

# **ALAN SCOTT INDUSTRIES LIMITED**

**TWENTY FIFTH ANNUAL REPORTS  
2018 – 2019**

## BOARD OF DIRECTORS

Mr. Soketu Parikh	:	Managing Director
Ms. Asmita Parikh	:	Director & CFO
Mr. Mahendra B. Dave	:	Additional Independent Director
Mr. Jaymin Modi	:	Independent Director

## COMPANY SECRETARY

Mr. Kuldeep Kumar Dangi

## 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, Email: [alanscottshareholder@gmail.com](mailto:alanscottshareholder@gmail.com), Web: [www.alanscottind.com](http://www.alanscottind.com)

## CORPORATE OFFICE:

15, Sliversands, Dariyalal CHS., Juhu Tara Road, Juhu, Mumbai – 400049, Tel: +91- 9653238501

## 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](mailto:rnt.helpdesk@linkintime.co.in), Web: [www.linkintime.co.in](http://www.linkintime.co.in)

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## NOTICE

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of ALAN SCOTT INDUSTRIES LIMITED will be held on Thursday, 26<sup>th</sup> September, 2019 at 11.00 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 31<sup>st</sup> March, 2019 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.

### Special Business:

3. To appoint Mr. Mahendra B. Dave (DIN: 06520421), 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, Mr. Mahendra B. Dave (DIN: 06520421), who was appointed by the Board of Directors, as an Additional Independent Director of the Company with effect from 13<sup>th</sup> August, 2019, 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 Mr. Mahendra B. Dave 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 13<sup>th</sup> August, 2019.”

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

Sd/-  
Saketu Parikh  
Managing Director  
DIN-00178665

Place: Mumbai  
Date: 13<sup>th</sup> August, 2019

**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 / HERSELF 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 31<sup>st</sup> March, 2019.
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 Friday, 20<sup>th</sup> September, 2019 to Thursday, 26<sup>th</sup> September, 2019 (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](mailto: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/ Appointment of Directors: The details pertaining to re-appointment/ appointment Director as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. 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 and appointment of Mr. Mahendra B. Dave (DIN: 06520421), the details of the same is annexed with the as a part of this 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](mailto: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. Thursday, 19<sup>th</sup> September, 2019 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 Monday, 23<sup>rd</sup> September, 2019 at 9.00 a.m. (IST) and will end on Wednesday, 25<sup>th</sup> September, 2019 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](mailto:alanscottshareholder@gmail.com) to enable Investors to register their complaints, if any.

20. A rout map showing directions to reach the venue of the 25<sup>th</sup> 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 24<sup>th</sup> 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 Monday, 23<sup>rd</sup> September, 2019 at 9.00 a.m. (IST) and will end on Wednesday, 25<sup>th</sup> September, 2019 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 Thursday, 19<sup>th</sup> September, 2019 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](http://www.evotingindia.com) during the voting period.
- iv) Click on “Shareholders” tab.
- v) Now, select the “Alan Scott Industriess 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](http://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"><li>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.</li></ul>

DOB	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.
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"> <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>

- 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 Industriess 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](http://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](mailto: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](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 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

**By or on behalf the Board of Directors**  
**Alan Scott Industriess Limited**

**Sd/-**  
**Soketu Parikh**  
**Managing Director**  
**DIN-00178665**

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2019**



**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 and 4 of the accompanying Notice dated 13<sup>th</sup> August, 2019.

**ITEM NO. 3:**

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 Mr. Mahendra B. Dave (DIN: 06520421), as an Independent Directors of the Company whose office of an Additional Independent Director will get expired in ensuing Annual General Meeting. Mr. Mahendra B. Dave, 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, Mr. Mahendra B. Dave 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 25<sup>th</sup> Annual General Meeting for their approval. The terms and conditions of appointment of Mr. Mahendra B. Dave, pursuant to Schedule IV of the Act for a period of five years commencing from 13<sup>th</sup> August, 2019 up to 12<sup>th</sup> August, 2024.

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.

**ANNEXURE  
TO ITEM 2 & 3 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	Mr. Mahendra B. Dave
Director Identification Number (DIN)	00178701	06520421
Date of Birth	14 <sup>th</sup> November, 1951	02 <sup>th</sup> November, 1972
Nationality	Indian	Indian
Date of Appointment on Board	25/05/2005	13/05/2019
Qualification	LMC	B.Com (Bachelor of Commerce)
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 Industriess Limited**

**Sd/-  
Soketu Parikh  
Managing Director  
DIN-00178665**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2019**

## **DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2018 - 2019**

To,  
The Members,

Your Directors have pleasure in presenting their 25<sup>th</sup> Director Report together with Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019.

### **1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY:**

(Amt in Rs.)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Total Income	1,159,224	22,71,340
Less: Total Expenditure	10,46,722	21,15,519
<b>Profit/ (Loss) Before Interest, Depreciation and Tax</b>	<b>1,12,502</b>	<b>1,55,821</b>
Less: Depreciation	3,916	25,653
Less: Interest	44,317	86,915
<b>Profit/ (Loss) Before Extraordinary Items and Tax</b>	<b>64,269</b>	<b>43,253</b>
Less: Extra-Ordinary Items	0	0
<b>Profit/(Loss) Before Tax</b>	<b>64,269</b>	<b>43,253</b>
Less: Tax Expense		
(a) Current Tax	0	0
(b) Deferred Tax	0	0
<b>Profit /(Loss) For The Year</b>	<b>64,269</b>	<b>43,253</b>

During the year under review your Company has earned the total Income of Rs. 11.59 Lakh as compared to Rs. 22.71 in the previous year. The Company has recorded profit before interest, depreciation and tax of the Company for the current year of Rs. 1.13 Lakh against the income before interest, depreciation and tax of Rs. 1.56 lakhs of the previous year. Similarly the Profit after tax (PAT) for the current year has increased to Rs. 0.64 Lakh as against the Profit after tax (PAT) of Rs. 0.43 Lakh of the previous year.

### **2. CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the business activity of the Company.

### **3. BRIEF STATE OF COMPANY'S AFFAIR:**

The Company is a professionally managed Company and the Company has business objectives of manufacturing, trading etc. textile and textile related products and also carry out business activities related to the production of films and film industries related activity, however in view of the poor financial conditions of the Company during the year no business operation has taken place and efforts made by the Board of Directors were not materialised.

### **4. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint Venture Company or Associate Company as on 31<sup>st</sup> March, 2019 and any information for this purpose is not applicable to the company.

### **5. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:**

During the year under review, there were no significant and material orders passed by regulators or courts or tribunals related to the Company.