12 months from the date of the last meeting attended.

B) Declaration by an Independent Director(s) and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

C) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

While independent directors in their separate meeting have carried out to assess the performance of Chairman & MD and other Directors of the Board more particularly about their business acumen and contribution to

the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

NUMBER OF MEETINGS OF THE BOARD

The Board met five times during the financial year on May 30, 2017, August 12, 2017, September 14, 2017, December 08, 2017, and February 14, 2018. The numbers of meetings attended by each Director are as follows:

Name of Directors	Category	No. of meetings held	No. of meetings attended
Mr. Brijgopal Bang	Promoter/ Managing Director	5	5
Mr. Raghvendra Bang	Non- Executive, Non- Independent Director	5	1
Mr. Subrata Kumar Dey	Non Executive, Independent Director	5	5
*Mr. Vijay Dattatraya Ajgaonkar	Non Executive, Independent Director	5	3
Mrs. Swati Sahukara	Non-Executive, Independent Director	5	5
**Mrs. Anuradha Paraskar	Additional Independent Director	5	NIL

*Mr. Vijay Ajgaonkar disqualified u/s. 164 of the Companies Act, 2013 As per Ministry of Corporate Affairs (MCA) circular dated 06.09.2017 and therefore he ceased to be director of the Company w.e.f. 06.09.2017.

**Mrs. Anuradha Paraskar has been appointed as an Additional Independent Director of the Company with effect from 15.02.2018 in the Board of Directors Meeting held on 14.02.2018 and will be confirmed as Independent Director in the ensuing Annual General Meeting.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions are placed before the Audit Committee for review and approval and wherever applicable omnibus approvals are obtained for Related Party Transactions. A statement of all such related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature and value of these transactions.

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the companies act, 2013, in the prescribed Form AOC-2 is appended as Annexure C to the Board Report.

PARTICULARS OF EMPLOYEES:

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure D to the Board Report.

During the financial year 2017-18, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

The Board has framed a Whistle Blower Policy/ Vigil Mechanism which is in line with the provisions of section 177 of the Companies Act, 2013. The Company has devised vigil mechanism and has formal whistle blower policy under which the Company takes cognizance of complaints made by the employees and others. No employee of the Company/ no other person has been denied access to the Audit Committee of the Board of Directors of the Company. During the year under review, no complaints have been received from any whistle blower. The Whistle Blower Policy is disclosed on the website of the Company at the link: http://www.thomasscott.org/financial-results/policies/TSIL_Vigil%20Mechanism.pdf

NOMINATION AND REMUNERATION COMMITTEE:

The Board has framed Nomination and Remuneration Committee in accordance with the provisions of subsection (3) of Section 178 of the Companies Act, 2013. The Nomination & Remuneration policy framed by the Board is annexed hereto as Annexure E and forms part of this report. The Committee met once during the financial year on February 14, 2018. The meeting attended by each member of the Committee are as follows:

Name	Category	Number of meetings during the financial year 2017 -18	
		Held	Attended
Mr. Subrata Kumar Dey	Non-Executive, Independent	1	1

Mrs. Swati Sahukara	Non-Executive, Independent	1	1
*Mr. Vijay Ajgaonkar	Non-Executive, Independent	1	NIL
**Mrs. Anuradha Paraskar	Additional independent	1	NIL

The Board has reconstituted the Committee consistent with the Company's policy and applicable statutory requirement w.e.f. 15.02.2018.

*Mr. Vijay Ajgaonkar has been ceased to be a Director of the Company w.e.f. 06.09.2017.

**Mrs. Anuradha Paraskar has been appointed as an Additional Independent Director of the Company with effect from 15.02.2018.

AUDIT COMMITTEE:

The audit committee of the Company is constituted in line with the provisions of Section 177 of the Act. All the recommendation made by the Audit Committee on various matters has been accepted by the Board. Five meetings of the Audit Committee held during the year on May 30, 2017, August 12, 2017, September 14, 2017, December 08, 2017 and February 14, 2018. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2017 -18	
		Held	Attended
Mr. Subrata Kumar Dey	Non-Executive, Independent	5	5
*Mr. Vijay Dattatraya Ajgaonkar	Non-Executive, Independent	5	3
Mrs. Swati Sahukara	Non-Executive, Independent	5	5
**Mr. Brijgopal Bang	Managing Director	5	NIL

The Board has reconstituted the Committee consistent with the Company's policy and applicable statutory requirement w.e.f. 14.02.2018.

*Mr. Vijay Ajgaonkar has been ceased to be a Director of the Company w.e.f. 06.09.2017.

**Mr. Brijgopal Bang has been appointed as member of the audit committee which is reconstituted in the Board of Directors Meeting held on 14th February, 2018.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders' relationship committee is constituted in line with the provisions of section 178 of the Act. Four meetings of the stakeholder's

THOMAS SCOTT (INDIA) LIMITED

relationship committee held during the year on May 30, 2017, September 14, 2017, December 08, 2017 and February 14, 2018.. The composition of the stakeholder's relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2017 -18	
		Held	Attended
*Mr. Vijay Dattatraya Ajgaonkar	Non-Executive, Independent	4	2
Mr. Brijgopal Bang	Non-Independent, Executive	4	4
Mr. Raghvendra Bang	Non-Independent, Non-Executive	4	1
**Anuradha Paraskar	Additional Independent	4	NIL

the Board has Reconstituted the committee consistence with the Company's policy and applicable statutory requirements w. e. f. 15.02.2018.

*Mr. Vijay Ajgaonkar has been ceased to be a Director of the Company w.e.f. 06.09.2017.

**Mrs. Anuradha Paraskar has been appointed as an Additional Independent Director of the Company with effect from 15.02.2018.

CORPORATE GOVERNANCE REPORT:

Pursuant to the Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Compliance related to the Corporate Governance is not mandatory to the Company.

In view of the above, Company has not provided report on corporate governance and auditor's certificate thereon for the year ended March 31, 2018. However, whenever the provision will becomes applicable to the company at a later date, the company shall comply with the requirements of the same within six months from the date on which the provisions became applicable to the company.

LISTING:

At present, the Company's Equity Shares are listed at National Stock Exchange of India Limited and BSE Limited and the Company has paid the Listing fees to the above Exchanges for the year 2018-19.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis of the financial condition and results of the operations of the Company for the year under review, as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with the Stock Exchanges., is presented in a separate section forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(C) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- In preparation of the Annual Accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the year ended on that date;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis; and
- The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of rating risks and incorporates risk treatment plans in strategy, business and operational plans.

As per Section 134(3)(n) of the Companies Act, 2013, The Board of Directors have approved the Risk Management Policy for the company. Some of the risks which may pose challenges are set out in Management Discussion and Analysis Report which forms part of this report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2017-18, the Company has received nil complaints on sexual harassment.

INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR):

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

INDIAN ACCOUNTING STANDARDS (IND AS) – IFRS CONVERGED STANDARDS:

Indian Accounting Standard (Ind AS) as mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ('Ind AS') from 1st April, 2017 with a transition date of 1st April, 2016. The financial results for the year 2017-18 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2017-18 presented have been prepared in accordance with Ind AS. The Company has adopted "IND AS" for the first time with effect from April 01, 2017, with the comparatives for the periods ending March 31, 2017.

SECRETARIAL STANDARDS:

Pursuant to the approval given on 10th April, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July, 2015. The said standards were further amended w.e.f. 1st October, 2017. The Company is in compliance with the same.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their deep sense of appreciation for all the stake holders of the Company who has been continuously supporting the growth of your Company. In particular, the Directors value the dedication and commitment of your Company's employees and thank the Central and State Governments, Financial Institutions, Banks, Government authorities, customers, vendors and shareholders for their continued cooperation and support.

For and on behalf of the board of directors

**Sd/-
BRIJGOPAL BANG
DIN: 00112203
MANAGING DIRECTOR**

**Place: Mumbai
Date: August 13, 2018**

Annexure A

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Thomas Scott (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Thomas Scott (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 ('Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Thomas Scott (India) Limited for the financial year ended on March 31, 2018 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the SEBI (Share Based Employee Benefits) Regulations 2014 **(Not applicable to the company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period) and**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**
2. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company. The list of major head/ groups of Acts, Laws and Regulations as applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with all the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above except with the following:

1. Regulation 17, 18 and 19 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 related to the composition of the various committees.
2. Regulation 31 (2) & (3) of SEBI (LODR) Regulations, 2015 i.e. the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable

financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc,
- v. Foreign technical collaborations.

For KOTHARI H. & ASSOCIATES
Company Secretaries

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Place: Mumbai
Date: August 13, 2018

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure- A

To,
The Members
Thomas Scott (India) Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For KOTHARI H. & ASSOCIATES
Company Secretaries

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Place: Mumbai
Date: August 13, 2018

THOMAS SCOTT (INDIA) LIMITED

Annexure B

EXTRACT OF ANNUAL RETURN As on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS:

CIN:-	L18109MH2010PLC209302
Registration Date	22/10/2010
Name of the Company	THOMAS SCOTT (INDIA) LIMITED
Category / Sub-Category of the Company	Public Company/limited by shares
Address of the Registered office and contact details	50, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013, Maharashtra Tel: 6660 7965
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 Tel.: 040 6716 1562

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading of Textile & Fabrics	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	Not Applicable				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2255790	40950	2296740	67.75	2254800	40950	2295750	67.72	-0.03
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	10445	0	10445	0.31	10445	0	10445	0.31	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....									
Sub-total (A) (1):-	2266235	40950	2307185	68.06	2265245	40950	2306195	68.03	-0.03
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	2266235	40950	2307185	68.06	2265245	40950	2306195	68.03	-0.03
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	336972	300	337272	9.95	370835	300	371135	10.95	1.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals				0.00				0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	569412	15160	584572	17.24	535911	15160	551071	16.26	-0.99
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	156355	0	156355	4.61	155172	0	155172	4.58	-0.03
c) Others (specify)									

THOMAS SCOTT (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Fractional Shares	0	1458	1458	0.04	0	1458	1458	0.04	0.00
Non Resident Indians	2625	0	2625	0.08	4140	0	4140	0.12	0.04
NRI Non-Repatriation	389	0	389	0.01	617	0	617	0.02	0.01
Clearing Members	144	0	144	0.00	212	0	212	0.01	0.00
Sub-total (B)(2):-	1065897	16918	1082815	31.94	1066887	16918	1083805	31.97	0.03
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1065897	16918	1082815	31.94	1066887	16918	1083805	31.97	0.03
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3332132	57868	3390000	100.00	3332132	57868	3390000	100.00	0.00

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Venugopal Bang	676650	19.96	0.00	676650	19.96	0.00	0.00
2	Brijgopal Bang	380250	11.22	0.00	380250	11.22	0.00	0.00
3	Krishna Kumar Bang	325425	9.60	0.00	325425	9.60	0.00	0.00
4	Ramanuj Das Bang	193650	5.71	0.00	193650	5.71	0.00	0.00
5	Rangnath Shivnarayan Bang	163650	4.83	0.00	163650	4.83	0.00	0.00
6	Narayan Das Bang	161775	4.77	0.00	161775	4.77	0.00	0.00
7	Varadraj Rangnath Bang	84900	2.50	0.00	84900	2.50	0.00	0.00
8	Sarasvathi Devi Bang	76875	2.27	0.00	76875	2.27	0.00	0.00
9	Vasudev Rangnath Bang	75000	2.21	0.00	75000	2.21	0.00	0.00
10	Laxminiwas Bang	13650	0.40	0.00	13650	0.40	0.00	0.00
11	Girdhar Gopal Bang	11775	0.35	0.00	11775	0.35	0.00	0.00
12	Rajgopal Bang	11775	0.35	0.00	11775	0.35	0.00	0.00
13	Bodywave Fashions(India) Private Limited	10445	0.31	0.00	10445	0.31	0.00	0.00
14	Sridhar Bang	10275	0.30	0.00	10275	0.30	0.00	0.00
15	Arvind Kumar Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
16	Purushotham Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
17	Sharad Kumar Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
18	Madhu Sudan Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
19	Kamal Nayan Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
20	Nandgopal Bang	9900	0.29	0.00	9900	0.29	0.00	0.00
21	Parwati Devi Bang	1875	0.06	0.00	1875	0.06	0.00	0.00
22	Shobha Bang	1875	0.06	0.00	1875	0.06	0.00	0.00
23	Taradevi Bang	1875	0.06	0.00	1875	0.06	0.00	0.00
24	Kantadevi Bang	1875	0.06	0.00	1875	0.06	0.00	0.00

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Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
25	Pushpadevi Rangnath Bang	1875	0.06	0.00	1875	0.06	0.00	0.00
26	Harshvardhan Bang	990	0.03	0.00	0.00	0.00	0.00	0.03
27	Pushpadevi Bang	375	0.01	0.00	375	0.01	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Harshvardhan Bang				
At the beginning of the year	990	0.03	0.00	0.00
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
Transfer on 15/09/2017				
At the End of the year	0.00	0.00	0.00	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative shareholding during the year(01/04/17 to 31/03/18)	
		No. of Shares at the beginning (01/04/17)/ end of the year (31/03/18)	% of total shares of the company				No. of Shares	% of total shares of the Company
1	Religare Finvest Ltd	97623	2.88	31/03/2017			97623	2.88
				31/03/2018			97623	2.88
2	Oyster Fincap Private Limited	79571	2.35	31/03/2017			79571	2.35
				31/03/2018			79571	2.35
3	Plutus Capital Management LLP .	7000	0.21	31/03/2017			7000	0.21
				28/04/2017	2425	Transfer	9425	0.28
				05/05/2017	3234	Transfer	12659	0.37
				12/05/2017	1000	Transfer	13659	0.40
				26/05/2017	5545	Transfer	19204	0.57
				02/06/2017	11336	Transfer	30540	0.90
				09/06/2017	2290	Transfer	32830	0.97
				07/07/2017	1300	Transfer	34130	1.01
				14/07/2017	15272	Transfer	49402	1.46
				21/07/2017	2743	Transfer	52145	1.54
				28/07/2017	2924	Transfer	55069	1.62
				04/08/2017	1210	Transfer	56279	1.66
				25/08/2017	5795	Transfer	62074	1.83

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				22/09/2017	3552	Transfer	65626	1.94
				27/10/2017	1258	Transfer	66884	1.97
				31/10/2017	1712	Transfer	68596	2.02
				17/11/2017	1027	Transfer	69623	2.05
				29/12/2017	100	Transfer	69723	2.06
				05/01/2018	456	Transfer	70179	2.07
				12/01/2018	2500	Transfer	72679	2.14
				19/01/2018	1002	Transfer	73681	2.17
				31/03/2018			73681	2.17
4	Madhusudhan Narayanlal Sarda	68654	2.03	31/03/2017			68654	2.03
				31/03/2018			68654	2.03
5	Times Publishing House Limited	40280	1.19	31/03/2017			40280	1.19
				05/01/2018	-10280	Transfer	30000	0.88
				12/01/2018	-15000	Transfer	15000	0.44
				19/01/2018	-5000	Transfer	10000	0.29
				26/01/2018	-5000	Transfer	5000	0.15
				02/02/2018	-5000	Transfer	0	0.00
				31/03/2018			0	0.00
6	Surendra S Bang	16666	0.49	31/03/2017			16666	0.49
				31/03/2018			16666	0.49
7	M B Finmart Private Limited	15000	0.44	31/03/2017			15000	0.44
				31/03/2018			15000	0.44
8	Jay Investrade Pvt Ltd	14992	0.44	31/03/2017			14992	0.44
				31/03/2018			14992	0.44
9	Sharad Kanayalal Shah	13755	0.41	31/03/2017			13755	0.41
				31/03/2018			13755	0.41
10	Giriraj Navander	13370	0.39	31/03/2017			13370	0.39

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Brijgopal Bang, Managing Director				
	At the beginning of the year	380250	11.22	380250	11.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	380250	11.22	380250	11.22
2	Mr. Raghvendra Bang, Director				
	At the beginning of the year	9900	0.29	9900	0.29
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
3	Mr. Purshottam Bang, Director(till 30.05.2017)				
	At the beginning of the year	9900	0.29	9900	0.29

THOMAS SCOTT (INDIA) LIMITED

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	9900	0.29	9900	0.29
4	Mr. Vijay Dattatraya Ajgaonkar, Independent Director (till 06.09.2017)				
	At the beginning of the year	149	0.00	149	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	149	0.00	149	0.00
5	Mr. Subrata Kumar Dey, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	Nil	Nil	Nil	Nil
6	Mrs. Swati Sahukara, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	Nil	Nil	Nil	Nil
7	Mrs. Anuradha Parskar, Additional Independent Director(w.e.f. 15.02.2018)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	Nil	Nil	Nil	Nil
8	Mrs. Rashi Bang, Company Secretary				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	Nil	Nil	Nil	Nil
9	Mr. Samir Samaddar, Chief Financial officer (w.e.f. 15.09.2017)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the Year		No Change during the Year	
	At the End of the year	Nil	Nil	Nil	Nil

THOMAS SCOTT (INDIA) LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	20,630,228	Nil	20,630,228
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	20,630,228	Nil	20,630,228
Change in Indebtedness during the financial year				
• Addition	Nil	23,328,870	Nil	23,328,870
• Reduction	Nil	3,859,000	Nil	3,859,000
Net Change	Nil	19,469,870	Nil	19,469,870
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	40,100,098	Nil	40,100,098
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	40,100,098	Nil	40,100,098

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager
		Mr. Brijgopal Bang, MD
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,29,517
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- As % of profit	-
	- Others specify	
5	Others, please specify	-
	Total (A)	3,29,517
	Within the ceiling as prescribed under Schedule V of the Companies Act, 2013	

THOMAS SCOTT (INDIA) LIMITED

B. Remuneration to other directors:

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Vijay D Ajgaonkar (till 06.09.2017)	Mr. Subrata Kumar Dey	Mrs. Swati Sahukara	
	1. Independent Directors				
	• Fee for attending board / committee meetings	15,000	25,000	25,000	65,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	15,000	25,000	25,000	65,000
	2. Other Non-executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	15,000	25,000	25,000	65,000
	Total Managerial Remuneration	15,000	25,000	25,000	65,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Chief Financial officer*	Company Secretary	Total Amount
		Mr. Samir Samaddar* (w.e.f 15.09.2017)	Mrs. Rashi Bang	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,29,224	1,02,928	4,32,152
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit			
	- Others specify	-	-	-
5	Others, please specify	-	-	-
	Total	3,29,224	1,02,928	4,32,152

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made, if any (give Details)
A. Company					
Penalty			None		
Punishment			None		
Compounding			None		
B. Directors					
Penalty			None		
Punishment			None		
Compounding			None		
C. Other officers in default					
Penalty			None		
Punishment			None		
Compounding			None		

ANNEXURE C

FORM NO. AOC -2

Required to be attached with the Director's Report [Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A.
2. Details of material contracts or arrangement or transactions at arm's length basis:

(Amount in Lakhs)

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
M/s. Bang Overseas Limited: Enterprise owned or significantly influenced by KMP or their relatives	Purchase of finished goods/raw materials etc.	Ongoing	Rs. 1560.93/-	14/02/2018	N.A.

On behalf of board of directors

**Sd/-
Brijgopal Bang
Managing Director
DIN: 00112203**

Date: August 13, 2018
Place: Mumbai

THOMAS SCOTT (INDIA) LIMITED

ANNEXURE D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2017-18 (Rs. in Lacs)	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees	Remuneration of KMP as % of total revenue
1	Mr. Brijgopal Bang Managing Director	3.29	157	1.13	0.16
2	Mrs. Rashi Bang Company Secretary	1.03	Nil	N.A.	0.05
3	Mr. Samir Samaddar Chief Financial officer (w.e.f. 14-09-2017)	3.29	Nil	N.A.	0.16

Note: No Director other than Managing Director received any remuneration other than sitting fees for the financial year 2017-2018.

- (ii) The median remuneration of employees of the company during the financial year 2017-18 was Rs. 2.91 Lacs
- (iii) In the financial year 2017-18, there was increase of 52.06% in the median remuneration of employees.
- (iv) There were 25 permanent employees on the rolls of the Company as on March 31, 2018.
- (v) The average percentage increase in the salaries of employees other than managerial personnel was 10.00 % and increase in managerial remuneration was 157%.
- (vi) Remuneration is as per the remuneration policy of the company: affirmation that it is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

Annexure E

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company’s policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing regulations as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVE AND PURPOSE OF THE POLICY:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Effective date:

This Policy has been adopted by the Board of Directors of Thomas Scott (India) Limited (‘the Company’) at its Meeting held on 13th August, 2014 (The erstwhile Policy on Nomination and Remuneration Policy stands replaced by this Policy and the effective date is December 01, 2015).

Constitution of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Directors:

Sr. No.	Name	Designation
1	Subrata Kumar Dey	Chairman
2	Anuradha Paraskar	Member
3	Swati Sahukara	Member

The Board has the power to reconstitute the Committee consistent with the Company’s policy and applicable statutory requirement.

Definitions

- **“Board”**, means Board of Directors of the Company.
- **“Directors”**, means Directors of the Company.
- **“Committee”**, means Nomination and Remuneration Committee of the Company as constituted by the Board.
- **“Company”**, means Bang Overseas Limited.
- **“Independent Director”**, means a director referred to in section 149(6) of the Companies Act, 2013 and as per Listing Regulation.
- **Key Managerial Personnel (KMP) means-**
 - (i) Managing Director or Chief Executive Officer or manager and in their absence, a Whole-time Director;
 - (ii) Chief Financial Officer;
 - (iii) Company Secretary;
 - (iv) Such other officer as may be prescribed under the applicable statutory provisions / rules and regulations.
- **“Regulations”** or **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- **“senior management”**, means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Applicability:

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General

- This Policy is divided in three parts:
Part – A covers the matters to be dealt with and recommended by the Committee to the Board,
Part – B covers the appointment and nomination and
Part – C covers remuneration and perquisites etc.

- The key features of this Company's policy shall be included in the Board's Report.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

• **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

• **Term/Tenure:**

1. **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

• **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

• **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

• **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

• General:

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

I. Fixed pay:

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

II. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

III. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the

prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- Remuneration to Non- Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

- **Penalty for Non compliance:**

Company	Fine which shall not be less than Rs. 1,00,000/- but which may extend to Rs. 5,00,000/-
Officer in default	Imprisonment for a term which may extend to one year or Fine which shall not be less than Rs. 25,000/- but which may extend to Rs. 1,00,000/- or with both.

AMENDMENTS TO THE POLICY:

The Nomination and Remuneration Committee shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

The Indian retail industry is one of the fastest growing in the world. Retail industry in India is expected to grow to US\$ 1,100 trillion by 2020 from US\$ 672 billion in 2017 India is the fifth largest preferred retail destination globally. The country is among the highest in the world in terms of per capita retail store availability. India's retail sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in Tier-II and Tier-III cities. Healthy economic growth, changing demographic profile, increasing disposable incomes, urbanisation, changing consumer tastes and preferences are the other factors driving growth in the organised retail market in India. India's organized retail segment is expected to continue to grow mainly due to the following factors:

- Rapidly changing fashion industry which is driving the shift from unorganised to organised retail
- Increased fashion awareness along with higher disposable income of the Indian households and a favourable demographic coupled with an aspiration based purchasing pattern is likely to benefit the Company.
- Organised retail is no longer just limited to only metro and Tier-1 cities and is rapidly growing in suburban areas Global Positioning of Indian retail.
- Growing urbanization and gradual shift from unorganized to organized purchase is expected to benefit organized players.

e-commerce

Online retail business is the next generation format which has high potential for growth in the near future. After conquering physical stores, retailers are now foraying into the domain of e-retailing. the key drivers of online retail are a young population aided by easier access to credit & payment options, increasing internet penetration and speed, 24-hour accessibility & convenient & secured transactions. E-commerce companies such as Flipkart Internet Pvt. Ltd. & Amazon India are leading the race of scouting commercial real estate space for warehousing.

India's population is taking to online retail in a big way. The online retail market is expected to grow from US\$ 18 billion to US\$ 60 billion between 2017 and 2020. It is forecasted to grow at a CAGR of over 30 per cent from 2016 to 2021, on the back of shift from traditional retail to online channels by millennials. The organised retail sector is forecasted to witness strong growth in the coming years. ^ Organised retail penetration is expected to increase from 7 per cent in FY 2016-17 to 10 per cent in 2020. India is expected to become the world's third-largest consumer economy, reaching US\$ 400 billion in consumption by 2025. ^ Indian organic packaged food market is expected to grow at 17 per cent to reach Rs 871 million (US\$ 13.51 million) in 2021 from Rs 533 million (US\$ 7.93 million) in 2016. *

Global Positioning of Indian retail Industry

Increasing participation from foreign and private players has given a boost to Indian retail industry. India's price competitiveness attracts large retail players to use it as a sourcing base. Global retailers such as Walmart, GAP, Tesco and JC Penney are increasing their sourcing from India and are moving from third-party buying offices to establishing their own wholly-owned/wholly-managed sourcing and buying offices. The Government of India has introduced reforms to attract Foreign Direct Investment (FDI) in retail industry. The government has approved 51 per cent FDI in multi-brand retail and 100 per cent in single brand retail under the automatic route which is expected to give a boost to ease of doing business and Make in India, and plans to allow 100 per cent FDI in e-commerce. India will become a favourable market for fashion retailers on the back of a large young adult consumer base, increasing disposable incomes and relaxed FDI norms

FINANCIAL OVERVIEW

Sales

During the year under review, the Company achieved revenue of Rs. 2045.61 Lacs as against Rs. 1740.17 Lacs in previous year.

Earnings Before Interest, Depreciation & Tax (EBIDT)

During the financial year, the EBIDT was Rs. (17.77) lacs as against EBIDT of Rs. 68.96 lacs for the corresponding previous financial year.

Net Profit after Tax

During the financial year, Company has incurred a Net Loss after tax of Rs. 74.38 Lacs as against Net Profit after tax of Rs. 48.44 lacs for the corresponding previous financial year.

OUTLOOK

Your Company plans to continue the retail expansion program more aggressively. Investment in brand building activities and sharpening brand imagery will also continue in addition to expanding the distribution reach and penetration in selected markets and product categories. the Company has already put in place a network of high quality vendors and a robust sourcing and quality structure and process, to ensure consistent and timely delivery of products as per the high quality and specifications requirements.

OPPORTUNITIES

1. Immense growth Potential for Domestic and International Market.
2. Market is gradually shifting towards Branded Readymade Garment.
3. Favorable FDI Policy encouraging investment in Indian retail.
4. Large and diversified segment that provide wide array of products
5. Emerging Retail industry and Malls provide huge opportunities for the apparel, Handicraft and other segments of industry.
6. Development of supply chain improving efficiency

THREATS

1. Competition from other developing countries, especially China.
2. To make balance between price and quality
3. Presence of many unorganised players
4. International labor and Environmental Laws
5. Continuous quality improvement is need of the hour as there are different demand patterns all over the world.

RISK & CONCERNS

The US dollar has strengthened continuously against the Indian Rupee and other currencies, due to the turmoil in the China market and recession in the European market. Due to a demand recession across the globe, increasing prices in Indian markets has become extremely difficult. The input costs are continuously increasing without commensurate increase in selling prices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate systems of Internal Control to ensure that all the assets are safeguarded from loss, damage or disposition. Checks & balances are in place to ensure that transactions are adequately authorised and recorded and that they are reported correctly. The Board of Directors considers internal controls as adequate.

ENVIRONMENT & SAFETY/NATURE & SECURITY

Your Company is highly committed to environment friendly processes and operations. Therefore, it undertakes its operations in such a manner that it does not affect the Environment in one hand and also maintains the required Environmental balance in the other hand. The Company actively pursues safety and health measures continuously. Your Company has always ensured the Environmental Safety, complied with the various Environmental Laws from time to time and further commits to follow the same in future.

HUMAN RESOURCE- THE BIGGEST COMPETITIVE EDGE

The total numbers of employees of the Company as on March 31, 2018 were 25.

Your Company believes that its Employees are the backbone of the Company and the reason behind the position of your company are its Employees. The Company is in a continuous process of evaluating, training, motivating and rewarding its employees for their unstinted performance and contributions to the Company so that the Company also receives the same in future also. The focus of all aspects of Human Resource Development is on developing a superior workforce so that the organization and individual employee can accomplish their work goals of service to customers.

ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

Your company adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017. For the year 2016-17 and 2017-18, the

Company has completed assessment of impact of change to Ind AS for relevant periods. The Company has modified the accounting and reporting systems to facilitate the changes.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

THOMAS SCOTT (INDIA) LIMITED

DECLARATION UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As per the requirements of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Brijgopal Bang, Managing Director, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year 2017-18.

Sd/-
Brijgopal Bang
Managing Director
(DIN: 00112203)

Place: Mumbai
Date: 30th May, 2018

CEO AND CFO CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI LISTING REGULATIONS 2015:

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2017-18 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Thomas Scott (India) Limited

Sd/-
Brijgopal Bang
Managing Director
(DIN: 00112203)

Sd/-
Samir Samddar
Chief Financial Officer

Place: Mumbai
Date : 30th May, 2018

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Thomas Scott (India) Limited

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of Thomas Scott (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken in account the provision of the Act, the accounting and auditing standards and matters which required to be included in the audit report under the provisions of the Act and Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

6. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expression an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

8. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018, and its loss (including other comprehensive income), its cash flow and the changes in equity for the year ended on that date.

OTHER MATTER

9. The financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these standalone financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated May 30, 2017 and May 30, 2016 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition have been audited by us.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure 'A' a statement on matters specified in paragraphs 3 and 4 of the said order.
11. As required by Section 143 (3) of the Act, we report that:

- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the Directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018 from being appointed as a Director in terms of section 164(2) of the Act.
- (f) Report on Internal Financial Controls under clause (i) of subsection 3 of Section 143 of the Act is enclosed as Annexure 'B' to this report.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanation given to us:
 - i. The Company does not have pending litigations as at March 31, 2018.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were material foreseeable losses:
 - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

For BHATTER & COMPANY
Chartered Accountants
Firm Regd. No. 131092W

DAULAL H BHATTER
Proprietor
Membership No: 016937.

Place: Mumbai
Dated: 30th May 2018

“Annexure-A”

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Thomas Scott (India) Limited
(Referred to in paragraph 9 of our report of the even date)

- (i) (a) The Company has maintained proper records for fixed assets, but it is not showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets of the Company have not been physically verified by the management at reasonable intervals.
- (c) According to the information and explanation given to us as the Company owns no immovable properties, the requirement on reporting whether title deed of immovable property is held in the name of the Company is not applicable.
- (ii) According to the information and explanation given to us, the management has conducted physical verification in respect of stock at reasonable intervals. No material discrepancies have been noticed on physical verification of stocks as compared to books.
- (iii) The Company has not granted any loans or advances in the nature of loans to the parties covered in the register maintained under Section 189 of the Act. Hence, the question of reporting whether the receipt of principal and interest are regular and, whether reasonable steps of recovery of over dues of such loans are taken does not arise.
- (iv) The Company has not given any loans nor made any investment during the year. Hence provision of Section 185 and 186 of the Act are not applicable to the Company.
- (v) Based on our scrutiny of the Company's records and according to the information and explanation provided by the management, in our opinion, the Company has not accepted any deposits so far upto 31st March 2018 which are 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit) Rules, 2014.
- (vi) According to information and explanation provided by the management, during the year Company is not engaged in production of any goods or provision of any service for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the Company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- (vii) (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it except few slight delays.

According to the information and explanations given, no undisputed amounts payable in respect of income-tax, sales tax, value added tax, custom duty and excise duty were outstanding, as at 31st March 2018 for a period of more than six months from the date they became payable;

- (b) According to the records of the Company, there are no dues of sales tax, income-tax, value added tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute;
- (viii) According to the records of the Company, the Company has not borrowed from financial institutions or banks or government or issued debentures till 31st March, 2018. Hence in our opinion, the question of reporting on defaults in repayment of loans or borrowing from financial institution, bank, government or dues to debenture holders does not arise.
- (ix) According to the records of the Company, the Company has not raised any moneys by way of Initial Public Offer or Further Public Offer nor has the Company obtained any term loan. Hence, comments under the clause are not called for.
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the Company by its officer or employees or any fraud by the Company has been noticed or reported during the course of our audit.
- (xi) According to information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided any managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the

opinion that the Company is not a nidhi hence, in our opinion, the requirements of Clause 3(xii) of the Order does not apply to the Company.

- (xiii) According to the information and explanations given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.

For BHATTER & COMPANY
Chartered Accountants
Firm Regd. No. 131092W

DAULAL H BHATTER
Proprietor
Membership No: 016937.

Place: Mumbai
Dated: 30th May 2018

Annexure -B

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financials Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

- We have audited the internal financial controls over financial reporting of Thomas Scott (India) Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

- The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

- Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

- Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

- A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

- Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or

improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BHATTER & COMPANY

Chartered Accountants
Firm Regd. No. 131092W

DAULAL H BHATTER

Proprietor
Membership No: 016937.

Place: Mumbai
Dated: 30th May 2018

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THOMAS SCOTT (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

(In. Rs.)

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
ASSETS				
1. Non-current assets				
(a) Property, plant and equipment	2	3,33,062	4,51,088	6,28,889
(b) Intangible assets	2A	5,61,022	94,177	97,937
(c) Deferred tax assets (net)	3	41,21,146	55,78,158	62,31,818
(d) Other non-current assets	4	2,03,728	2,03,684	2,01,746
2. Current assets				
(a) Inventories	5	4,71,37,271	4,50,64,666	5,88,05,030
(b) Financial assets				
(i) Trade receivable	6	11,95,68,377	7,93,57,094	3,73,53,403
(ii) Cash and cash equivalents	7	3,83,774	23,99,654	14,79,674
(c) Other current assets	8	2,98,88,981	2,94,06,217	2,95,33,902
TOTAL ASSETS		20,21,97,361	16,25,54,739	13,43,32,399
EQUITY AND LIABILITIES				
1. Equity				
(a) Equity share capital	9	3,39,00,000	3,39,00,000	3,39,00,000
(b) Other equity	10	3,87,71,616	4,62,10,436	4,13,66,183
2. Liabilities				
Non-current liabilities				
(a) Provisions	11	5,12,121	4,44,979	3,72,667
3. Current liabilities				
(a) Financial liabilities				
(i) Borrowings	12	4,01,00,098	2,06,30,228	-
(ii) Trade payable	13	8,82,31,001	6,09,79,279	5,82,75,168
(b) Provisions	14	1,63,939	1,45,596	1,52,287
(c) Other current liabilities	15	5,18,585	2,44,221	2,66,094
TOTAL EQUITY AND LIABILITIES		20,21,97,361	16,25,54,739	13,43,32,399

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Bhatler & Co.
Chartered Accountants
Firm Registration No:131092W

Daulal H. Bhatler
Proprietor
Membership No. 016937

Place : Mumbai
Date : 30th May 2018

For and on behalf of Board of Directors

Thomas Scott (India) Limited

Brijgopal Bang
Managing Director
(DIN: 00112203)

Raghvendra Bang
Director
(DIN: 00356811)

Rashi Bang
Company Secretary

Place : Mumbai
Date : 30th May 2018

Samir Samaddar
Chief Financial Officer

THOMAS SCOTT (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(In. Rs.)

Particulars	Note	For the year ended 31st March 2018	For the year ended 31st March 2017
INCOME			
Revenue from operations	16	20,45,61,599	17,40,17,438
Other Income	17	1,88,382	4,44,586
Total Revenue		20,47,49,981	17,44,62,024
EXPENSES			
Purchase of Stock-in-Trade	18	17,46,13,274	11,92,82,211
Changes in inventories of Stock-in-Trade	19	(20,72,605)	1,37,40,364
Employee benefit expense	20	1,31,20,642	1,19,82,131
Finance costs	21	39,85,113	12,16,346
Depreciation and amortization expense	1	2,19,181	1,81,562
Other expenses	22	2,08,66,183	2,25,61,497
Total Expenses		21,07,31,789	16,89,64,111
Profit/(Loss) before tax		(59,81,808)	54,97,913
Deferred tax		14,57,012	6,53,660
Profit/(Loss) for the year		(74,38,820)	48,44,253
Total Comprehensive Income for the year		(74,38,820)	48,44,253
Earning per equity share: (Refer Note 29)			
(1) Basic		(2.19)	1.43
(2) Diluted		(2.19)	1.43

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements
As per our report of even date attached

For Bhatler & Co.

Chartered Accountants
Firm Registration No:131092W

Daulal H. Bhatler
Proprietor

Membership No. 016937

Place : Mumbai
Date : 30th May 2018

For and on behalf of Board of Directors

Thomas Scott (India) Limited

Brijgopal Bang
Managing Director
(DIN: 00112203)

Raghvendra Bang
Director
(DIN: 00356811)

Rashi Bang
Company Secretary

Place : Mumbai
Date : 30th May 2018

Samir Samaddar
Chief Financial Officer

THOMAS SCOTT (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(In Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
A. Cash flow from Operating Activities		
Net profit/(loss) before tax and extraordinary items	(59,81,808)	54,97,913
Adjustments for		
Depreciation and amortisation expenses	2,19,181	1,81,562
Interest income	(1,73,277)	(1,71,329)
Interest expense	39,72,631	12,06,207
Operating profit before Working Capital changes	(19,63,273)	67,14,353
Adjustments for		
Decrease / (Increase) in trade receivables	(4,02,11,282)	(4,20,03,691)
Decrease / (Increase) in inventories	(20,72,605)	1,37,40,364
Decrease/(Increase) other non-current assets	(44)	(1,938)
Decrease/(Increase) other current assets	(4,82,764)	1,27,685
Increase / (Decrease) in non-current provisions	67,142	72,312
Increase / (Decrease) in trade payables	2,72,51,723	27,04,110
Increase / (Decrease) in current provisions	18,343	(6,691)
Increase / (Decrease) in other current liabilities	2,74,364	(21,873)
Cash generated from operations	(1,71,18,397)	(1,86,75,370)
Net Cash from Operating Activities	(1,71,18,397)	(1,86,75,370)
B. Cash flows from Investing activities		
Purchase of Fixed Assets	(5,68,000)	-
Interest Received	1,73,277	1,71,329
Net Cash from Investing Activities	(3,94,723)	1,71,329
C. Cash flows from Financing Activities		
Short term borrowings	1,94,69,870	2,06,30,228
Interest expense	(39,72,631)	(12,06,207)
Net cash from Financing Activities	1,54,97,239	1,94,24,021
Net increase in cash and cash equivalents (A + B + C)	(20,15,880)	9,19,980
Cash and cash equivalents at the beginning of the year	23,99,654	14,79,674
Cash and cash equivalents at the end of the year	3,83,774	23,99,654

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements
As per our report of even date attached

For Bhatler & Co.

Chartered Accountants

Firm Registration No:131092W

Daulal H. Bhatler

Proprietor

Membership No. 016937

Place : Mumbai

Date : 30th May 2018

For and on behalf of Board of Directors

Thomas Scott (India) Limited

Brijgopal Bang
Managing Director
(DIN: 00112203)

Raghvendra Bang
Director
(DIN: 00356811)

Rashi Bang
Company Secretary

Place : Mumbai

Date : 30th May 2018

Samir Samaddar

Chief Financial Officer

Note 1**SIGNIFICANT ACCOUNTING POLICIES:****1. Background**

Thomas Scott (India) Ltd (TSIL or the Company) incorporated in India is involved in business of manufacturing and trading of Textile and Textile products.

2. Basis of preparation of Financial Statements**i) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following which have been measured at fair value:

1. certain financial assets and liabilities are measured at fair value;
2. defined benefit plans;

iii) Current & non current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

3. Use of Estimate

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

4. Property, plant and equipment**Tangible assets**

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 01st April 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure i.e. directly attributable to the acquisition of the items.

Subsequent costs are included in the assets carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation

Depreciation on the property, plant and equipment is provided on written down value method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013. The gain and loss on disposal are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

5. Intangible Assets

Computer software

Computer software are stated at cost, less accumulated amortization and impairments, if any.

Amortization method and useful life

The company amortizes computer software using straight-line method over the period of 6 years. Gain & Losses on disposal are determined by comparing proceeds with carrying amount. These are included in the statement of Profit and Loss.

6. Cash & Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments with maturities of three months or less that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value.

7. Leases

Operating lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

8. Inventories

Inventories are valued at lower of cost or net realisable value. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

9. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(i) Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

10. Impairment of non- financial assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

11. Foreign Exchange Transaction**(a) Functional and presentation currency**

The financial statements are presented in Indian rupees (INR), which is Company's functional and presentation currency.

(b) Transaction and balances

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

12. Employee benefits**Short term employee benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post –employment Benefits

The Company operates the following post-employment schemes:

- a. defined benefit plans such as gratuity; and
- b. defined contribution plans such as provident fund.

Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined Contribution plans

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are charged to Statement of Profit and Loss as incurred.

Other employee benefits

The liabilities for earned leave is determined on the basis of accumulated leave to the credit of the employees as at the year-end charged to the statement of profit and loss as per the Company's rules being the short term benefits.

13. Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period

14. Earning per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year,

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

15. Cash Flow Statement

Cash flows are reported using the indirect method whereby the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

16. Provision and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Note 2 : Property, Plant and Equipment

(In Rs.)

Particulars	Gross Block			Depreciation			Net Block			
	as at 01/04/2017	Addition	Deduction	as on 31/03/2018	up to 01/04/2017	for the Year	Depreciation Adjustment	up to 31/03/2018	as on 31/03/2018	as on 31/03/2017
Tangible Assets (Owned):										
Plant & Machinery	98,988	-	-	98,988	62,268	6,652	-	68,920	30,068	36,720
Office Equipments	9,11,324	-	-	9,11,324	8,58,883	5,867	-	8,64,750	46,574	52,441
Leasehold Improvements	12,79,453	-	-	12,79,453	9,33,472	1,02,550	-	10,36,022	2,43,431	3,45,981
Computer System	2,59,786	-	-	2,59,786	2,43,840	2,957	-	2,46,797	12,989	15,946
Total	25,49,551	-	-	25,49,551	20,98,463	1,18,026	-	22,16,489	3,33,062	4,51,088
Previous Year	25,49,551	-	-	25,49,551	20,98,463	1,77,801	-	20,98,463	4,51,088	-

Note 2A : Intangible assets

(In Rs.)

Particulars	Gross Block			Depreciation			Net Block			
	as at 01/04/2017	Addition	Deduction	as on 31/03/2018	up to 01/04/2017	for the Year	Depreciation Adjustment	up to 31/03/2018	as on 31/03/2018	as on 31/03/2017
Intangible Assets (Owned):										
Computer software	18,83,714	5,68,000	-	24,51,715	17,89,538	1,01,155	-	18,90,693	5,61,022	94,177
Total	18,83,714	5,68,000	-	24,51,715	17,89,538	1,01,155	-	18,90,693	5,61,022	94,177
Previous Year	18,83,714	-	-	18,83,714	17,85,777	3,761	-	17,89,538	94,177	-

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Note 3 : Deferred tax assets			
Deferred tax assets on account of			
Disallowances u/s 43B of the Income Tax Act	(1,53,637)	(1,58,633)	-
Property, Plant and Equipment	42,74,783	57,36,791	-
	41,21,146	55,78,158	-
Note 4 : Other non-current assets			
Unsecured, considered good unless otherwise stated			
Income Tax (Tax deducted at source)	3,728	3,684	46
Security deposits	2,00,000	2,00,000	2,01,700
	2,03,728	2,03,684	2,01,746
Note 5 : Inventories			
(As taken, Valued & Certified by the Management)			
Stock in Trade	4,71,37,271	4,50,64,666	5,88,05,030
	4,71,37,271	4,50,64,666	5,88,05,030

THOMAS SCOTT (INDIA) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Note 6 : Trade Receivables			
Overdue for period exceeding six months			
Unsecured, considered good			
Debts outstanding for a period exceeding six months	2,50,59,407	1,70,37,437	43,54,303
Doubtful	10,50,208	10,65,313	11,70,527
	2,61,09,615	1,81,02,750	55,24,830
Less : Provision for bad & doubtful receivables	(10,50,208)	(10,65,313)	(11,70,527)
	2,50,59,407	1,70,37,437	43,54,303
Unsecured, considered good			
Receivable from related party	9,450	7,845	5,280
Other Debts	9,44,99,520	6,23,11,812	3,29,93,820
	11,95,68,376	7,93,57,094	3,73,53,403
Note 7 : Cash and Cash equivalents			
Balances with Banks in			
- Current Accounts	3,28,031	22,84,965	13,46,590
- Cash In Hand	55,743	1,14,689	1,33,084
	3,83,774	23,99,654	14,79,674
Note 8 : Other current assets			
Unsecured, considered good unless otherwise stated			
Advances to employees	3,66,053	4,78,040	2,11,288
Advances paid to suppliers	2,85,54,634	2,85,48,838	2,91,93,217
Prepaid Expenses	39,242	52,154	56,369
Balance with statutory/government authorities	9,29,052	3,27,185	73,028
	2,98,88,981	2,94,06,217	2,95,33,902
Note 9 : Equity Share Capital			
40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000	4,00,00,000	4,00,00,000
(Previous year 40,00,000 equity shares of Rs. 10/- each)			
10,00,000 Redemable Preference Shares of Rs. 10/- each	1,00,00,000	1,00,00,000	1,00,00,000
(Prevoius year 10,00,000 preference shares of Rs. 10/- each)			
	5,00,00,000	5,00,00,000	5,00,00,000

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Issued, Subscribed & Paid up			
33,90,000 Equity Shares of Rs. 10/- each (Previous year 33,90,000 equity shares of Rs. 10/- each fully paid up)	3,39,00,000	3,39,00,000	3,39,00,000
Total	3,39,00,000	3,39,00,000	3,39,00,000

a) Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 10 per share.

Each holder of equity shares is entitled to one vote per share.

b) Terms/rights attached to Preference Shares

The company has only one class of preference shares having a par value of Rs. 10 per share.

c) Reconciliation of Issued Share Capital	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares outstanding at beginning of year	33,90,000	33,900,000	33,90,000	33,900,000	33,90,000	33,900,000
Equity shares outstanding at end of year	33,90,000	33,900,000	33,90,000	33,90,000	33,900,000	33,90,000

d) Shareholders holding more than 5% of shares in the company

	No. of shares	% of shares	No. of shares	% of shares	No. of shares	% of shares
Mr. Venugopal Bang	6,76,650	19.96%	6,76,650	19.96%	6,76,650	19.96%
Mr. Brijgopal Bang	3,80,250	11.22%	3,80,250	11.22%	3,80,250	11.22%
Mr. Krishnakumar Bang	3,25,425	9.60%	3,25,425	9.60%	3,25,425	9.60%
Mr. Ramanujdas Bang	1,93,650	5.71%	1,93,650	5.71%	1,93,650	5.71%

THOMAS SCOTT (INDIA) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Reserves and Surplus		Total
	General Reserves	Retained Earnings	
Note 10 : Other Equity			
Balance as at 1st April 2016	22,34,22,209	(18,20,56,026)	4,13,66,183
Profit/(Loss) for the year	-	48,44,253	48,44,253
Balance as at 31st March 2017	22,34,22,209	(17,72,11,773)	4,62,10,436
Balance as at 1st April 2017	22,34,22,209	(17,72,11,773)	4,62,10,436
Profit/(Loss) for the year		(74,38,820)	(74,38,820)
Balance as at 31st March 2018	22,34,22,209	(18,46,50,593)	3,87,71,616
Note 11 : Provisions			
Provision for Gratuity	5,12,121	4,44,979	3,72,667
	5,12,121	4,44,979	3,72,667
Note 12 : Borrowings			
Unsecured (Loans payable on demand)			
From Managing Director	4,01,00,098	2,06,30,228	-
	4,01,00,098	2,06,30,228	-
Note 13 : Trade Payables			
For goods and services	3,08,32,513	47,43,662	40,47,238
Payable to related parties	5,73,98,488	5,62,35,616	5,42,27,930
	8,82,31,001	6,09,79,279	5,82,75,168
Note 14 : Provisions			
Provision for employee benefits	79,411	77,199	95,767
Provision for Gratuity	84,528	68,397	56,520
	1,63,939	1,45,596	1,52,287
Note 15 : Other Current Liabilities			
Statutory liabilities	5,18,585	2,44,221	1,28,237
Advance received from customers	-	-	1,37,857
	5,18,585	2,44,221	2,66,094

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Note 16 : Revenue from Operations		
Sale of products		
- Trade Goods (Fabrics)	20,45,61,599	17,40,17,438
	20,45,61,599	17,40,17,438
Note 17 : Other Income		
Interest income	1,73,277	1,71,329
Sundry balance written back	-	1,37,857
Provision for doubtful debts reversed	15,105	1,35,400
	1,88,382	4,44,586
Note 18 : Trade Purchases		
Purchase of stock in trade	17,46,13,274	11,92,82,211
	17,46,13,274	11,92,82,211
Note 19 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Opening Stock	4,50,64,666	5,88,05,030
Less: Closing Stock	4,71,37,271	4,50,64,666
	(20,72,605)	1,37,40,364
Note 20 : Employee benefit expense		
Salaries, Wages, and Bonus	1,11,44,447	1,09,17,016
Contribution to Provident Fund and other funds	4,55,088	3,60,294
Gratuity Expenses	83,273	1,83,866
Workmen and staff welfare expenses	14,37,834	5,20,955
	1,31,20,642	1,19,82,131
Note 21 : Finance Cost		
Interest to others	39,72,631	12,06,207
Bank Charges	12,482	10,139
	39,85,113	12,16,346
Note 22 : Other Expenses		
Power & Fuel	2,02,858	2,64,246
Freight and forwarding charges	24,63,185	6,92,627
Rent	6,80,489	6,54,096
Rates & Taxes	18,153	31,288
Insurance Charges	66,676	8,298
Repairs & Maintenance:		
- Other	2,24,016	2,32,754
Advertisement & Sales Promotion Expenses	47,451	21,72,559
Discount & Rebate on sales	45,36,540	44,17,901
Director's Remuneration	3,29,517	1,28,229
Brokerage & Comission	35,94,779	17,14,835
Director's Sitting fees	65,000	50,000
Travelling & Conveyance expenses	22,43,413	30,86,214

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Communication Cost	2,77,217	3,37,420
Printing & Stationary	1,80,192	2,14,766
Legal, Professional and Consultancy fees	14,46,877	15,64,606
Auditor's remuneration:		
- Audit fee	41,300	28,750
- Tax Audit fee	29,500	17,250
- Certification fee	5,750	24,700
Courier & Postage	3,15,163	3,23,625
Packing expenses	38,48,621	62,72,767
Security & service charges	1,32,150	1,00,670
Sundry balance written off	-	4,960
Provision for Bad & Doubtful Debts	-	30,186
Jobwork Charges	-	79,460
Other expenses	28,509	1,09,291
Prior Period expenses	88,828	-
	2,08,66,183	2,25,61,497

23. Contingent Liabilities:

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Nil	Nil	Nil	Nil

24. Micro, Small and Medium Enterprises:

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence discloses, if any relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been given.

25. Post Retirement Benefit Plan:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund (In Rs.)	2,99,945	2,79,211

Defined Benefits Plan

Gratuity Plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The Company has recognized Rs. 83,273/- (PY 1,83,866/-) in the profit & Loss Account during the year ended 31 March 2018 under defined contribution plan.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(a) Change in the Fair Value of Plan Assets

(In Rs)

Particulars	For the period ending	
	31-Mar-18	31-Mar-17
Fair Value of Plan Assets as at the beginning	-	-
Investment Income	-	-
Employer's Contribution	-	-
Employee's Contribution	-	-
Benefits Paid	-	-
Return on plan assets, excluding amount Recognized in net interest expense	-	-
Acquisition Adjustment	-	-
Fair Value of Plan Assets as at the end	-	-

(b) Expenses Recognised in the Income Statement

Particulars	For the period ending	
	31-Mar-18	31-Mar-17
Current Service Cost	1,28,992	1,43,506
Past Service Cost	-	-
Loss / (Gain) on settlement	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	(45,719)	40,360
Expenses Recognised in the Income Statement	83,273	1,83,866

(c) Changes in the Present Value of Obligation

Particulars	For the period ending	
	31-Mar-18	31-Mar-17
Present Value of Obligation as at the beginning	5,13,376	4,29,187
Current Service Cost	1,28,992	1,43,506
Interest Expense or cost	37,962	33,453
Re-measurement (or Actuarial)(gain)/loss arising from:		
- change in demographic assumptions	-	-
- change in financial assumptions	(20,757)	17,174
- experience variance (i.e. Actual experience vs assumptions)	(62,924)	(10,267)
- others	-	-
Past Service Cost	-	-
Effect of change in foreign exchange rates	-	-
Benefits Paid	-	(99,677)
Acquisition Adjustment	-	-
Effect of Business combinations or disposals	-	-
Present Value of Obligation as at the end	5,96,649	5,13,376

(d) Bifurcation of Net Liability

Particulars	As on	
	31-Mar-18	31-Mar-17
Current Liability (Short term)	84,528	68,397
Non-Current Liability (Long term)	5,12,121	4,44,979
Net Liability	5,96,649	5,13,376

THOMAS SCOTT (INDIA) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(e) Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	For the period ending	
	31-Mar-18	31-Mar-17
Discount rate (per annum)	7.80%	7.40%
Salary growth rate (per annum)	4.50%	4.50%
Attrition /Withdrawal rate (per annum)	5.00%	5.00%
Mortality rate (% of IALM 0608)	100%	100%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, sonority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

(f) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are given below:

Particulars	31-Mar-18	31-Mar-17
Defined Benefit Obligation (Base)	5,96,649	5,13,376

Particulars	31-Mar-18		31-Mar-17	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	5,60,811	4,72,387	6,50,627	5,49,883
(% change compared to base due to sensitivity)	9.20%	-8.0%	9.0%	-7.80%
Salary Growth Rate (- / + 1%)	4,70,953	5,61,732	5,48,077	6,51,894
(% change compared to base due to sensitivity)	-8.30%	9.40%	-8.10%	9.30%
Attrition Rate (- / + 50% of attrition rates)	4,98,663	5,20,667	5,65,881	6,17,319
(% change compared to base due to sensitivity)	-2.90%	1.40%	-5.20%	3.50%
Mortality Rate (- / + 10% of mortality rates)	5,13,042	5,13,709	5,96,123	5,97,173
(% change compared to base due to sensitivity)	-0.10%	0.10%	-0.10%	0.10%

Please note that the sensitivity analysis presented above may not be representative of actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period. For change in assumptions please refer to section 5 above, where assumptions for prior period, if applicable, are given.

26. Segment Reporting:

The Company operates in only one reportable segment that is trading of fabrics and readymade garments. Therefore, no separate disclosure of segment wise information is required.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

27. Financial Risk Management:

Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to interest rate risk

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Borrowing Bearing Fixed rate of interest	4,01,00,098/-	2,06,30,228/-	-

Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- i) Actual or expected significant adverse changes in business.
- ii) Actual or expected significant changes in the operating results of the counterparty.
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations.
- iv) Significant increase in credit risk on other financial instruments of the same counterparty.

Ageing of Account Receivables

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
0-6 months	9,45,08,970	6,23,19,657	3,29,99,100
Beyond 6 months	2,50,59,407	1,70,37,437	43,54,303
Total	11,95,68,377	7,93,57,094	3,73,53,403

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below analyses the financial liability of the company into relevant maturity groupings based on the remaining period from reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flow.

Particulars	Less than 1 year	1-5 Years	Beyond 5 Years	Total
As at 31st March 2018				
Short term borrowing	4,01,00,098	-	-	4,01,00,098
Trade payable	8,82,31,001	-	-	8,82,31,001
Other financial liability including other payable	-	-	-	-
As at 31st March 2017				
Short term borrowing	2,06,30,228	-	-	2,06,30,228
Trade payable	6,09,79,279	-	-	6,09,79,279
Other financial liability including other payable	-	-	-	-
As at 01st April 2016				
Short term borrowing	-	-	-	-
Trade payable	5,82,75,168	-	-	5,82,75,168
Other financial liability including other payable	-	-	-	-

28. Capital Risk Management

Risk Management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.
- maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital on the basis of the following debt equity ratio:

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Net debt	4,01,00,098	2,06,30,228	-
Total Equity	7,26,71,616	8,01,10,436	7,52,66,183
Net debt to Total Equity	0.55	0.26	0.00

29. Earning per Share (EPS)

(Rs.)

Particulars	31.03.2018	31.03.2017
Net Profit/(Loss) including exceptional item	(74,38,820)	48,44,253
Exceptional item	-	-
Net Profit/(Loss) excluding exceptional item	(74,38,820)	48,44,253
Nominal Value per share	10	10
Weighted Average no. of shares outstanding at the end of the year	33,90,000	33,90,000
E.P.S. Excluding exceptional item	(2.19)	1.43
E.P.S. Including exceptional item	(2.19)	1.43

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

30. Fair Value Measurement

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

· Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans repayable on demand approximate their carrying amounts largely due to short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The carrying amounts and fair values of financial instruments by category are as follows:

Particulars	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	Carrying Amount	Level of input used in	Carrying Amount	Level of input used in	Carrying Amount	Level of input used in
		L1 L2		L1 L2		L1 L2
Financial Assets at amortised cost						
Trade Receivable	11,95,68,377	- -	7,93,57,094	- -	3,73,53,403	- -
Cash & Cash Equivalent	3,83,774	- -	23,99,654	- -	14,79,674	- -
Financial Liabilities						
Borrowings	4,01,00,098	- -	2,06,30,228	- -	-	- -
Trade Payable	8,82,31,001	- -	6,09,79,279	- -	5,82,75,168	- -

The Financial Instruments are categorised in two level based on the inputs used to arrive at fair value measurement as described below:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

31. First Time adoption of IND AS

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 1st, 2017, with a transition date of 1st April, 2016. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31st March, 2018, be applied retrospectively and consistently for all financial years presented. However, in preparing these Ind AS financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed

Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipment's and Intangible assets as deemed cost as at the transition date.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

B. Applicable Mandatory Exceptions

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

C. Transition to Ind AS - Reconciliations

- I. Reconciliation of Balance sheet as at April 1, 2016 and March 31, 2017
- II. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017
- III. Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017

There are no foreign currency exposures that have not been hedged by any derivatives instrument or otherwise as on 31 March 2018.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of Balance Sheet as at 31st March 2017 and 01st April 2016

Particulars	As at 31st March 2017			As at 01st April 2016		
	Previous GAAP	Effect to transition to Ind AS	As per Ind AS	Previous GAAP	Effect to transition to Ind AS	As per Ind AS
I. ASSETS						
1. Non-current assets						
(a) Property, plant and equipment	4,51,088		4,51,088	6,28,889		6,28,889
(b) Intangible assets	94,177		94,177	97,937		97,937
(c) Deferred tax assets (net)	-	55,78,158	55,78,158	-	62,31,818	62,31,818
(d) Other non-current assets	2,03,684		2,03,684	2,01,746		2,01,746
2. Current assets						
(a) Inventories	4,50,64,666		4,50,64,666	5,88,05,030		5,88,05,030
(b) Financial assets						
(i) Trade receivable	7,93,57,094		7,93,57,094	3,73,53,403		3,73,53,403
(ii) Cash and cash equivalents	23,99,654		23,99,654	14,79,674		14,79,674
(c) Other current assets	2,94,06,217		2,94,06,217	2,95,33,902		2,95,33,902
TOTAL ASSETS	15,69,76,581	55,78,158	16,25,54,739	12,81,00,581	62,31,818	13,43,32,399
II. EQUITY AND LIABILITIES						
1. Equity						
(a) Equity share capital	3,39,00,000		3,39,00,000	3,39,00,000		3,39,00,000
(b) Other equity	4,06,32,278	55,78,158	4,62,10,436	3,51,34,365	62,31,818	4,13,66,183
2. Liabilities						
Non-current liabilities						
(a) Provisions	4,44,979		4,44,979	3,72,667		3,72,667
3. Current liabilities						
(a) Financial liabilities						
(i) Borrowings	2,06,30,228		2,06,30,228	-		-
(ii) Trade payable	6,09,79,279		6,09,79,279	5,82,75,168		5,82,75,168
(b) Provisions	1,45,596		1,45,596	1,52,287		1,52,287
(c) Other current liabilities	2,44,221		2,44,221	2,66,094		2,66,094
TOTAL EQUITY AND LIABILITIES	15,69,76,581	55,78,158	16,25,54,739	12,81,00,581	62,31,818	13,43,32,399

THOMAS SCOTT (INDIA) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Reconciliation of statement of Profit & Loss for the year ended 31st March 2017

Particulars	Previous GAAP	Effect to transition to Ind AS	As per Ind AS
INCOME			
Revenue from operations	17,40,17,438		17,40,17,438
Other Income	4,44,586		4,44,586
Total Revenue	17,44,62,024	-	17,44,62,024
EXPENSES			
Purchase of Stock-in-Trade	11,92,82,211	-	11,92,82,211
Changes in inventories of Stock-in-Trade	1,37,40,364	-	1,37,40,364
Employee benefit expense	1,19,82,131	-	1,19,82,131
Finance costs	12,16,346	-	12,16,346
Depreciation and amortization expense	1,81,562	-	1,81,562
Other expenses	2,25,61,497	-	2,25,61,497
Total Expenses	16,89,64,111	-	16,89,64,111
Profit/(Loss) before tax	54,97,913	-	54,97,913
Current tax	-	-	-
Deferred tax	-	6,53,660	6,53,660
Prior Period Tax Adjustments	-	-	-
Profit/(Loss) for the year	54,97,913	(6,53,660)	48,44,253
Total Comprehensive Income for the year	54,97,913	(6,53,660)	48,44,253

Reconciliation of equity

Particulars	As at 31st March 2017	As at 01st April 2016
Total Equity as per previous IGAAP	7,45,32,278	6,90,34,365
Ind AS Adjustment:		
Adjustment in Deferred Tax	55,78,158	62,31,818
Total Equity under IND AS	8,01,10,436	7,52,66,183

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

32. Additional information pursuant to the provisions of Part II of the Schedule III of the Companies Act, 2013.

- i) Value of imported and indigenous Raw Material consumed during the year in NIL.
- ii) CIF value of imports, expenditure and earning in foreign exchange is NIL.

33. Previous year figure has been regrouped, rearranged and restated whenever necessary.

34. Information on Related Party Disclosure

A.	Key Managerial Persons(KMP)	Brijgopal Bang (Managing Director) Raghavendra Bang (Director)
B.	Relatives of Key Managerial Persons	Late. Balaram Bang Harshvardhan Bang
C.	Enterprises owned or significantly influenced by key mangement perosnnel or their relatives	Bang Overseas Limited Venugopal Bang (HUF) Shree Balaji Fabrics

Disclosure of transection between the Company and related Parties and status of outstanding balances as on 31st March, 2018:

Particulars	31.03.2018	31.03.2017
(In Rs.)		
Key Managerial Persons		
Brijgopal Bang		
Remuneration to Director	3,29,517	1,28,229
Loans taken	1,97,55,000	2,07,75,000
Loans repaid	38,59,000	12,27,000
Interest paid	39,70,967	12,02,476
Sale of Fabrics	7,376	27,725
Outstanding Payable as on 31st March 2018	4,01,23,657	2,06,40,095
Raghavendra Bang		
Sale of Fabrics	5,250	3,750
Outstanding Receivable as on 31st March 2018	5,250	495
Relatives of Key Managerial Persons		
Late. Balaram Bang		
Rent paid	4,000	4,000
Outstanding payable as on 31st March 2018	26,000	22,000
Harshvardhan Bang		
Sale of Fabrics	-	2,700
Outstanding Receivable as on 31st March 2018	-	2,700

THOMAS SCOTT (INDIA) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	31.03.2018	31.03.2017
Enterprises owned or significantly influenced by key management perosnnel or their relatives		
Bang Overseas Limited		
Sale of finished goods / raw materials etc.	3,05,768	-
Purchase of finished goods / raw materials etc.	15,60,93,760	11,93,26,075
Rent Paid	81,885	81,096
Outstanding payable as on 31st March 2018	5,73,16,641	5,61,77,099
Venugopal Bang (HUF)		
Rent paid	4,000	4,000
Outstanding payable as on 31st March 2018	26,000	22,000
Shree Balaji Fabrics		
Purchase of finished goods	-	35,635

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Bhatler & Co.

Chartered Accountants

Firm Registration No:131092W

Daulal H. Bhatler

Proprietor

Membership No. 016937

Place : Mumbai

Date : 30th May 2018

For and on behalf of Board of Directors

Thomas Scott (India) Limited

Brijgopal Bang
Managing Director

(DIN: 00112203)

Place : Mumbai

Date : 30th May 2018

Raghvendra Bang
Director

(DIN: 00356811)

Rashi Bang
Company Secretary

Samir Samaddar

Chief Financial Officer

REGISTERD OFFICE :

50, Kewal Industrial Estate, Ground Floor,
Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400013, India
