

ALAN SCOTT INDUSTRIES LIMITED

**TWENTY SEVENTH ANNUAL REPORTS
2020-2021**

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ANNUAL REPORT

2020-2021

Board of Directors

Mr. Suresh Pukhraj Jain	:	Chairman & Managing Director (w.e.f. 26.3.2021)
Ms. Saloni Suresh Jain	:	Director
Mr. Pranav Dangi	:	Director
Mr. Vikal B Chaurasiya	:	Executive Director (w.e.f. 30.6.2021)
Mr. Rajeev S Godkhindi	:	Executive Director (w.e.f.30.6.2021)
Mr. Srivardhan Ashwani Khemka	:	Independent Director
Mr. Vaibhav Prakash Bhandari	:	Independent Director

Bankers

Punjab National Bank & ICICI Bank Ltd

Statutory Auditors

Pravin Chandak & Associates, Chartered Accountants, Mumbai

Registered Office

Unit No.302, Kumar Plaza, 3rd Floor, Near Kalina Masjid,
Kalina Kurla Road, Santacruz East, Mumbai-400029
PhoneNo.022-61786000/001 Website : www.alanscottind.com
Email : alanscottindustrieslimited@gmail.com
CIN : L99999MH1994PLC076732

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd
C 101, 247 Park, L.B.S.MARG, Vikhroli (West)
Mumbai-400083
Tel: 022-25963838, 25946970
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of ALAN SCOTT INDUSTRIESS LIMITED will be held at 11:00 A.M. on Saturday, the 31st day of July, 2021 through Video Conference / Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2021 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Saloni Suresh Jain (DIN: 07361076), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Suresh P. Jain (DIN: 0048463), who was appointed as an Additional Director on March 26, 2021 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Suresh Pukhraj Jain (DIN: 0048463) as Managing Director, for a period of five (5) years with effect from 26th March, 2021 to 25th March, 2026 (both days inclusive) on such terms and conditions as specified in detail in the draft agreement to be entered into between the Company and MR. Suresh Jain, material terms of which are set out hereunder and the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of the appointment from time to time as it deems fit:

1. Remuneration : He will not be paid any remuneration till otherwise resolved;
2. Managing Director shall be entitled to reimbursement of entertainment, travel and all other expenses incurred in course of the Company's business;
3. Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof till otherwise resolved;
4. Managing Director shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to

give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vikal Bankelal Chaurasiya (DIN: 07604397), who was appointed as an Additional Director on June 30, 2021 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Vikal Bankelal Chaurasiya (DIN: 07604397) as Whole-time Director, designated as Executive Director, for a period of five (5) years with effect from 30th June, 2021 to 29th June, 2026 (both days inclusive) on such terms and conditions as specified in detail in the draft agreement to be entered into between the Company and Mr. Vikal B. Chaurasiya, material terms of which are set out hereunder and the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of the appointment from time to time as it deems fit:

1. Remuneration : He will not be paid any remuneration till otherwise resolved;
2. Executive Director shall be entitled to reimbursement of entertainment, travel and all other expenses incurred in course of the Company’s business;
3. Executive Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof till otherwise resolved.
4. Office of Mr. Vikal B. Chaurasiya shall be liable to retirement of directors by rotation. If Mr. Chaurasiya is re-appointed as a Director immediately on retirement by rotation, he shall continue to hold the office of Whole-time Director and such re-appointment shall not be deemed to constitute break in his appointment as a Whole-time Director.

“RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajeev Shankar Godkhindi (DIN: 0009222219), who was appointed as an Additional Director on June 30, 2021 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V

and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Rajeev Shankar Godkhindi (DIN: 0009222219) as Whole-time Director, designated as Executive Director, for a period of five (5) years with effect from 30th June, 2021 to 29th June, 2026 (both days inclusive) on such terms and conditions as specified in detail in the draft agreement to be entered into between the Company and Mr. Rajeev Shankar Godkhindi, material terms of which are set out hereunder and the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of the appointment from time to time as it deems fit:

- 1 Remuneration : He will not be paid any remuneration till otherwise resolved;
- 2 Executive Director shall be entitled to reimbursement of entertainment, travel and all other expenses incurred in course of the Company’s business;
- 3 Executive Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof till otherwise resolved.
- 4 Office of Mr. Rajeev Shankar Godkhindi shall be liable to retirement of directors by rotation. If Mr. Rajeev is re-appointed as a Director immediately on retirement by rotation, he shall continue to hold the office of Whole-time Director and such re-appointment shall not be deemed to constitute break in his appointment as a Whole-time Director.

“RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT consent of the members of the Company in pursuance to the provisions of Section 13 of the Companies Act, 2013 be and is hereby accorded for amending the Object Clause of the Memorandum of Association of the Company as under:

- 1) Nomenclature of Clause III (A) be changed so as to read as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:’.
- 2) Nomenclature of Clause III (B) be changed so as to read as ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
- 3) Sub-clauses 1B and 1C in Clause III (A) be deleted;
- 4) After sub-clause 1 in Clause III (A), the following three new sub-clauses be inserted and numbered as sub-clause 2, 3 and 4 respectively:
 2. To produce, manufacture, refine, develop, process, import, export, sell and distribute all types of bacteriological, biological and herbal disinfectants, products and preparations including but not limited to sanitizer, soaps, washing materials, cleaning agents, toilet articles and toiletries and proprietary articles, used for sanitization, improving and maintaining hygiene and to control and make bacteria and virus free premises, to provides consultancy, advisory services and services of all types relating to maintenances of hygiene and for this purpose to carry on research/clinical research jointly with individuals, institutions and hospitals.
 3. To manufacture, buy, sell, import, export, distribute and deal in all types of medical equipments, apparatus, instruments, tools and accessories, including but not limited to oxygen

concentrators, ventilators, filters and sprayers, used for maintenance of hygiene and early detection and treatment of various diseases.

4. To develop, design, search, innovate, amend, modify, buy, sell, import, export and deal in all types of computer software, programmes, systems and solutions, hardware and peripherals (including networking, design and implementation), used in providing medical treatment, facilitate creation and storage of medical history of patient and such innovative products and to carry on the business of developing websites, solutions, electronic commerce, known as E-Commerce, electronic mail, internet and other value added services.

5) In III (B) – the following two new sub-clause be inserted and numbered as sub-Clause 5 and 6:

5. To provide medical aid and medical assistance and for this purpose to carry on research/clinical research jointly with any individuals, institutions, hospitals, nursing homes and to establish, manage and/or support hospitals, hospice, dispensaries, blood banks and like institutions and to provide health and health education and training to spread awareness and give financial assistance about prevention, early detection, treatment of various diseases including tropical and chronic life threatening diseases like covid, cancer, AIDS and other chronic diseases and disorders, rehabilitation, palliation and all activities in this relation and other medical related services of all kinds including orthopedic and dental care, surgery, neurology, pathology, radiology and other diagnostic facilities and to organize and/or support programmes and medical camps on various ailments and its treatment in different parts of the country.
6. To set-up, establish, acquire, own and run schools, colleges, training centers and professional institutions for imparting education, knowledge and training on electronic data processing, software, solutions and hardware.

6) Existing sub-clause numbers 2 to 42 be renumbered as 7 to 47.

7) Clause III(C) – Other Object – existing sub-clauses bearing numbers 43 to 72 be deleted.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required for amending the Object Clause of the Memorandum of Association of the Company.”

10. 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them, while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include

any committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches at its sole discretion 6,40,000 (six lakhs forty thousand) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each to the Promoters and certain persons /identity as detailed below on preferential basis for cash at a price of Rs.25/- (Rupees Twenty five only) per share (Rs.10/- towards face value and Rs.15/- towards security premium), which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date as 1st July, 2021 being the date thirty days (30) day prior to the date on which the 27th Annual General Meeting of the Shareholders is held i.e. 31st July, 2021 to consider inter alia the proposed preferential issue:

Sr. No:	Name of Proposed Allottee	Category	No. of shares to be allotted
1)	Mr. Suresh Pukhraj Jain	Promoter	3,50,000
2)	Next Orbit Ventures Fund	Venture Capital IFund	2,00,000
3)	Dr. Vikal B. Chaurasiya	Director	90,000

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding, if any, held by the allottee prior to this preferential allotment shall be under lock-in from the relevant date upto a period of six months from the date of trading approval.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubt that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity Shares of the Company as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

ON BEHALF OF THE BOARD OF DIRECTORS
FOR ALAN SCOTT INDUSTRIES LIMITED

Sd/-

SURESH PUKHRAJ JAIN
(MANAGING DIRECTOR)
DIN: 00048463

Registered Office
Unit no.302, Kumar Plaza,
3rd floor, Near Kalina Masjid,
Kalina Kurla Road,
Santacruz (East)
Mumbai- 400029
Date: 30/06/2021

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') in respect of Special Business to be transacted at the 27th Annual General Meeting ('AGM') is annexed hereto.
2. As required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, profile of Directors seeking appointment/re-appointment at the Annual General Meeting is annex to this notice.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 25/07/2021 to 31/07/2021 (both days inclusive).
4. Members are hereby requested to notify change in their addresses, make correspondence and send documents of share transfers, etc. either directly to the Company at the Registered Office or to the Office of Share Transfer Agents of the Company, M/s Link Intime India Private Limited, at C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083.
5. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 2/2021 and 10/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021 and 23rd June, 2021 respectively (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the AGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 6 below and is also available on the website of the Company at www.alanscottind.com.
6. **Dispatch of Notice through electronic means and inspection of documents:**
In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circulars, electronic copy of the Notice of the e-AGM of the Company are being sent to all the Members, whose e-mail address are registered with the Company/Depository Participant(s). The Members may also note that the Notice of the e-AGM will also be available on the Company's website www.alanscottind.com in and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited) and also on the website of NSDL, www.evoting.nsdl.com, for download. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company for inspection at alanscottshareholder@gmail.com. For members, who have not received the notice due to change/non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request, for the notice, by sending an email at rnt.helpdesk@linkintime.co.in or alanscottshareholder@gmail.com post receipt of such request and verification of records of the shareholder, the shareholder would be provided soft copy of the notice. It is clarified that for registration of email address, the shareholders are, however, requested to follow due procedure for registering their email address with the Company/ RTA in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members, who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ RTA/ Company to enable servicing of notices/ documents electronically to their email address. The Members who have not received any communication regarding this

AGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting the Company's Registrar & Share Transfer Agent, Link Intime Private Limited ("RTA") at Tel No.022-49186000 or e-mail at rnt.helpdesk@linkintime.co.in between 09:00 a.m. IST to 05:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at alanscottshareholder@gmail.com or NSDL at evoting@nsdl.co.in. Any person becoming the Member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 24th July, 2021 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.alanscottind.com and the website of NSDL www.evoting.nsdl.com. Alternatively, member may send request providing the email address, DP ID / Client ID, mobile number, number of shares held and self-attested PAN copy via email to rnt.helpdesk@linkintime.co.in for obtaining the Notice of AGM.

7. **Quorum:** The Members can join the e-AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the e-AGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors, who are allowed to attend the e-AGM without restriction on account of first come first served basis. The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. **Proxy:** As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
9. **Corporate Representation:** Pursuant to the provisions of Section 113 of the Act, Body Corporate Members, who intend their authorised representative(s) to attend the e-AGM are requested to send, to the Company, a certified copy of the Resolution of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to alanscottshareholder@gmail.com with a copy marked to alanscottshareholder@gmail.com.
10. **Queries:** Members, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at alanscottshareholder@gmail.com. Questions/queries received by the Company till Thursday, 30th July 2021 shall only be considered and responded during the AGM. Members, who would like to express their views or ask questions during the AGM, may use chat facility to raise questions to moderator. The moderator then will ask one by one question during the meeting. The Company reserves the right to restrict the number of questions and number of chats, as appropriate for smooth conduct of the AGM, depending on availability of time. The queries raised should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
11. **Scrutinizer:** The Board of Directors, at its meeting held on 30th June, 2021, has appointed Mr. Upendra C. Shukla, (Membership No. FCS 2727), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/ Managing Director /Chief Executive Officer of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The results will be announced by the Chairman/ Managing Director /Chief Executive Officer of the Company within 48 (forty eight) hours from the conclusion of the AGM and will be posted on the Company's website viz. alanscottind.com will also be posted on the