

ALAN SCOTT INDUSTRIES LIMITED

**TWENTY FOURTH ANNUAL REPORT
2017 – 2018**

BOARD OF DIRECTORS

| | | |
|-------------------|---|---------------------------------|
| Mr. Soku Parikh | : | Managing Director |
| Ms. Asmita Parikh | : | Director & CFO |
| Ms. Pooja Wadhwa | : | Independent Director |
| Mr. Jaymin Modi | : | Additional Independent Director |

COMPANY SECRETARY

Pupsraj R. Pandey

STATUTORY AUDITORS:

Bhatter & Company

REGISTERED OFFICE:

39 Apurva Industrial Estate, Makwana Road, off Andheri Kurla Road, Mumbai - 400059
(CIN: L99999MH1994PLC076732) (ISIN: INE273F01014), Tel: +91 9653238501
Tel: +91-, Email: alanscottshareholder@gmail.com, Web: www.alanscottind.com

CORPORATE OFFICE

15, SILVERSANDS , JUHU TARA, ROAD, MUMBAI 400049

BANKERS:

Oriental bank of Commerce

REGISTRARS & TRANSFER AGENT:

Link Intime India Pvt. Ltd.
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Maharashtra
Tel: +91-22-25963838, 25946970, Email: rnt.helpdesk@linkintime.co.in, Web: www.linkintime.co.in

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NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of ALAN SCOTT INDUSTRIES LIMITED will be held on Friday, 28th September, 2018 at 11.30 A.M. at 38/39 Apurva Industrial Estate, Makwana Road, Off Andheri Kurla Road, Mumbai 400059, to transact the following business:

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Asmita J. Parikh (DIN- 00178701), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Bhatner & Company, Chartered Accountants (ICAI Firm Registration No. 131092W), Mumbai, Statutory Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. Bhatner & Company, Chartered Accountants (ICAI Firm Registration No. 131092W), Mumbai, the Statutory Auditors of the Company, be and are hereby ratified, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the calendar year 2019, at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

Special Business:

4. To appoint Ms. Pooja Wadhawa (DIN: 07979494), as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Pooja Wadhawa (DIN: 07979494), who was appointed by the Board of Directors, as an Additional Independent Director of the Company with effect from 07th November, 2017, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, being eligible, offers herself for appointment as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Ms. Pooja Wadhawa for the office of Independent Director, be and is hereby

appointed as an Independent Director of the Company for a period of five years commencing from 07th November, 2017.”

5. To service of documents to the members/ shareholders of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, a document may be served to any member by the Company by sending it to him/her by post or by registered post or by speed post or by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents through registered post or speed post or by courier service or such other mode of delivery pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution.”

By or on behalf the Board of Directors
Alan Scott Industries Limited

Sd/-

Saketu Parikh
Managing Director
DIN-00178665

Place: Mumbai
Date: 11th August, 2018

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. The 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. 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 at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours, up to the date of the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting along with the following additional documents.
 - i. Copies of the Memorandum of Association and Articles of Association of the Company.
 - ii. Copy of the audited balance sheet and profit and loss account for the year ended 31st March, 2018.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive), for the purpose of Annual General Meeting.
10. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
11. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent (RTA) – **Link Intime India Private Limited** on mumbai@linkintime.co.in. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
13. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.

14. Re-appointment of Directors: At the ensuing Annual General Meeting, Ms. Asmita J. Parikh (DIN- 00178701), liable to retire by rotation, and being eligible, offers herself for re-appointment. The details pertaining to this Director as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed with the Notice.
15. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
16. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA by sending an e-mail to **Link Intime India Private Limited** on mumbai@linkintime.co.in. The Annual Report of the Company would also be made available on the Company's website <http://www.alanscottind.com>.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date i.e. Friday, 21st September, 2018 are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the "cut-off" date can exercise their right to vote by electronic means. The e-voting period will commence from Tuesday, 25th September, 2018 at 9.00 a.m. (IST) and will end on Thursday, 27th September, 2018 at 5.00 p.m. (IST). The Company has appointed M/s. Kaushal Doshi & Associates, Practicing Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure one-voting sent separately.
18. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
19. **Investor Grievance Redressal :**
The Company has designated an exclusive e-mail id alanscottshareholder@gmail.com to enable Investors to register their complaints, if any.
20. A rout map showing directions to reach the venue of the 24th Annual General Meeting is given at the end of Annual Report as per the requirement of the Secretarial Standard – 2 on "General Meetings".

21. E-Voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

The instructions to the shareholders for voting electronically are as under:

- i) The voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m. (IST) and will end on Thursday, 27th September, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv) Click on "Shareholders" tab.
- v) Now, select the "Alan Scott Industries Limited" from the drop down menu and click on "SUBMIT"
- vi) 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.
- vii) Next enter the Image Verification as displayed and Click on Login.
- viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- ix) If you are first time user follow the step given below.

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| DOB | <p>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.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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). |

- x) After entering these details appropriately, click on "SUBMIT" tab.
- xi) 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.

- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click on the EVSN for Alan Scott Industries Limited.
- xiv) 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.
- xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi) 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.
- xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xix) 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.
- xx) Shareholders can also cast their vote using CDSL’s mobile app M-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi) Note for Non – Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The result of e-voting and votes cast at the AGM shall be declared within forty eight hours from the conclusion of the Meeting and the result declared along with the Scrutinizer's Report shall be communicated to BSE Ltd and also placed on the Company as well as CDSL website.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice dated 11th August, 2018.

ITEM NO. 3:

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

M/s. Bhatler & Company, Chartered Accountants (ICAI Firm Registration No. 131092W), were appointed as the statutory auditors of the Company for a period of five years at the 23rd Annual General Meeting ("AGM") of the Company held on 28th September, 2017, to hold office from the conclusion of the 23rd AGM till the conclusion of the 28th AGM to be held in the calendar year 2022.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the appointment of statutory auditors as per the proposal contained in the Resolution set out at Item No. 3 of this Notice.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

ITEM NO. 4:

As per the provisions of section 149 and 152 of the Companies Act, 2013 and relevant provisions of the SEBI (LODR) Regulations, 2015, it is proposed to appoint Ms. Pooja Wadhawa (DIN: 07979494), as an Independent Directors of the Company whose office of an Additional Independent Director will get expired in ensuing Annual General Meeting. Ms. Pooja Wadhawa, have given a declaration to the Board that she meets the criteria of independence as provided under section 149 (6) of the Act. In the opinion of the Board, Ms. Pooja Wadhawa full fills the conditions specified in the act and the rules made there under for appointment of an Independent Director is now being placed before the members at the 24th Annual General Meeting for their approval. The terms and conditions of appointment of Ms. Pooja Wadhawa, pursuant to Schedule IV of the Act for a period of five years commencing from 07th November, 2017 up to 06th November, 2022.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

ITEM NO 5:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

The Board recommends the passing of the Special Resolution at Item No. 5 of the accompanying Notice for member's approval.

**ANNEXURE
TO ITEM 2 OF THE NOTICE**

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(In pursuance SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)**

| | | |
|--|---------------------------------|--------------------------------|
| Name of the Director | Ms. Asmita J. Parikh | Ms. Pooja Wadhawa |
| Director Identification Number (DIN) | 00178701 | 07979494 |
| Date of Birth | 14 th November, 1951 | 10 th October, 1988 |
| Nationality | Indian | Indian |
| Date of Appointment on Board | 25/05/2005 | 07/11/2018 |
| Qualification | LMC | BFA (Bachelor of Fine Art) |
| Shareholding in Company | NIL | NIL |
| List of Directorships held in other Companies. | NIL | NIL |
| Memberships / Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies excluding this Company | NIL | NIL |

**By or on behalf of Board of Directors
Alan Scott Industries Limited**

**Sd/-
Soketu Parikh
DIN-0017866
Managing Director**

**Place: Mumbai
Date: 11th August, 2018**