

**BOARD OF DIRECTORS**

Soketu Parikh : Managing Director  
Asmita Parikh : Director  
Kanan Rajan Kapur : Director  
Heena Sayyed : Director

**COMPANY SECRETARY**

Ramkrishna Prem Kaushalya Shukla

**STATUTORY AUDITORS:**

HAM & CO

**REGISTERED OFFICE:**

15, Sliversands,  
Juhu Tara Road  
Mumbai-400049  
(CIN: L99999MH1994PLC076732)

**Bankers**

Oriental bank of Commerce

**REGISTRARS & TRANSFER AGENT:****Link Intime India Pvt Ltd**

C 13, Pa nnalal Silk Mills Compound,  
Next To Shangrilla Biscuits, Lbs Marg,  
Bhandup West, Mumbai - 400078  
Tel: (91)-22-25963838, 25946970, 25960320, 25946960

Demat Facility is available to company's Shareholders ISIN- INE273F01014

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# ALAN SCOTT INDUSTRIES LIMITED

## NOTICE

Notice is hereby given that the 21st Annual General Meeting of ALAN SCOTT INDUSTRIES LIMITED will be held on Friday, the 25th day of September, 2015 at 10.00 a.m. at 38 Apurva Industrial Estate, Makwana road, off Andheri Kurla road, Mumbai 400059. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Asmita Jayantkumar Parikh (DIN- 00178701) who retires by rotation and being eligible offers herself for re-appointment.
3. **Reappointment of Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. HAM & Co., Chartered Accountants, (FRN No: 100991W), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

4. Appointment of Ms. Heena Samiullah Sayyed as an Independent Director of the Company:

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

**"RESOLVED THAT**, pursuant to the provisions of sections 149, 152 and other applicable provisions if any, of the Companies Act, 2013(Act) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Heena Samiullah Sayyed (DIN 07071763) a non-executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years."

5. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### REGISTERED OFFICE:

Juhu Tara Road, For Alan Scott Industries Limited  
Mumbai 400049. **Managing director**  
(CIN: L99999MH1994PLC076732)  
Place Mumbai  
Date : 27.05.2015

By order of the Board of Directors

**Soketu Parikh**

### NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th September, 2015 to Friday, the 25th September, 2015 (both days inclusive), for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. A Statement giving details of Directors seeking re-appointment under Item No.3 of the accompanying Notice, as required by the Clause 49 of the Listing Agreement entered into with Stock Exchange is annexed herewith.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for Inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link in time India Private Limited.
8. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s). Members other than above, physical copies of the Annual Report are being sent in the permitted mode.
9. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.alanscottind.com](http://www.alanscottind.com) their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
10. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
15. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 21st Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 21st AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

# Annual Report 2014-2015

The Company has appointed Mr. Kaushal Doshi Proprietor of Kaushal Doshi & Associates, Practicing Company Secretary (Certificate of Practice Number 13143) as the Scrutinizer for conducting the remote e-voting and the voting process at the 21st AGM in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 22nd September, 2015 at 10.00 A.M. and ends on Thursday, 24th September, 2015 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 24th September, 2015. The members holding shares in physical or in demat form as on 18th September, 2015 shall only be eligible for e-voting.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address stickers</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
<b>DOB or Dividend Bank Details</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
  - (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) **Note for Non - Individual Shareholders and Custodians**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
19. A copy of this notice has been placed on the website of the Company and the website of CDSL.
20. The Scrutinizer shall within a period of 48 hours from the conclusion of the Annual General Meeting declare the results of voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman and/or to the Company Secretary.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.alanscottind.com](http://www.alanscottind.com) and on the website of CDSL within two (2) days of passing of the resolutions at the 21st Annual General Meeting of the Company and communicated to the BSE Limited where the shares of the Company are listed.

**REGISTERED OFFICE:**  
 Juhu Tara Road, For Alan Scott Industriess Limited  
 Mumbai 400049. **Managing director**  
 (CIN: L99999MH1994PLC076732)  
 Place Mumbai  
 Date : 27.05.2015

By order of the Board of Directors

**Soketu Parikh**

# ALAN SCOTT INDUSTRIES LIMITED

## Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 & 6 of the accompanying Notice:

### Item No.4

The Board of Directors has received a notice from the shareholder proposing the candidature of Ms. Heena Samiullah Sayyed as an Independent Director to be appointed under the provisions of Section 149 of The Companies Act, 2013. Heena Samiullah Sayyed is a textile designer having an experience of working with export house and many other film projects.

The Company has received from Heena Sayyed (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Heena Sayyed as an Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Heena Sayyed proposed to be appointed, as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent. A copy of the draft letter for the appointment of Heena Sayyed as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, key Managerial Personnel or their relatives, except Heena Sayyed for whom the Resolution relates, is interested or concerned in the Resolution.

The Board recommends the Resolution set forth at Item No.4 for the approval of the members.

### Item No.5

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date on this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.5 of the Notice for approval by the Members.

**Details in respect of the Directors, seeking re-appointments / appointment required to be provided pursuant to Clause 49 of the Listing Agreement are also annexed hereto**

Sr. No.	Particulars		
1)	Name of the Director	Asmita Jayantkumar Parikh	Heena Sayyed
2)	Date of Birth	14/11/1951	28/09/1991
3)	Date of Original Appointment	25/05/2005	15/01/2015
4)	Expertise in specific areas	NIL	Textile & fashion designer
5)	Qualifications	L.C.E.H. designing	BSC fashion
6)	Number of Shares held in Alan Scott Industries Limited	Nil	Nil
7)	Directorship in other Companies	Concord capitals private Limited	Nil
8)	Position held in mandatory Committees (Audit Committee and shareholders Relationship Committee) of other Companies:	Nil	Nil

### REGISTERED OFFICE:

Juhu Tara Road,  
Mumbai 400049.  
(CIN: L99999MH1994PLC076732)  
Place Mumbai  
Date : 27.05.2015

By order of the Board of Directors  
For Alan Scott Industries Limited  
**Managing director**  
**Soketu Parikh**

# Annual Report 2014-2015

## DIRECTORS' REPORT

The Members,

Your Director have pleasure in presenting the 21st Annual Report and the audited statement of accounts for the year ended 31st March, 2015.

Amount in ₹

FINANCIAL RESULTS:	Year ended 31.3.2015	Year ended 31.3.2014
Sales & Other Income	29,98,600	22,66,319
Total Expenditure	28,46,288	17,36,639
Profit / (Loss) before Taxation	1,52,312	5,29,679
Provision for Taxation	—	—
Prior Period Expenses	—	—
Profit / (Loss) after taxation	1,52,312	5,29,679
APPROPRIATIONS:		
Interim Dividend	—	—
Proposed Dividend	—	—
Balance carried to Balance Sheet	1,52,312	5,29,679

## OPERATION:

During the year under review, your company's sales were ₹ 29,98,600 compared to ₹ 22,66,319 in the previous year.

## OUT LOOK:

The company proposes to foray into Digital Media and film production business and the industry scenario is very good in this area of business.

## DIVIDEND:

In view of strengthening the reserves of the Company, your Directors regret their inability to recommend any dividend during the year under review.

## SHARE CAPITAL

The Paid-up Equity Share Capital as on 31st March, 2015 is ₹ 3,26,37,000/- comprises 32,63,700 shares of ₹10/-each. During the year under review, the Company has not issued any Shares on Right basis and bonus to the shareholders.

## BUSINESS REVIEW/STATE OF THE COMPANY'S AFFAIRS:

During the year under review, your company's sales were ₹ 29,98,600 compared to ₹ 22,69,355 in the previous year. Net profit of the company were ₹ 1,52,312 during the year.

## RESERVES

The Company proposes to carry ₹ (2, 61,07,111) to reserves.

## SUBSIDIARIES

The Company does not have any Subsidiaries.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, wherever applicable, are given in the notes to financial statements.

## DETAILS OF BOARD MEETINGS:

During the financial year under review commencing from 1st April, 2014 to 31st March, 2015, 8(Eight) Board Meetings were held on 10th April, 2015, 02nd May 2014, 30th May 2014, 25th June 2014, 05th August 2014, 01st November 2014, 29th November 2014, 15th January 2015 and 10th March 2015. The details of the board meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report, appearing as a separate section in this Annual report.

## ANNUAL RETURN:

The Extract of Annual Return Pursuant to section 92 read with rule 12 of the Companies (Management and Administration) Rules, 2014, for the financial year 2014-15 in Form No. MGT-9 is annexed hereto and form part of this report as Annexure-1.

## COMMITTEES OF BOARD:

The details of composition of the Committees of the Board of Directors are as under:-

### a. Audit Committee

Sl. No.	Name	Chairman/ Members
1	Ms. Kanan Kapur	Chairman
2	Mr. Sokeru Parikh	Member
3	Ms. Asmita Parikh	Member

During the year, the Committee had met on 30th May 2014, 05th August 2014, 01st November 2014, and 15th January 2015. The other details of the Audit Committee are given in the Corporate Governance Report, appearing as a separate section in this Annual Report.

## DIRECTORS:

In accordance with the provisions of the Companies Act, 2013, Asmita Parikh is liable to retire by rotation and being eligible offers herself for re-appointment.

## ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT - 2015

Pursuant to Clause 49 of the Listing Agreement a Report on Management Discussion and Analysis is given below:

### a) Industry Structure & Development and Challenges:

The company was able to make nominal profit during the year and as the recession is continuing to affect the industries all round the company is also affected. It is expected that the company would in near future would make profits to offset the losses incurred and on the path of recovery.

### b) Outlook, Opportunities, Threats and Risks:

The company is likely to start its main business activities in the near future and as the textile business which was its core activity but due to the present conditions prevailing

# ALAN SCOTT INDUSTRIES LIMITED

the directors feel that the company should continue in its present activity for some more time. However the directors are hopeful they would start the core business in near future.

## c) Performance :

Total gross Income amounted to ₹ 29,98,600 /- compared to ₹ 22,66,319/- of the previous year. The Company has currently one activity of the online trading of the share and securities

## d) Internal Control System & Their Adequacy

The company has a good system of internal controls in all spheres of activities. The internal control is supplemented by effective internal audit being carried out by an external firm of chartered accountants. The effective steps to implement the suggestions/observations of the Auditors are being taken and monitored regularly. In the opinion of the Board, an effective internal control system adequate to the size of the Company exists

## e) Human Resources & Industrial Relation:

In today's knowledge driven dynamic business environment, people are the most critical drivers of growth. The Company considers human resources as one of the vital and important factors for sustained growth. The human resources strategy is to attract talent in the industry, develop and upgrade their skill and competence on the job and ensure employee satisfaction through reward, appreciation and development of environment based on culture and values nurtured by the group over the years.

## f) Trading Status On the stock exchange:

The Company's equity shares are listed and traded on over the counter Stock exchange Ltd. But counter is dead exchange

## g) Whistle Blower Policy:

The Company does not have any Whistle Blower Policy as of now.

## h) Cautionary Statement:

Statements made in the report, including those stated under the caption "Management Discussion and Analysis" describing the company's plans, projections and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

## REGISTERED OFFICE:

Juhu Tara Road,  
Mumbai 400049.  
(CIN: L99999MH1994PLC076732)  
Place Mumbai

Date : 27.05.2015

By order of the Board of Directors  
For Alan Scott Industries Limited

**Managing director**  
**Soketu Parikh**

## CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreement are complied with.

As per Clause 49 of the Listing Agreement with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

## STATUTORY AUDIT

The Auditors M/s. HAM & Co, Chartered Accountants, who are statutory auditors of the Company hold office up to the ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Ham & Co that their appointment, if made, would be in conformity with the limits specified in the said Section

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures:
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 profit of the Company for the year under review:
- (iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- (iv) That the Directors had prepared the accounts for the financial year ended 31st March, 2015 on a 'going concern' basis.
- (v) 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
- (vi) 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

## FIXED DEPOSITS:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2015.

## LISTING:

At present the Company's Equity Shares listed at BSE and the Company has paid the Listing fees to the above exchange for the financial year ended 2015-2016.

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

Considering the nature of business of the company, the particulars required to be furnished pursuant to Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable to the company. There were no foreign exchange earnings and outgo during the current period.

## AUDITORS:

In the last AGM held on 30th September 2014, M/s. HAM & Co, Chartered Accountants have been appointed Statutory Auditors of the Company for a period of one year. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors along with notes to Schedules and Corporate governance certificate are enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## SECRETARIAL AUDIT

The Company was listed on 23th April 2015 on BSE; Secretarial audit report will be accordingly submitted in the financial year 2015-16.

## RELATED PARTY TRANSACTIONS

All the Related Party Transactions are entered into on arm's length basis and are in compliance with the applicable provisions of the Act and Listing Agreement. There are no materially significant related party transactions made by the Company with Promoters, Directors which may have potential conflict with the interest of the Company at large.

All the Related Party Transactions are presented to the Audit Committee and Board for their approval. Omnibus approval is given by Audit committee for the transactions which are foreseen and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and Board on quarterly basis, specifying the nature, value and terms and conditions of the transactions. The said transactions are approved by Audit Committee as well as by Board.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function

# Annual Report 2014-2015

is defined in the mandate provided to the internal Auditors. The Internal Audit is entrusted to M/s. Kewal Ramani & Associates Chartered Accountants. The main thrust of internal audit is to test and review controls appraisals of risks and business processes, besides benchmarking controls with best practices in the industry. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **MANAGEMENT OF RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES.**

Whistle Blower Policy/ Vigil mechanism

In compliance with the requirement of the Companies Act, 2013 and Listing Agreement guidelines, the Company has established a Whistle Blower Policy /Vigil mechanism Policy and the same is placed on the website of the Company.

The employees of the company are made aware of the said Policy at the time of joining the Company.

## **DECLARATION BY INDEPENDENT DIRECTORS:**

Ms. Heena Samiullah Sayyed, Ms. Kanan Rajan Kapur is independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfill the conditions specified in section 149 of the Act and the Rules made there under about their status as IDs of the Company.

## **INTERNAL FINANCIAL CONTROLS:**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Ms. Asmita Parikh, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Ms. Kanan Kapur, Ms. Heena Samiullah Sayyed has been appointed as independent directors for term of 5 years. .

Also, Mr. Soketu Parikh, Mr. Ramkrishna Prem Kaushalya Shukla has been appointed as Managing Director & Company secretary respectively.

## **EVALUATION OF THE BOARD'S PERFORMANCE**

In compliance with the Companies Act, 2013, and Clause 49 of the Listing Agreement, the performance evaluation of the Board as a whole and of the Individual Directors was carried out during the year under review. With the help of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board, on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The Directors expressed satisfaction with the evaluation process.

## **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION**

Your Company has complied with all applicable environmental laws and labour laws. The Company has been taking all the necessary measures to protect the environment and maximize worker protection and safety. The Company's policy requires conduct of operation in such a manner so as to ensure safety of all concerned, Compliance of environmental regulations and preservation of natural resources.

## **DISCLOSURE AS PER 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 against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2014-15, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31 March, 2015

## **CODE OF CONDUCT:**

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the web site of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

## **BUSINESS RISK MANAGEMENT:**

The Committee has formulated Risk Management Policy of the Company which has been subsequently approved by the Board of Directors of the Company.

The aim of risk management policy is to maximise opportunities in all activities and to minimise adversity.

The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.

## **PARTICULARS OF EMPLOYEES**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of that, relations between the employees and the management remained satisfactory The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

None of the employee is drawing in excess of the limits prescribed by the Companies Act, 2013 and rules made there under, which needs to be disclosed in the Directors' Report.

## **NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors.

This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained in the Corporate Governance Report.

## **GENERAL DISCLOSURE:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## **ACKNOWLEDGMENT:**

The directors thank the Company's employees, customers, vendors, investors for their continuous support.

The directors also thank the government of India, the governments of various states in India and concerned government departments / agencies for their co-operation.

The directors appreciate and value the contributions made by every members of the Company.

## **REGISTERED OFFICE:**

Juhu Tara Road,  
Mumbai 400049.  
(CIN: L99999MH1994PLC076732)  
Place Mumbai  
Date : 27.05.2015

By order of the Board of Directors  
For Alan Scott Industriess Limited  
**Managing director**  
**Soketu Parikh**

# ALAN SCOTT INDUSTRIESS LIMITED

## REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

### COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE:

Alan Scott Industriess Limited marks its Corporate Governance with the prevalent practices and it confirms the mandatory requirements.

### BOARD OF DIRECTORS:

The Board of Directors comprises of Four Directors Consisting of One Managing Director, One Executive Director and Two Non-Executive Directors.

During the financial year under review commencing from 1st April, 2014 to 31st March, 2015, 8 (Eight) Board Meetings were held on 02nd May 2014, 30th May 2014, 25th June 2014, 05th August 2014, 01st November 2014, 29th November 2014, 15th January 2015 and 10th March 2015.

The Composition of the Board of Directors and their attendance at the meetings during the year and at the last Annual General Meeting as also number of the other Directorship / Membership of Committees are as follows:

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance of last AGM	No. of Other Directorship	Committee Membership	
					Member	Chairman
Mr.Soketu Parikh	MD	8	YES	1	NIL	NIL
Ms.Asmita Parikh	ED	8	YES	1	NIL	NIL
Ms Heena sayyed	IND - NED	4	NA	NIL	NIL	NIL
Ms. Kanan Kapur	IND - NED	1	NA	NIL	NIL	NIL

MD - Managing Director

IND - Independent

NED - Non-Executive Director

ED - Executive Director

### Board's Functioning & Procedure

The Company holds a minimum of four Board Meetings in a year, one each per quarter. Additional Board Meetings are convened as and when necessary to address the specific needs of the Company. The Board also approves urgent matters by passing resolutions by circulations. The Meetings of the Board are held at the Company's registered office or at a hall in South Mumbai depending on the circumstances.

Agenda papers are circulated to the directors in advance and all material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the Meeting. Where it is not practicable to attach any document to the Agenda, the same are placed on the table at the meeting. In special and exceptional circumstances, additional or supplementary items on Agenda are permitted.

### Audit Committee:

The Audit Committee met 5 times in the financial year on 30th May 2014, 05th August 2014, 01st November 2014, and 15th January 2015, where all the members of the Committee, Executive Director, Non-Executive Director and the Statutory Auditors were present. Meetings reviewed the Annual Accounts, half-yearly results and quarterly results and approved the same. The audit Committee oversees the general accounting practices and other management policies.

Ms. Kanan Kapur	Independent - Non Executive Director
Mr.Soketu Parikh	Managing Director
Ms. Asmita Parikh	Executive Director

Details of attendance at the meetings of Audit Committee:

Name of the members	No. of meetings held	No. of meetings attended
Ms. Kanan Kapur	4	4
Mr.Soketu Parikh	4	4
Ms. Asmita Parikh	4	4

### Terms of Reference

The role and terms of reference of this Committee are wide enough to cover the matters specified for the Audit Committee under Clause 49 of the listing agreement is as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- To review with Management the financial statements at the end of a quarter, half year and the annual financial statements before submission to the Board for approval, focusing particularly on:
  - Matters required being included in the Director's Responsibility Statement which form part of the Board's Reporting;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions; and
  - Qualifications in the draft audit report
- to consider the appointment or re-appointment of the statutory auditors, the audit fee, any questions of resignation or dismissal and payment to statutory auditors for any other services rendered by them;
- to discuss with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern (in absence of management, wherever necessary);
- Reviewing with management, performance of statutory and internal auditors, adequacy of the internal control systems and discuss the same periodically with the statutory auditors, prior to the Board making its statement thereon;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower Mechanism, in case the same is existing;
- To review the external auditors' audit reports and presentations and management's response thereto;
- To ensure co-ordination between the internal and external auditors, and to request internal audit to undertake specific audit projects, having informed management of their intentions;
- To consider any material breaches or exposure to breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;

# Annual Report 2014-2015

- n) To review policies and procedures with respect to directors' and officers' expense accounts, including their use of corporate assets, and consider the results of any review of these areas by the internal auditors or the external auditors;
- o) To consider other topics, as defined by the Board;
- p) To review the following information:
- Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letter/letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating control weaknesses; and
  - The appointment, removal and terms of remuneration of the Internal Auditor.

#### NOMINATION AND REMUNERATION COMMITTEE:

The Company has not constituted any Nomination and Remuneration Committee as no remuneration was paid to any of the directors during the year.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted the Share Transfer Committee, with the Two Executive Directors and One Non Executive Directors members to consider and approve Transfers of shares in the physical form and allied matters. The Shareholder/Investor Grievance Committee has been constituted under the Chairmanship of Ms. Kanan Kapur with Mr. Mr. Soketu Parikh and Ms. Asmita parikh till date.

Ms. Kanan Kapur	Independent - Non Executive Director
Mr.Soketu Parikh	Managing Director
Ms. Asmita Parikh	Executive Director

The committee meets as and when required, to deal with the matters relating to transfer / transmission of shares and monitors redresses of complaints from shareholders relating to transfer, non receipt of balance sheet, dividend declared etc.

#### Name and Designation of Compliance Officer:

Mr. Ramkrishna Prem Kaushalya Shukla- Company Secretary  
208 Sai Gudiya Building Jain Nagar Navgraha Road Bhayender East  
Thane 401105 Mobile +91 99672 01699

#### GENERAL BODY MEETINGS:

Financial Year	Date	Location of the Meeting
1st April, 2011 to 31st March, 2012	29.09.2012	38, Apurva Indl. Estate, Makwana Road, off. Andheri, Kurla RoAd, Marol Naka, Andheri (E), Mumbai-400059
1st April, 2012 to 31st March, 2013	30.09.2013	38, Apurva Indl. Estate, Makwana Road, off Andheri, Kurla Road, Marol Naka., Andheri (E), Mumbai-400059
1st April, 2013 to 31st March, 2014	30.09.2014	38, Apurva Indl. Estate, Makwana Road, off. Andheri, Kurla Road, Marol Naka, Andheri (E), Mumbai-400059

#### DISCLOSURES:

There are no materially significant related party transactions. There are other related party commercial transactions, which are reported in the accounting part of this report.

#### MEANS OF COMMUNICATION:

The board of directors of the company approves & takes on record the quarterly & half yearly financial results in the Performa prescribed by clause 41 of the listing agreement within 45 days of close of the respective period & Audited yearly financial results in the Performa prescribed by clause 41 of the listing agreement within 60 days of close of the year. Annual Reports are dispatched to all the shareholders. No presentation to institutional investors or analysts was made during the year. Management discussion and Analysis is part of the Annual Report.

#### SHAREHOLDER INFORMATION:

- I) Annual General Meeting : Friday, 25th September, 2015 at 10.00 A. M.  
Day, Date, Time and Venue : 38, Apurva Indl. Estate, Makwana Road, off. Andheri . Kurla Road, Marol Naka, Andheri (E), Mumbai - 400 059
- II) Financial Year : 2015-16 :  
First Quarter Results : 14th August, 2015  
Second Quarter/Half Yearly : 14th November, 2015  
Third Quarter Results : 14th February, 2016
- III) Date of Book Closure : 18.09.2015 to 25.09.2015 (both days inclusive)
- IV) Listing in Stock Exchanges : Currently Equity Shares of the Company Listed on BSE on 23.04.2015,  
There is no default in payment of Annual Listing Fees as prescribed.
- V) Stock Code : 5391135
- VI) Demat ISIN numbers in NSDL & CDSL - INE 273F01014
- VIII) Share Transfer Systems: The Company has appointed M/s. Link Intime India P. Ltd, Share Registrar & Transfer Agent C 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai - 400078.

Transfers of physical shares are affected In house after approval by the Share Transfer Committee.

- IX) Distributions of Share Holdings as on 31-03-2015

Categories of Shareholders as on March 31, 2015

Category	No. of Shares held	% of Shareholding
Promoters	927000	28.40
Banks Financial Institutions, MFs	64300	01.97
Others	2272400	69.63

- X) Dematerialization of Shares - The Shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on 31.03.2015, a total of 3263700 equity shares of the Company, forming 48.28% of the share capital of the Company, stand dematerialized (NSDL -13, 74,700, CDSL 2, 01,000).

- XI) Outstanding GDR/ADR/warrants - NIL

- XII) The Company has no Plants.

- XIII) Address of Correspondence:

# ALAN SCOTT INDUSTRIES LIMITED

## Shareholder Correspondence in relation to Transfer of Shares queries should be addressed to:

15, SILVERSANDS, JUHU TARA ROAD, MUMBAI-400049

XIV) Compliance Certificate from Auditors of the Company - published elsewhere in this report.

XV) Compliance with other mandatory requirements.

### 1. Management Discussion and Analysis

Management Discussion and Analysis Report forms part of the Annual Report and include discussions on Various matters specified under clause 49(iv)(F) of the Listing Agreement is attached.

### 2. Disclosures

#### 2.1 Related party Transactions

The details of all transactions with related parties are placed before the audit committee.

#### 2.2 Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

### 3. Code of Conduct

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All board members have affirmed their compliance with code. A declaration to this effect signed by the Managing Director of the Company is given elsewhere in the Annual Report.

### 4. CEO/CFO certification

A Certificate from Managing Director on the financial statements of the Company was placed before the Board.

### 5. Review of Directors' Responsibility statement

The Board in its report have confirmed that the annual accounts for the year ended 31st March, 2014 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

## NON-MANDATORY REQUIREMENTS

a) Any qualification in Auditors Report

NIL

b) Remuneration Committee

**Please refer item no. 5 under the heading Mandatory Requirements.**

c) Shareholder Rights

The half yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of shareholders

The Company's Quarterly results are published in English and Marathi newspapers having wide circulation. In view of the above, the half yearly declaration of financial performance including summary of the significant events in the last six months are communicated to the Shareholders through the

are not sent. The audited Results for the financial year Annual Report.

## DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the web site of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

**For and on behalf of the board of Directors**

Sd/-

Place- Mumbai  
Date: 27th May 2015

**SOKETU PARIKH**  
Managing Director

## AUDITOR'S CERTIFICATE

To,  
The Members,  
Alan Scott Industries Limited

We have examined the compliance conditions of Corporate Governance of Alan Scott Industries Limited, for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Notes issued by the Institute of Chartered Accountants of India, we have to state that based on the report by the Registrar of Company to the Investor Grievance Committee as on 31st March, 2015, there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the Company.

For **Hardik H Shah & Associates**  
Chartered Accountants  
(Firm's Registration No. 131390W)

Place: Mumbai  
Date: 19/08/2015

**CA Hardik Shah**  
Proprietor  
Membership No. 137026

# Annual Report 2014-2015

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN  
as on financial year ended on 31.03.2015  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)  
of the Company (Management & Administration ) Rules, 2014.

## I REGISTRATION & OTHER DETAILS:

i	CIN	L99999MH1994PLC076732
ii	Registration Date	"076732
iii	Name of the Company	ALAN SCOTT INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	
v	"Address of the Registered office" & contact details"	15, SILVERSANDS, JUHU TARA ROAD, MUMBAI -400049. 9920377859
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	"Link Intime India P. Ltd, "Share Registrar & Transfer Agent C-13, Pannalal Silk Mills Compound," LBS Marg, Bhandup West, Mumbai – 400078, Tel. 22 25963838 "

## 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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Textiles manufacturing and Trading	Div 13 group 139 class 1399	90.71
2			
3			
4			

## III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NA	NA	NA	NA	NA
2					
3					

# ALAN SCOTT INDUSTRIES LIMITED

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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	
	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Demat		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	826900	7300	834200	25.5599	826900	0	826900	25.3363	-0.2236	Decrease
b) Central Govt. or State Govt										
c) Bodies Corporates	0	0	0	0	92800	0	92800	2.84	2.8400	Increase
d) Bank/Fl										
e) Any other										
<b>SUB TOTAL:(A) (1)</b>	<b>826900</b>	<b>7300</b>	<b>834200</b>	<b>25.5599</b>	<b>919700</b>	<b>0</b>	<b>919700</b>	<b>28.1763</b>	<b>2.6164</b>	<b>Increase</b>
(2) Foreign										
a) NRI- Individuals										
b) Other Individuals										
c) Bodies Corp.										
d) Banks/Fl										
e) Any other...										
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>826900</b>	<b>7300</b>	<b>834200</b>	<b>25.5599</b>	<b>919700</b>	<b>0</b>	<b>919700</b>	<b>28.18</b>	<b>2.6201</b>	<b>Increase</b>
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds	0	64300	64300	1.9702	0	64300	64300	1.9702	0.0000	No change
b) Banks/Fl										
c) Central Govt										
d) State Govt.										
e) Venture Capital Fund										
f) Insurance Companies										
g) FII										
h) Foreign Venture Capital Funds										
i) Others (specify)										
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>64300</b>	<b>64300</b>	<b>1.9702</b>	<b>0</b>	<b>64300</b>	<b>64300</b>	<b>1.9702</b>	<b>0.0000</b>	<b>No change</b>
(2) Non Institutions										
a) Bodies corporates	289500	383000	672500	20.6054	196600	294300	490900	15.04	-5.5654	Decrease
i) Indian										
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	25900	1279100	1305000	39.9853	30700	1281700	1312400	40.21	0.2247	Increase
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	200000	38100	238100	7.2954	288700	38100	326800	10.01	2.7146	Increase
c) Others (specify)										
NRI (REPAT)	0	149600	149600	4.5838	140000	9600	149600	4.58	-0.0038	Decrease
<b>SUB TOTAL (B)(2):</b>	<b>515400</b>	<b>1849800</b>	<b>2365200</b>	<b>72.4699</b>	<b>656000</b>	<b>1623700</b>	<b>2279700</b>	<b>69.84</b>	<b>-2.6299</b>	<b>Decrease</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>515400</b>	<b>1914100</b>	<b>2429500</b>	<b>74.4401</b>	<b>656000</b>	<b>1688000</b>	<b>2344000</b>	<b>71.82</b>	<b>-2.6201</b>	<b>Decrease</b>
<b>C. Shares held by Custodian for GDRs &amp; AD ₹</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
<b>Grand Total (A+B+C)</b>	<b>1342300</b>	<b>1921400</b>	<b>3263700</b>	<b>100</b>	<b>1575700</b>	<b>1688000</b>	<b>3263700</b>	<b>100</b>	<b>0</b>	

## (ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		% 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	NO of shares
1	SUKETU JAYANT KUMAR PARIKH	699820	21.44	0	699820	21.44	0
2	SUKETU JAYANTKUMAR PARIKH	127080	3.9	0	127080	3.9	0
3	CONCORD CAPITALS PRIVATE LIMITED	92800	2.84	0	92800	2.84	0
	Total	919700	28.18	0	919700	28.18	0

## Annual Report 2014-2015

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

There is no change in the shareholding of the Promoter Group.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & AD ₹)

Sl. No	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
<b>For Each of the Top 10 Shareholders</b>				
At the beginning of the year	732300	22.44	732300	22.44
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)	0	0	0	0
At the end of the year (or on the date of separation, if separated during the year)	732300	22.44	732300	22.44

(v) Shareholding of Directors & KMP

Sl. No	Shareholding at the end 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
<b>For Each of the Directors &amp; KMP</b>				
At the beginning of the year	826900	25.34	826900	25.34
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)	0	0	0	0
At the end of the year	826900	25.34	826900	25.34

V **INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	503895	0	503895
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>		<b>503895</b>		<b>503895</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	96436	0	96436
Reduction		594895		594895
<b>Net Change</b>		<b>-498459</b>		<b>-498459</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	5436	0	5436
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>		<b>5436</b>		<b>5436</b>

VI **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. **Remuneration to Managing Director, Whole time director and/or Manager:**

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount	
<b>1</b>	<b>Gross salary</b>				
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	0	400000	0	400000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit	0	0	0	0
	others (specify)	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total (A)</b>	0	400000	0	400000
	<b>Ceiling as per the Act</b>				

# ALAN SCOTT INDUSTRIES LIMITED

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
1	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	0	400000	0	400000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit	0	0	0	0
	others (specify)	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total (A)</b>	0	400000	0	400000
	<b>Ceiling as per the Act</b>				

### B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
1	<b>Independent Directors</b>				
	(a) Fee for attending board committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	<b>Total (1)</b>	0	0	0	0
2	<b>Other Non Executive Directors</b>				
	(a) Fee for attending board committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify.	0	0	0	0
	<b>Total (2)</b>	0	0	0	0
	<b>Total (B)=(1+2)</b>	0	0	0	0
	<b>Total Managerial Remuneration</b>	0	0	0	0
	<b>Overall Ceiling as per the Act.</b>	0	0	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
1	<b>Gross Salary</b>	CEO	Company Secretary	CFO	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission as % of profit	0	0	0	0	0
	others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0

## 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)
<b>A. COMPANY</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
<b>B. DIRECTORS</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

# Annual Report 2014-2015

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

### ALAN SCOTT INDUSTRIES LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **ALAN SCOTT INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended.

#### Management's Responsibility for the Standalone Financial Statements

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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the

#### Rules made thereunder.

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

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 the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - (d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any 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.

For **H A M & Co**  
Chartered Accountants  
(Firm's Registration No. 136368W)

**Hardik Shah**  
Partner  
Membership No. 137026

Mumbai, May 27, 2015

# ALAN SCOTT INDUSTRIES LIMITED

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of Alan Scott Industries Limited for the year ended March 31, 2015)

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) As informed to us all the assets have been physically verified by the management during the year at reasonable intervals and there is no material discrepancies were noticed on such verification.
- (ii) In respect of its inventory:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals;
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business;
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of Sections 73 and 76 or any other relevant provisions of the Act.
- (vi) According to information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
  - (c) The company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The company has accumulated losses at the end of the financial year, which are more than 50% of its net worth. However, company has earned cash profits during the financial year covered by audit & in the immediate preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, and based on the records of the Company, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions during the year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year nor have we been informed of such case by the management.

For **H A M & Co**  
Chartered Accountants  
(Firm's Registration No. 136368W)

**Hardik Shah**  
Partner  
Membership No. 137026

Mumbai, May 27, 2015

## Annual Report 2014-2015

### BALANCE SHEET AS AT 31ST MARCH, 2015 (Amount in ₹)

	Note No.	As on 31.03.2015 (₹)	As on 31.03.2014 (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's Funds</b>			
(a) Share Capital	1	32,637,000	32,637,000
(b) Reserves and Surplus	2	(26,107,111)	(26,259,423)
<b>2 Non-Current Liabilities</b>			
(a) Other Long term liabilities	3	3,167	2,774
(b) Long-term provisions	4	—	6,640
<b>3 Current Liabilities</b>			
(a) Short-term borrowings	5	5,436	503,895
(b) Trade payables	6	116,278	55,067
<b>TOTAL</b>		<b>6,654,770</b>	<b>6,945,953</b>
<b>II. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible Assets	7	78,023	86,127
(b) Non-Current Investments (Painting)		200,000	—
(c) Long-term loans and advances	8	7,310	18,698
<b>2 Current Assets</b>			
(a) Inventories	9	38,300	38,300
(b) Trade Receivables	10	567,400	2,975,269
(c) Cash and cash equivalents	11	1,162,891	1,563,223
(d) Short-term loans and advances	12	4,600,847	2,264,336
<b>TOTAL</b>		<b>6,654,770</b>	<b>6,945,953</b>

Summary of significant Accounting Policies 20

The accompanying Notes are an integral part of the Financial statements

As per our report of even date attached

For H A M & Co  
Chartered Accountants  
Firm Reg. No.: 136368W

For and on behalf of the Board

CA Hardik Shah  
Partner  
Membership No. 137026

Soketu Parikh  
Managing Director

Asmita Parikh  
Director

Mumbai,  
Dated : 27.05.2015

## ALAN SCOTT INDUSTRIES LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015 (Amount in ₹)

	Note No.	As on 31.03.2015 (₹)	As on 31.03.2014 (₹)
<b>INCOME</b>			
Revenue from Operations	13	2,720,250	1,269,355
Other income	14	278,350	996,964
<b>TOTAL REVENUE</b>		<b>2,998,600</b>	<b>2,266,319</b>
<b>EXPENSES</b>			
Cost of Material Consumed		914,549	—
Loss on Share transactions	15	11,408	368,852
Employee benefits expense	16	75,000	420,500
Finance costs	17	51,665	8,041
Depreciation	7	8,104	122,909
Other expenses	18	1,785,562	826,088
<b>TOTAL EXPENSES</b>		<b>2,846,288</b>	<b>1,746,390</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>152,312</b>	<b>519,929</b>
<b>TAX EXPENSES:</b>			
Less: Short Provision of earlier years		—	—
Less: Provision for Tax		—	—
Less: Deferred Tax Asset (Net)		—	—
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>152,312</b>	<b>519,929</b>
Earnings per equity share:	19		
Basic & Diluted		0.05	0.16
Summary of significant Accounting Policies	20		

The accompanying Notes are an integral part of the Financial statements

As per our report of even date attached

For HAM & Co  
Chartered Accountants  
Firm Reg. No.: 136368W

For and on behalf of the Board

CA Hardik Shah  
Partner  
Membership No. 137026

Soketu Parikh  
Managing Director

Asmita Parikh  
Director

Mumbai,  
Dated : 27.05.2015

# Annual Report 2014-2015

## Notes forming part of Financial Statements As on 31st March, 2015

Note	Particulars	As on 31.03.2015	As on 31.03.2014
<b>1</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised</b>		
	50,00,000 (P.Y. 50,00,000) Equity shares of ₹ 10/- each	<b>50,000,000</b>	50,000,000
	<b>Issued, Subscribed &amp; Paid-Up</b>		
	<b>Equity Share Capital</b>		
	32,63,700 (P.Y. 32,63,700) Equity shares of ₹ 10/- each	<b>32,637,000</b>	32,637,000
	<b>TOTAL</b>	<b>32,637,000</b>	32,637,000

### 1.2 Rights, Preferences and restrictions attached to Equity shares

The company has one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### 1.3 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	31st March, 2015		31st March, 2014	
	No. of shares	Amount (₹)	No. of shares	Amount (₹)
At the beginning of the year	3,263,700	32,637,000	3,263,700	32,637,000
Issued during the year	—	—	—	—
Outstanding at the end of the year	3,263,700	32,637,000	3,263,700	32,637,000

### 1.4 Details of shareholder holding more than 5% shares

Equity shares of ₹ 10/- each fully paid	31.03.2015		31.03.2014	
	No. of Shares	% holding	No. of Shares	% holding
<b>Name of Shareholders</b>				
Soketu J Parikh	826,900	25.34%	965,700	29.59%
Rory Felix Tarcato	200,000	6.13%	—	—

As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

### 2 RESERVES & SURPLUS

Surplus in the Statement of Profit & Loss  
 - Balance as per Last Financial Statement  
 - Profit/(Loss) for the Year

	(26,259,423)	(26,789,103)
	<b>152,312</b>	529,680

#### TOTAL

	<b>(26,107,111)</b>	(26,259,423)
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### 3 OTHER LONG-TERM LIABILITIES

Other Payables  
 (a) Statutory Dues - TDS

	<b>3,167</b>	2,774
--	--------------	-------

#### TOTAL

	<b>3,167</b>	2,774
--	--------------	-------

### 4 LONG - TERM PROVISIONS

Provision For Wealth tax

	—	6,640
--	---	-------

#### TOTAL

	—	6,640
--	---	-------

### 5 SHORT TERM BORROWINGS

Unsecured  
 Inter Corporate Loans

	<b>5,436</b>	503,895
--	--------------	---------

#### TOTAL

	<b>5,436</b>	503,895
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### 6 TRADE PAYABLES

Due to other than Micro, Small & Medium Enterprises (Refer Note. No. 6.1)  
 For Trade & Expenses

	<b>116,278</b>	55,067
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#### TOTAL

	<b>116,278</b>	55,067
--	----------------	--------

### 6.1 Micro, Small & Medium Enterprises disclosure

The company has not received any intimation from 'suppliers' regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure requirement in this regard as per Revised Schedule VI of the Companies Act, 1956

# ALAN SCOTT INDUSTRIES LIMITED

## 7: FIXED ASSETS

Notes forming part of Financial Statements as on 31st March, 2015

(Amount in ₹)

Particulars	GROSS BLOCK			Balance as on 31.03.2015	DEPRECIATION			Balance as on 31.03.2015	NET BLOCK	
	Balance as on 01.04.2014	Additions during the year	Disposals during the year		Balance as on 01.04.2014	Depreciation for the year	Disposals		WDV as on 31.03.2015	WDV as on 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>Tangible Assets</b>										
Computers	126,988	-	-	126,988	126,988	-	-	126,988	-	-
Air Conditioner	50,677	-	-	50,677	18,365	2,407	-	20,772	29,905	32,312
Furniture & Fixture	90,000	-	-	90,000	36,185	5,697	-	41,882	48,118	53,815
Motor Car	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>267,665</b>	<b>-</b>	<b>-</b>	<b>267,665</b>	<b>181,538</b>	<b>8,104</b>	<b>-</b>	<b>189,642</b>	<b>78,023</b>	<b>86,127</b>
PREVIOUS YEAR'S FIGURES	1,476,136	-	-	1,476,136	998,845	122,909	-	1,121,754	354,382	477,291

## 8 LONG TERM LOANS AND ADVANCES

### Unsecured, considered good

TDS for A.Y. 2013-14

Deposits

—  
11,388

7,310  
7,310

### TOTAL

7,310

18,698

## 9 INVENTORIES

(Certified by Managing Director)

Share Stock (At Lower or Cost or Market Value)

38,300

38,300

### TOTAL

38,300

38,300

## 10 TRADE RECEIVABLES

(Unsecured & Considered Good)

Over Six Months

Others

—

567,400

2,975,269

### TOTAL

567,400

2,975,269

## 11 CASH AND CASH EQUIVALENTS

Balances with bank : Current Account

Cash in Hand

644,602

518,289

390,808

1,172,415

### TOTAL

1,162,891

1,563,223

## 12 SHORT TERM LOANS AND ADVANCES

Unsecured, Considered Good

TDS for A.Y. 2014-15

Advances recoverable in cash or kind

Advance to brokers

847

4,600,000

847

2,063,489

—

200,000

### TOTAL

4,600,847

2,264,336

## 13 REVENUE FROM OPERATIONS

Profit on share transactions

Sales of Fabrics & Costumes

Brokerage/Consultancy Income

299,355

1,760,250

960,000

2,720,250

1,269,355

## 14 OTHER INCOME

Other Income

Interest on Income Tax Refund

Short Term Gain on shares

Exchange Difference

Profit on sale of Motor Car

173,511

632

—

104,207

—

94,903

### TOTAL

278,350

996,964

## 15 LOSS ON SHARE TRANSACTIONS

From Futures & options

Short Term Capital Loss

8,825

2,583

368,852

11,408

368,852

## 16 EMPLOYEE BENEFITS EXPENSES

Salaries and Wages

Director's Remuneration

Staff Welfare Expense

75,000

—

—

75,000

108,000

300,000

12,500

420,500

## Annual Report 2014-2015

<b>17 FINANCE COSTS</b>		
Bank Charges	2,090	963
Demat Charges	49,575	7,078
<b>TOTAL</b>	<b>51,665</b>	<b>8,041</b>
<b>18 OTHER EXPENSES</b>		
Payment to Auditors		44,944
Statutory Audit Fees	15,000	
Sundry Balance write/off	181,660	183,881
Electricity Charges	—	37,173
Insurance	—	2,247
Communication Expenses	38,209	35,493
Repairs & Maintenance	—	57,218
Rates & Taxes	26,635	31,935
Motor Car Expenses	23,562	92,709
Legal & Professional Fees	416,788	124,662
Professional Tax	10,000	
Business Promotion Expenses	111,296	140,927
General Expenses	7,025	—
Membership & Subscription	10,720	—
Rent Expenses	120,000	
Donation	5,001	—
Listing Fees	781,180	67,416
Interest / Fees on TDS	38,486	7,483
<b>TOTAL</b>	<b>1,785,562</b>	<b>826,088</b>
<b>19 EARNINGS PER SHARE</b>		
Net Profit/(Loss) as per Statement of Profit & Loss (A)	152,312	519,929
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	3,263,700	3,263,700
Earning Per Share ( ) Basic/Diluted- (A/B)	0.05	0.16

# ALAN SCOTT INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	2014 - 15 Amount (₹)	2013 - 14 Amount (₹)
<b>A. Cash Flow From Operating Activities</b>		
Net Profit Before Tax and Extraordinary item :-	152,312	519,929
Adjustment for:		
Depreciation	8,104	122,909
Wealth Tax Prov W/off	(6,640)	
Long Term Capital Gain	—	(1,026,375)
Short Term Capital Gain	—	(94,903)
Interest on Income Tax Refund	(632)	—
Loss from Investing Activities	11,408	—
	<b>12,240</b>	<b>(998,369)</b>
	<b>164,552</b>	<b>(478,440)</b>
Operating Profit before Working Capital Charges		
Adjustment for:		
(Increase) / Decrease in Trade Receivables	2,407,869	(2,060,000)
(Increase) / Decrease in Loan and Advances	(2,325,123)	(761,929)
(Increase) / Decrease in Inventories	—	(47,476)
(Increase) / Decrease in Other Current Assets	—	388,356
Increase / (Decrease) in Trade Payables	61,604	(108,966)
	<b>144,350</b>	<b>(2,590,015)</b>
Cash generated from Operations	<b>308,902</b>	<b>(3,068,455)</b>
Cash Flow before Extraordinary items	308,902	(3,068,455)
Prior Year Expenses	—	—
Taxes Paid	632	—
<b>Net Cash Flow from operating activity</b>	<b>309,534</b>	<b>(3,068,455)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of fixed Assets	—	
Purchase of Investments	(200,000)	
Loss from Share Investments	(11,408)	
Sale of Investment	—	1,080,000
Income from other activities	—	113,879
	<b>(211,408)</b>	<b>1,193,879</b>
<b>Net Cash used in investing activities</b>	<b>(211,408)</b>	<b>1,193,879</b>
<b>C. Cash Flow From Financing Activities</b>		
Increase / (Decrease) in Short term borrowing	-498,459	(439,809)
Interest paid	—	—
	<b>(498,459)</b>	<b>(439,809)</b>
<b>Net cash flow from financing activities</b>	<b>(498,459)</b>	<b>(439,809)</b>
<b>Net Increase/ (Decrease) in cash and other equivalents (A+B+C)</b>	<b>(400,332)</b>	<b>(2,314,385)</b>
Cash and cash equivalents		
Opening Balance	1,563,223	3,900,272
Cash and cash equivalents		
Closing Balance	1,162,891	1,563,223
Increase / (Decrease) in Cash equivalents	<b>(400,332)</b>	<b>(2,337,049)</b>

Note: Previous year's figures have been regrouped/rearranged to confirm to the current year's presentation, wherever necessary.

On behalf of the Board

MUMBAI  
DATED : 27.05.2015

Soketu Parikh  
MANAGING DIRECTOR

Asmita Parikh  
DIRECTOR

### AUDITORS CERTIFICATE

We have examined the above cash flow statement of M/S ALAN SCOTT INDUSTRIES LIMITED for the year ended 31st March, 2015. The statement has been prepared by the company in accordance with the corresponding Statement of Profit & Loss and Balance Sheet of the Company covered by our report of even date.

**For H A M & Co**  
Chartered Accountants  
Firm Reg.No.136368W

MUMBAI  
DATED: . 27.05.2015

Hardik Shah  
Partner  
M.NO.: 137026

**PROXY FORM**

**ALAN SCOTT INDUSTRIES LIMITED**

Regd. Office: 15, Sliversands, Dariyalal Chsl, Juhu Tara Road, Mumbai 400049  
CIN- L99999MH1994PLC076732 website-www.alanscottind.com

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN	
Name of the Company	
Registered Office	
Name of the member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting to held on Friday, September 25, 2015 at 38 Apurva Industrial Estate, Makwana Road off Andheri Kurla Road Mumbai 400059 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2015 and Auditors' Report thereon.
2.	Re-appointment of Ms. Asmita Parikh who retires by rotation.
3.	Re-appointment of Auditors and fixing their remuneration.
<b>Special Business</b>	
4.	Appointment of Shri. Heena Sayyed as Independent Director.
5.	Special Resolution under section 5 & 14 for Adoption of new Articles of Association of the Company

Signed this \_\_\_ day \_\_\_\_\_ of 2015

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix Re. 1/- Revenue Stamp
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**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

\*It is optional to put a (✓) in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he /she thinks appropriate.

**ALAN SCOTT INDUSTRIES LIMITED**

Regd. Office: 15, Sliversands, Juhu Tara Road, Mumbai 400049  
(CIN: L99999MH1994PLC076732)

**ATTENDANCE SLIP**

(To be handed over at the reception)

Folio No.:	DP ID :
Client ID No.:	No. of shares held :

I/We record my/our presence at the 21st Annual General Meeting to be held on Friday, September 25, 2015 at 38 Apurva Industrial Estate, Makwana Road off Andheri Kurla Road Mumbai 400059 at 10.00a.m

Name of the Shareholder / Proxy (In Block Letters):

Signature of the Shareholder / Proxy:

**NOTE:**

1. You are requested to sign and handover this slip at the entrance of the meeting venue.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.

**Note-**

- Please read the instructions for remote e-voting printed under Instructions relating to e-voting guidelines.
- The remote e-Voting period starts from 09.00 am on Tuesday, 22nd September, 2015 and ends at 5.00 pm on Thursday, 24th September, 2015. Thereafter remote e-voting module shall be disabled by CDSL for voting.

**BOOK-POST**

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To.

*If undelivered, please return to :*  
**ALAN SCOTT INDUSTRIES LIMITED**  
15, Sliversands, Juhu Tara Road  
Mumbai-400049  
(CIN: L99999MH1994PLC076732)

**ALAN SCOTT INDUSTRIES LIMITED**

**TWENTY FIRST ANNUAL REPORT  
2014-2015**