

ANNUAL REPORT

2012-13



thomas scott (india) ltd

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Venugopal Bang
Mr. Brijgopal Bang
Dr. Mithilesh Kumar Sinha
Mr. Vijay D.Ajgaonkar
Mr. Subrata Kumar Dey

Chairman
Managing Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Rashi Bang

STATUTORY AUDITORS

M/s. Rajendra K. Gupta & Associates
Room No. 3, Kshipra Society,
Akurli Cross Road No. – 1,
Kandivali (East),
Mumbai – 400 101.
Tel.: (022) 28874879
E-mail: rk.gupta@hawcoindia.com

PRACTISING COMPANY SECRETARIES

M/s. Kothari H. & Associates
208, 2nd Floor,
BSE Building, Dalal Street,
Fort,
Mumbai 400 001.
Tel.: (022) 6555 1120
E mail: hiteshkotharics@yahoo.co.in

INTERNAL AUDITORS

FRG & Company,
Chartered Accountants,
Office no. 303, RatanGalaxie,
J. N. Road, Mulund (W), Mumbai 400080
E-mail: rajeshtiwari@frgglobal.com

BANKERS

BANK OF INDIA
AXIS BANK

REGISTERED OFFICE

50, Kewal Industrial Estate,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai – 400 013.
Tel.: (022) 66607965
Fax: (022) 66607970

REGISTRAR & TRANSFER AGENT

Karvy Computershare Pvt. Ltd.
Plot No. 17-24 Vittal Rao Nagar,
Madhapur, Hyderabad 500 081
Tel.: (91 40) 23431553
Email: Varghese@karvy.com

WEBSITE

www.banggroup.com

DIRECTORS' BIOGRAPHY

BRIJGOPAL BANG - MANAGING DIRECTOR

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

VENUGOPAL BANG – CHAIRMAN & EXECUTIVE DIRECTOR

Mr. Venugopal Bang is a Commerce graduate and completed Chartered Accountancy course in the year 1981. He is the promoter and Chairman of our Company. He started his career by joining his own family business of trading of paper and jute products, and also into investment / trading of securities in the capital market.

DR. M. K. SINHA – NON – EXECUTIVE & INDEPENDENT DIRECTOR

Dr. M.K. Sinha is a Doctorate in Operation Research and has done his Masters in Mathematics. He retired as the Chairman & Managing Director of State Bank of India (SBI) in 1995 after serving the bank for almost 39 years. He Over his period of service with the SBI, he has been involved in critical areas like management audit, human resource & organizational development, foreign exchange, fund management, financial restructuring etc. He was a representative of SBI for the East European countries at Moscow for almost 4 years. He was on the Board of seven associate banks of SBI while working with the SBI.

MR. V. D. AJGAONKAR – NON- EXECUTIVE & INDEPENDENT DIRECTOR

Mr. V.D. Ajgaonkar is CAIIB, M.Com and LL.B. He served State Bank of India from 1979 to 1995 in different capacities and from 1996 to 2000; he was on deputation to SBI Capital Markets Limited. After serving SBI Capital Markets Limited, in February, 2000, he joined Times Guarantee Financial Limited and served their till March, 2004. He has experience in project finance and other related capital market activities.

MR. SUBRATA K. DEY – NON- EXECUTIVE & INDEPENDENT DIRECTOR

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

DIRECTORS' REPORT

The Members of

THOMAS SCOTT (INDIA) LIMITED

Your Director's present with immense pleasure, the THIRD ANNUAL REPORT along with the Audited Statement of Accounts of the Company for the year ended 31st March 2013.

FINANCIAL HIGHLIGHTS

(Rs. In lacs)

Description	Stand Alone	
	Year Ended 31.03.13	Year Ended 31.03.12
Revenue	2137.05	1581.66
Other Income	51.36	9.84
Total Expenditure	2396.40	2479.21
Earnings before Interest, Depreciation and Tax (EBIDT)	(207.99)	(887.71)
Less: Interest	1.79	18.95
Earning Before Depreciation And Tax (EBDT)	(209.78)	(906.66)
Less: Depreciation	10.68	47.53
Profit before Tax (PBT)	(220.46)	(954.19)
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	0.00	0.00
Profit after Tax (PAT)	(220.46)	(954.19)

PERFORMANCE REVIEW

During the financial year, your Company recorded revenue of Rs 2137.05 lacs an increase of 35.11% over the previous year and expenditure reduced by 3.34% to Rs 2396.40 lacs. However, the operating loss during the year stood at Rs 207.99 lacs against the operating losses Rs. 887.71 lacs incurred in the last financial year. During the financial year, the company has closed down all retail outlets, due to huge operating cost and decided to frame a new business model / strategy to attract retail customer and remain in retail segment.

DIVIDEND AND TRANSFER TO RESERVES

In view of the business loss during the year, your Director's do not recommend any dividend for the year 2012-13. The Register of Member & Share Transfer Books will remain closed from 16th Septmber, 2013 to 22nd Septmber, 2013, Both Dates Inclusive. The Annual General Meeting of the Comapny will be held on 24th Septmber, 2013.

SUBSIDIARY COMPANY

As on March 31, 2013, your company has no subsidiary.

DIRECTOR'S

During the year, Mr. Krishnakumar Bang, Non-Executive Director, resigned from the Board of Directors w.e.f.

12th November, 2012 and Mr. Viswanath Chervu, Independent Director, resigned from Board of Directors w.e.f 14th February 2013 and Mr. Subrata Kumar Dey was appointed as Additional Director w.e.f 14th February 2013.

As per Section 260 of the Companies Act, 1956, Mr. Subrata Kumar Dey, who is Additional Director, will cease to hold the office of the Director at the conclusion of the fourthcoming Annual General Meeting. As per Section 257 of the Companies Act, 1956, the Company has received notices along with deposit from the members proposing the candidatures of Mr. Subrata Kumar Dey, for the office of Director of the Company. None of the Directors of the Company is disqualified under Section 274(1)(g) of the Companies Act, 1956.

In terms of the provisions of Section 255 and 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Vijay Ajgaonkar retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

STATUTORY AUDITORS

M/s. Rajendra K. Gupta & Associates Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received the letter from M/s. Rajendra K. Gupta & Associates Chartered Accountants to the effect that their re-appointment, if made, would be within the prescribed limits under section 224 (1B) of the Companies Act, 1956 and that they have not disqualified for re-appointment within the meaning of the section 226 of the said Act.

AUDITOR'S REPORT

The observations made in the Auditors Report read together with relevant notes thereon, are self-explanatory and therefore, do not call for any further comments under section 217(3) of the Companies Act, 1956.

CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of Corporate Governance. Your Company continues to be compliant with the requirements enshrined in clause 49 of the Listing Agreement which relates to Corporate Governance.

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Practising Company Secretary of your Company regarding compliance with Corporate Governance norms stipulated in Clause 49 of the Listing Agreement is also annexed to the report on Corporate Governance.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with (Particulars of Employees) Rules 1975 as amended, the names and other particulars are required to be set out in the Annexure to the Directors' Report.

However, there were no Employees drawing Remuneration more than prescribed under Section 217 (2A) of the Companies Act, 1956. Therefore, your Company is not required to disclose such particulars.

FIXED DEPOSITS

Your Company does not have any fixed deposits under section 58A and 58AA of The Companies Act, 1956 read with Companies (Acceptance of Deposits) Rule, 1975.

LISTING

At present, the Company's Equity Shares are listed at National Stock Exchange of India Limited and Bombay Stock Exchange Limited and the Company has paid the listing fees to the above Exchanges for the year 2013 - 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND INNOVATION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required to be furnished pursuant to Section 217(l)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

- (i) Part A & B of the Rules, pertaining to conservation of energy & technology absorption are not applicable to the Company.
- (ii) FOREIGN EXCHANGE EARNING AND OUTGO: (Rs. In Lakhs)

Foreign Exchange Earnings during the year	: NIL
Foreign Exchange Outgo during the year	: 1498.21

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors affirm that the audited accounts containing the financial statements for the financial year 2012 -13 are in conformity with the requirements of the Companies Act, 1956. They believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations.

Pursuant to section 217(2AA) of the Companies Act, 1956, your Directors subscribe to the Directors Responsibility Statement and hereby confirm that:

1. in the preparation of the annual accounts for the financial year ended 31 March 2013, the applicable Accounting Standards have been followed and there has been no material departure;
2. the Directors have selected such accounting policies, consulted and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March 2013 and of the loss of your Company for the year on that date;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

4. they have prepared the annual accounts for the financial year ended 31 March 2013 on a going concern basis.

TRANSFER OF UNPAID / UNCLAIMED AMOUNTS TO INVESTOR EDUCATION PROTECTION FUND (IEPF)

During the year, there were no amounts which remained unpaid / unclaimed for period of 7 years and which were required to be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956

ACKNOWLEDGEMENT

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

For and on behalf of the board of director(s)

**Sd/-
Venugopal Bang
Chairman**

PLACE: Mumbai

DATE: August 12, 2013

COMPLIANCE CERTIFICATE

To,
The Members,
THOMAS SCOTT (INDIA) LIMITED,
50, Kewal Industrial Estate,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013.

We have examined the registers, records, books and papers of THOMAS SCOTT (INDIA) LIMITED, ('the Company') as particularly required to be maintained under the Companies Act, 1956, ('the Act') and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2013 ('the financial year'). In our opinion, and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Public Limited Company has the minimum prescribed paid-up capital and its minimum number of members are 7 (Seven) and the Company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met Eight times on April 11,2012, April 17,2012, May 15,2012, August 14, 2012, August 27, 2012, November 12, 2012, November 21,2012 and February 14, 2013 in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members during the financial year from 27th September, 2012 to 29th September, 2012 at the time of its Annual General Meeting.
6. The Annual General Meeting for the financial year ended on 31st March 2012 was held on September 29, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. During the year, No Extra-Ordinary General Meeting was held.
8. As per explanation and information, the Company has not given any advanced, loan or provided any security to its Directors or persons or firms or Companies under Section 295 of the Act, during the financial year.