



THOMAS SCOTT (INDIA) LIMITED
ANNUAL REPORT

2014-2015

INDEX

Corporate Information	04
Directors Biography	05
Directors Report	06
Auditor's Report and Financial Statements	22
Balance Sheet	24
Profit & Loss Account	25
Cash Flow Statement	26
Schedules and other details	27

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vijay Dattatraya Ajgaonkar

Mr. Brijgopal Bang

Mr. Raghvendra Bang

Mr. Purshottam Bang

Mr. Subrata Kumar Dey

Mrs. Swati Sahukara

Independent Director & Chairman

Managing Director

Non Executive Director

Non Executive Director

Independent Director

Additional Independent Director

CHIEF FINANCIAL OFFICER

Mr. Madhusudan Indoria

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. 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

SECRETARIAL AUDITORS

M/s. Kothari H. & Associates

Practicing Company Secretaries

208, 2nd Floor, BSE Building,

Dalal Street, Fort,

Mumbai 400 001.

Tel.: (022) 2272 1831

E mail: hiteshkotharics@yahoo.co.in

CORPORATE OFFICE

405-406, Kewal Industrial Estate,

Senapati Bapat Marg

Lower Parel (West), Mumbai- 400 013

Tel: (022) 66607965, Fax: (022) 66607970

BANKERS

Bank of India

Axis Bank

REGISTERED OFFICE

50, Kewal Industrial Estate,

Senapati Bapat Marg,

Lower Parel (West)

Mumbai – 400 013

Tel.: (022) 4043 6363

REGISTRAR & TRANSFER AGENT

Karvy Computershare Pvt. Ltd.

Plot No. 17-24 Vittal Rao Nagar,

Madhapur, Hyderabad 500 081

Tel.: 040- 4465 5000

Email: Varghese@karvy.com

CORPORATE IDENTITY NUMBER:

L18109MH2010PLC209302

Website: www.thomasscott.org

DIRECTORS' BIOGRAPHY

MR. VIJAY DATTATRAYA AJGAONKAR – NON- EXECUTIVE INDEPENDENT DIRECTOR & CHAIRMAN:

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. BRIJGOPAL BALARAM 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.

MR. RAGHVENDRA VENUGOPAL BANG - NON – EXECUTIVE DIRECTOR

Mr. Raghvendra Bang is Commerce Graduate from R A Poddar College, Mumbai University. He has an experience of more than 9 years in the field on Marketing & Finance. He is son of Mr. Venugopal Bang who was earlier on Board of Thomas Scott (India) Limited.

MR. PURSHOTTAM BANG - NON- EXECUTIVE DIRECTOR

Mr. Purshottam Bang is a B.Sc.(Physics) Graduate from Jai Hind College, Mumbai. He has a vast experience of more than 15 years in the field of Marketing.

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.

MRS. SWATI SAHUKARA, ADDITIONAL INDEPENDENT DIRECTOR:

Mrs. Swati Sahukara is an Associate Member of the Institute of Company Secretaries of India (ACS), B. Com and L.L.B. She has 8 years of rich experience in the field of Company Secretary profession, worked with various organizations viz. engaged in business of real estate, glass industry, film industry, corporate law consultancy and handled various assignments like merger, amalgamation, takeover, buy back of shares, preferential issue, due diligence etc.

DIRECTORS' REPORT

The Members of
THOMAS SCOTT (INDIA) LIMITED

Your Director's present with immense pleasure, the **FIFTH ANNUAL REPORT** along with the Audited Statement of Accounts of the Company for the year ended 31st March 2015.

FINANCIAL HIGHLIGHTS

(₹ In lacs)

Description	Standalone	
	Year ended 31.03.2015	Year ended 31.03.2014
Revenue	1782.47	5008.10
Other Income	9.98	0.58
Total Expenditure	2121.21	5189.85
Earnings before Interest, Depreciation and Tax (EBIDT)	(328.76)	(181.17)
Less: Interest	0.57	2.63
Earnings Before Depreciation And Tax (EBDT)	(329.33)	(183.80)
Less: Depreciation	9.21	8.13
Profit before Tax (PBT)	(338.54)	(191.93)
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	0.00	0.00
Profit after Tax (PAT)	(338.54)	(191.93)

PERFORMANCE REVIEW

During the financial year, your Company recorded revenue of ₹ 1782.47 lacs as against ₹ 5008.10 Lacs in previous year. The operating loss before tax during the year stood at ₹ 328.76 lacs as against Rs. ₹17 lacs in the previous year. Due to adverse market conditions, the Turnover of your Company has been decreased. On the other side, due to high cost market there was also increase in the cost of material consumed.

Your Company is trying to reduce the overall cost by way of using various efforts and to increase its sustainability by planning for better prospects for the Company using various new avenues to avail the low cost raw material and by trying for better price gains for its products in the market and by continuing efforts for its growth as well.

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 2014-15. No amount is transferred to Reserves.

The Register of Members and Share Transfer Books will remain closed from September 24, 2015 to September 29, 2015 (both days inclusive). The Annual General Meeting of the Company will be held on September 29, 2015.

SUBSIDIARY COMPANIES

As on March 31, 2015, your company has no subsidiary.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

There is no material change and commitments occurred which affecting the financial position of the Company between the end of the financial year and as on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

FUTURE OUTLOOK

In this scenario of high material cost market, you will appreciate the hardship the company is facing. However, we are hopeful for change in this scenario soon and also hopeful for better sales realizations and profit in the next year. Due to adverse dollar rupee equation, company also focusing to increase buying of ready product from the domestic Indian manufacturers. Also we are introducing heavy new fabrics which can be sold at good earnings.

INTERNAL FINANCIAL CONTROL:

The Internal Financial Control with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

At the Annual General Meeting, Members are requested to ratify the appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants, Mumbai, (Registration No. 108373W) as Auditors of the Company made by resolution passed at the 4th Annual General Meeting of the Company, to hold office from the conclusion of the 4th Annual General Meeting until the conclusion of the 7th Annual General Meeting, for the balance term and accordingly they continue to hold office from the conclusion of the 5th Annual General Meeting until the conclusion of the 7th Annual General Meeting on such remuneration as may be fixed by the Board.

DIRECTORS COMMENT ON AUDITOR'S QUALIFICATION & ADVERSE REMARK IN AUDITOR'S REPORT:

The Auditors has made qualification and marked adversely in their report in the para (i)(a) and (i)(b) in respect of the report under Companies (Auditor's Report) Order, 2015.

The Directors comment on these qualification and remarks as- The management will make necessary efforts to maintain the quantitative details and situation of fixed assets and also to physically verify the same at reasonable intervals.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was ₹ 339 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity nor made any provision for purchase of its own shares by employees or by trustees for the benefit of employees.

CORPORATE GOVERNANCE REPORT

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, has clarified the applicability of Clause 49 Corporate Governance on Listed Companies, as per the aforesaid circular Clause 49 and its annexure are not applicable on the Company. However, the Company has made efforts to provide the information in the Director's Report.

In view of the above, Company has not provided Report on Corporate Governance for the year ended March 31, 2015. However, where the provision of Clause 49 becomes applicable to the company at a later date, the company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipments. However since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

Foreign exchange earning and outgo : (₹ In lacs)
 Foreign Exchange Earnings during the year : NIL
 Foreign Exchange Outgo during the year : 125.64

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Extract of Annual Return in form No. MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 is annexed hereto as Annexure A and forms part of this report.

DIRECTORS

A) Changes in Directors and Key Managerial Personnel

During the Financial year, Mr. Mithilesh Kumar Sinha, an Independent Director of the Company resigned as director w.e.f. November 03, 2014. The Board has placed on record its appreciation for the outstanding contribution made by Mr. Mithilesh Kumar Sinha during his tenure of office.

Pursuant to Section 149 of the Companies Act, 2013, the Board at its meeting held on February 02, 2015 appointed Mrs. Swati Sahukara as an additional independent Director.

None of the Directors of the Company is disqualified under Section 164(2) of the Companies Act, 2013.

Pursuant to provisions of section 152(6) of the Companies Act, 2013, Mr. Raghvendra Bang retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

B) Declaration by an Independent Director(s) and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

C) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

While independent directors in their separate meeting have carried out to assess the performance of Chairman & MD and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

NUMBER OF MEETINGS OF THE BOARD

The Board met five times during the financial year on May 30, 2014, August 13, 2014, November 14, 2014 February 02, 2015 and February 13, 2015. The number of meetings attended by each Director are as follows:

Name of Directors	Category	No. of meetings held	No. of meetings attended
Mr. Brijgopal Bang	Promoter/ Managing Director	5	5
*Mr. Mithilesh Kumar Sinha	Non Executive, Independent Director	5	2
Mr. Vijay Dattatraya Ajaonkar	Non Executive, Independent Director	5	5
Mr. Subrata Kumar Dey	Non Executive & Independent Director	5	4
Mr. Raghvendra Bang	Non- Executive, Non- Independent Director	5	4
Mr. Purshottam Bang	Non- Executive, Non- Independent Director	5	2
*Mrs. Swati Sahukara	Non-Executive, Independent Director	5	1

*Due to resignation of Mr. Mithilesh Kumar Sinha on November 03, 2014, The Board of the Company has been reconstituted by appointment of Mrs. Swati Sahukara on February 02, 2015.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party (/ies) are in the ordinary course of business and on arms' length basis. Hence, Section 188(1) is not applicable and consequently no particulars in form AOC-2 have been furnished.

SECRETARIAL AUDIT

The Board of Directors of the Company has, in compliance with the provisions of section 204 of the companies Act, 2013, appointed Mr. Hitesh Kothari, Partner, Kothari H. & Associates, Practicing Company Secretary to carry out secretarial audit of the company for the financial year 2014-15.

Secretarial Audit Report as per Section 204 of Companies Act 2013 is placed as Annexure B to this report. No adverse comments have been made in the said report by the Practicing Company Secretary.

PARTICULARS OF EMPLOYEES

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure C hereto, which forms part of this report.

During FY2014-15, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

However, in accordance with the provisions contained in the proviso to Section 136(1) of the Companies Act, 2013, the aforesaid particulars are not being sent as a part of this Annual Report. Any Member interested in obtaining a copy of the same may write to the Company Secretary at the registered office of the Company.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

In conformity with the requirements of Section 177 of the Companies Act, 2013, the Company has devised vigil mechanism and has formal whistle blower policy under which the Company takes cognizance of complaints made by the employees and others. No employee of the Company/ no other person has been denied access to the Audit Committee of the Board of Directors of the Company. During the year under review, no complaints have been received from any whistle blower. The Whistle Blower Policy is disclosed on the website of the Company at the link [http://www.thomasscott.org/financial-results/Whistle% 20 Blower% 20 Policy_Thomas%20Scott.pdf](http://www.thomasscott.org/financial-results/Whistle%20Blower%20Policy_Thomas%20Scott.pdf)

NOMINATION AND REMUNERATION COMMITTEE

The Board has framed Nomination and Remuneration Committee in accordance with the provisions of subsection (3) of Section 178 of the Companies Act, 2013. The Nomination & Remuneration policy framed by the Board is annexed hereto as Annexure D and forms part of this report. The Nomination and Remuneration Committee consist of Mr. Subrata Kumar Dey as a Chairman and Mr. Vijay Dattatraya Ajgaonkar and Mrs. Swati Sahukara as the members. The Committee met two times during the financial year on August 13, 2014 and February 02, 2015. The number of meetings attended by each member of the Committee are as follows:

Name of the Director	No. of Meetings	No. of Meeting/s Attended
Mr. Subrata Kumar Dey	2	2
Mr. Vijay Dattatraya Ajgaonkar	2	2
*Mr. Mithilesh Kumar Sinha	2	1
*Mrs. Swati Sahukara	2	0

*Due to resignation of Mr. Mithilesh Kumar Sinha on November 03, 2014, the Nomination and Remuneration Committee has been reconstituted with the appointment of Mrs. Swati Sahukara on February 02, 2015.

AUDIT COMMITTEE

The Board has constituted the Audit Committee which comprises of Mr. Vijay Dattatraya Ajgaonkar as the Chairman and Mr. Subrata Kumar Dey and Mrs. Swati Sahukara as the Members. All the recommendation made by the Audit Committee on various matters has been accepted by the Board. The Committee met four times during the financial year on May 30, 2014, August 13, 2014, November 14, 2014 and February 13, 2015. The number of meetings attended by each member of the Committee are as follows:

Name of the Director	No. of Meetings	No. of Meeting/s Attended
*Mr. Mithilesh Kumar Sinha	4	2
Mr. Vijay Dattatraya Ajgaonkar	4	4
Mr. Subrata kumar Dey	4	3
*Mrs. Swati Sahukara	4	1

Due to resignation of Mr. Mithilesh Kumar Sinha on November 03, 2014, the Audit Committee has been reconstituted with the appointment of Mrs. Swati Sahukara on February 02, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board consists of Mr. Vijay Dattatraya Ajgaonkar as Chairman and Mr. Brijgopal Bang and Mr. Raghvendra Bang as the members. The Committee met four times during the financial year on May 30, 2014, August 13, 2014, November 14, 2014 and February 13, 2015. The number of meetings attended by each member of the Committee is as follows:

Name of the Director	No. of Meetings	No. of Meeting/s Attended
Mr. Vijay Dattatraya Ajgaonkar	4	4
Mr. Brijgopal Bang	4	4
Mr. Raghvendra Bang	4	3

LISTING

At present, the Company's Equity Shares are listed at National Stock Exchange of India Limited and BSE Limited and the Company has paid the Listing fees to the above Exchanges for the year 2015-16.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(C) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a. In preparation of the Annual Accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are 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 loss of the company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the Annual Accounts on a going concern basis; and
- e. 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.
- f. 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.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of rating risks and incorporate risk treatment plans in strategy, business and operational plans.

As per Section 134(3)(n) of the Companies Act, 2013, The Board of Directors have approved the Risk Management Policy for the company.

DISCLOSURE UNDER THE 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 on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2014-15, the Company has received nil complaints on sexual harassment.

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 directors

Vijay Dattatraya Ajgaonkar
(DIN: 00065102)
Chairman

Place: Mumbai
Date: August 14, 2015

Annexure A

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS:

CIN:-	L18109MH2010PLC209302
Registration Date	22/10/2010
Name of the Company	THOMAS SCOTT (INDIA) LIMITED
Category / Sub-Category of the Company	Public Company/limited by shares
Address of the Registered office and contact details	50, Kewal Industrial Estate, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013, Maharashtra Tel: 6660 7965
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 Tel.: 040 6716 1562

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Trading of Fabrics	5208	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Not Applicable					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1758690	538050	2296740	67.75	1768590	528150	2296740	67.75	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	10445	0	10445	0.31	10445	0	10445	0.31	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	1769135	538050	2307185	68.06	1779035	528150	2307185	68.06	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1769135	538050	2307185	68.06	1779035	528150	2307185	68.06	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	12	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	12	0	12	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									0.00
i) Indian	419890	300	420190	12.39	380163	300	380463	11.22	-1.17
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals				0.00				0.00	
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	536785	16402	553187	16.32	574168	15152	589320	17.38	1.07
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	101952	0	101952	3.01	106436	0	106436	3.14	0.13
c) Others (specify)									
Fractional Shares	0	1458	1458	0.04	0	1458	1458	0.04	
Non Resident Indians	5478	0	5478	0.16	5123	0	5123	0.15	-0.01
Clearing Members	550	0	550	0.02	3	0	3	0.00	-0.02
Sub-total (B)(2):-	1064655	18160	1082815	31.94	1065893	16910	1082803	31.94	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1064655	18160	1082815	31.94	1065905	16910	1082815	31.94	0.00
C. Shares held by									
Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2833790	556210	3390000	100.00	2844940	545060	3390000	100.00	0.00

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% 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	
1	VENUGOPAL BANG	676650	19.96	0.00	676650	19.96	0.00	0.00
2	BRIJGOPAL BANG	380250	11.22	0.00	380250	11.22	0.00	0.00
3	KRISHNA KUMAR BANG	325425	9.60	0.00	325425	9.60	0.00	0.00
4	RAMANUJ DAS BANG	193650	5.71	0.00	193650	5.71	0.00	0.00
5	RANGNATH BANG	163650	4.83	0.00	163650	4.83	0.00	0.00
6	NARAYAN DAS BANG	161775	4.77	0.00	161775	4.77	0.00	0.00
7	VARADRAJ BANG	84900	2.50	0.00	84900	2.50	0.00	0.00
8	SARASVATHI DEVI BANG	76875	2.27	0.00	76875	2.27	0.00	0.00
9	VASUDEV BANG	75000	2.21	0.00	75000	2.21	0.00	0.00
10	LAXMINIWAS BANG	13650	0.40	0.00	13650	0.40	0.00	0.00
11	SAMPAT KUMAR BANG	13650	0.40	0.00	13650	0.40	0.00	0.00
12	BALARAM BANG	13650	0.40	0.00	13650	0.40	0.00	0.00
13	RAJGOPAL BANG	11775	0.35	0.00	11775	0.35	0.00	0.00
14	GIRDHAR GOPAL BANG	11775	0.35	0.00	11775	0.35	0.00	0.00
15	BODYWAVE FASHIONS (INDIA) PRIVATE LIMITED	10445	0.31	0.00	10445	0.31	0.00	0.00
16	SRIDHAR BANG	10275	0.30	0.00	10275	0.30	0.00	0.00
17	KAMAL NAYAN BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
18	ARVIND KUMAR BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
19	PURUSHOTHAM BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
20	SHARAD KUMAR BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
21	MADHU SUDAN BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
22	RAGHAVENDRA BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
23	NANDGOPAL BANG	9900	0.29	0.00	9900	0.29	0.00	0.00
24	TARADEVI BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
25	SHOBHA BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
26	KANTADEVI BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
27	PARWATI DEVI BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
28	REKHA BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
29	RADHA DEVI BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
30	PUSHPADEVI R. BANG	1875	0.06	0.00	1875	0.06	0.00	0.00
31	HARSHVARDHAN BANG	990	0.03	0.00	990	0.03	0.00	0.00
32	PUSHPADEVI BANG	375	0.01	0.00	375	0.01	0.00	0.00
	TOTAL	2307185	68.06	0.00	2307185	68.06	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	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
At the beginning of the year	No Change during the year			
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):	No Change during the year			
At the End of the year	No Change during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year (01/04/14 to 31/03/15)	
		No. of Shares at the beginning (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No. of Shares	% of total shares of the company
1	MADHUSUDHAN NARAYANLAL SARDA	34534	1.02	01-04-14	0	Nil movement during the year		
		34534	1.02	31-03-15	0		34534	1.02
2	JAINAM SHARE CONSULTANTS PVT. LTD	15901	0.47	01-04-14				
				04-04-14	300	Purchase	16201	0.48
				04-11-14	95	Purchase	16296	0.48
				18-04-14	50	Purchase	16346	0.48
				25-04-14	75	Purchase	16421	0.48
				02-05-14	-125	Sale	16296	0.48
				09-05-14	5	Purchase	16301	0.48
				16-05-14	-1204	Sale	15097	0.45
				23-05-14	-243	Sale	14854	0.44
				30-05-14	1205	Purchase	16059	0.47
				06-06-14	-2400	Sale	13659	0.4
				13-06-14	-150	Sale	13509	0.4
				20-06-14	-1764	Sale	11745	0.35
				30-06-14	776	Purchase	12521	0.37
				04-07-14	960	Purchase	13481	0.4
				11-07-14	673	Purchase	14154	0.42
				18-07-14	140	Purchase	14294	0.42
				25-07-14	-963	Sale	13331	0.39
				01-08-14	-186	Sale	13145	0.39
				05-09-14	800	Purchase	13945	0.41
				12-09-14	-450	Sale	13495	0.4
				30-09-14	-307	Sale	13188	0.39
				17-10-14	-100	Sale	13088	0.39
				31-10-14	100	Purchase	13188	0.39
				07-11-14	315	Purchase	13503	0.4
				14-11-14	86	Purchase	13589	0.4
				21-11-14	-501	Sale	13088	0.39
				19-12-14	-183	Sale	12905	0.38
				09-01-15	50	Purchase	12955	0.38
		12955	0.38	31-03-15			12955	0.38
3	JAY INVESTRADE PVT LTD	14992	0.44	01-04-14		Nil movement during the year		
		14992	0.44	31-03-15			14992	0.44

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year (01/04/14 to 31/03/15)	
		No. of Shares at the beginning (01/04/14)/end of the year (31/03/15)	% of total shares of the company				No. of Shares	% of total shares of the company
4	OYSTER FINCAP PRIVATE LIMITED	79571	2.35	01-04-14		Nil movement during the year		
		79571	2.35	31-03-15			79571	2.35
5	M B FINMART PRIVATE LIMITED	15000	0.44	01-04-14		Nil movement during the year		
		15000	0.44	31-03-15			15000	0.44
6	SURENDRA S BANG	16666	0.49	01-04-14		Nil movement during the year		
		16666	0.49	31-03-15			16666	0.49
7	BENNETT, COLEMAN AND COMPANY LIMITED	55430	1.64	01-04-14		Sale		
		0	0.00	22-08-14	55430		0	0.00
8	PRAYAS SECURITIES PVT. LTD.			31-03-15			0	0.00
		17282	0.51	01-04-14				
				15-08-14	-1800	Sale	15482	0.46
				22-08-14	2	Purchase	15484	0.46
				10-10-14	-15484	Sale	0	0.00
9	SARDA MADHUSUDAN	0	0.00	31-03-15			0	0.00
		16902	0.5	01-04-14				
				10-10-14	15484	Purchase	32386	0.96
10	RELIGARE FINVEST LTD	32386	0.96	31-03-15			32386	0.96
		97623	2.88	01-04-14				
		97623	2.88	31-03-15			97623	2.88

v.) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	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
1	Mr. Brijgopal Bang, Managing Director				
	At the beginning of the year	380250	11.22	380250	11.22
	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):	-		-	--
	At the End of the year	380250	11.22	380250	11.22
2	Mr. Raghvendra Bang, Director				
	At the beginning of the year	9900	0.29	9900	0.29
	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):	-		-	--
	At the End of the year	9900	0.29	9900	0.29
3	Mr. Purshottam Bang, Director				
	At the beginning of the year	9900	0.29	9900	0.29
	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):	-	-	-	-
	At the End of the year	9900	0.29	9900	0.29
4	Mr. Vijay Dattatraya Ajaonkar, Independent Director				
	At the beginning of the year	149	0.00	149	0.00
	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):	-	-	-	-
	At the End of the year	149	0.00	149	0.00
5	Mr. Subrata Kumar Dey, Independent Director				
	At the beginning of the year	-	-	-	-
	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):	-	-	-	-
	At the End of the year	-	-	-	-
6	Mrs. Swati Sahukara, Additional Independent Director				
	At the beginning of the year	-	-	-	-
	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):	-	-	-	-
	At the End of the year	-	-	-	-
7	Mr. Mithilesh Kumar Sinha, Independent Director				
	At the beginning of the year	-	-	-	-
	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):	-	-	-	-
	At the End of the year	-	-	-	-

v.) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	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
8	Mrs. Rashi Bang, Company Secretary				
	At the beginning of the year	-	-	-	-
	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):	-	-	-	-
	At the End of the year	-	-	-	-
9	Mr. Madhusudan Indoria, Chief Financial officer				
	At the beginning of the year	-	-	-	-
	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):	-	-	-	-
	At the End of the year	-	-	-	-

V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager
		Mr. Brijgopal Bang, MD
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	*1,560,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- As % of profit	
	- Others specify	-
5	Others, please specify	-
	Total (A)	*1,560,000
	Ceiling as per the Act (as per Schedule V)	8,400,000

* The remuneration was approved by the members in the Annual General Meeting held on September 29, 2014

B. Remuneration to other directors:

(Amount in ₹)

SI. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Vijay D Ajaonkar	Mr. Subrata Kumar Dey	Mr. Mithilesh Kumar Sinha	Mrs. Swati Sahukara	
1.	Independent Directors					
	• Fee for attending board / committee meetings	25,000	20,000	10,000	5,000	60,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	25,000	20,000	10,000	5,000	60,000
2.	Other Non-executive Directors	Mr. Raghvendra Bang	Mr. Purshottam Bang			
	• Fee for attending board / committee meetings	-	-		-	-
	• Commission	-	-		-	-
	• Others, please specify	-	-		-	-
	Total (2)	-	-		-	-
	Total (B)=(1+2)	25,000	20,000	10,000	5,000	60,000
	Total Managerial Remuneration	25,000	20,000	10,000	5,000	60,000

C. Remuneration To Key Managerial Personnel Other Than Md/manager/wtd

(Amount in ₹)

SI. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Chief Financial officer Mr. Madhusudan Indoria	Company Secretary Mrs. Rashi Bang	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	*477,684	158,804	636,488
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit			
	- Others specify			
5	Others, please specify			
	Total	*477,684	158,804	636,488

*Employed for the part of financial year

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)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

Annexure B
**Form MR-3
SECRETARIAL AUDIT REPORT**
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Thomas Scott (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Thomas Scott (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Thomas Scott (India) Limited for the financial year ended on 31st March, 2015 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company

Secretaries of India. **(Not notified as not applicable to the company during the Audit Period)**

- ii. The Listing Agreements entered into by the Company with BSE limited and National Stock Exchange India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period

1. The company has passed the resolution under section 180 (1) (c) of the Companies Act, 2013 to approve the borrowing powers of the Board. And
2. the resolution under section 180 (1) (a) of the Companies Act, 2013 for Approval of creation of mortgage/ charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

**For KOTHARI H. & ASSOCIATES
Company Secretaries**

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Date: August 14, 2015
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE- A TO THE SECRETARIAL AUDIT REPORT

**To,
The Members
Thomas Scott (India) Limited**

Our report of even date is to be read along with this letter.

3. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
6. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
8. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For KOTHARI H. & ASSOCIATES
Company Secretaries**

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Annexure D

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets and in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013.

OBJECTIVE AND PURPOSE OF THE POLICY:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Effective date:

The following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 13th August, 2014. This policy shall be operational with immediate effect.

Constitution of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Directors:

Sr. No.	Name	Designation
1	Subrata Kumar Dey	Chairman
2	Vijay Dattatraya Ajgaonkar	Member
3	Swati Sahukara	Member

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions:

- **"Board"** means Board of Directors of the Company.
- **"Directors"** means Directors of the Company.
- **"Committee"** means Nomination and Remuneration Committee of the Company as constituted by the Board.
- **"Company"** means Thomas Scott (India) Limited.
- **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.

Key Managerial Personnel (KMP) means-

- (i) Executive Chairman and / or Managing Director/ or Manager;
- (ii) Company Secretary
- (iii) Whole-time Director;
- (iv) Chief Financial Officer; and
- (v) Such other officer as may be prescribed under the applicable statutory provisions/regulations.

"senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Applicability:

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General:

This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

1. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible

for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General:**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure

may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. Fixed pay:

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director:**

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Thomas Scott (India) Limited

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying standalone financial statements of Thomas Scott (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

2. 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 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 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.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken in account the provision of the Act, the accounting and auditing standards and matters which required to be included in the audit report under the provisions of the Act and Rules made there under.
5. 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 of material misstatement.
6. An audit involves performing procedures to obtain audit evidence, about the amounts and 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 auditors consider internal financial control relevant to the Company's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expression an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.

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

OPINION

8. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and its profit/loss and its cash flow for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

9. 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, 2013, we give in Annexure a statement on matters specified in paragraphs 3 and 4 of the said order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - (d) In our opinion, the aforesaid 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 written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors are 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 in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanation given to us:
 - i. The Company does not have pending litigations as at March 31, 2015.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the investor Education and Protection Fund.

For Rajendra K Gupta & Associates
Chartered Accountants
Firm Registration No.: 108373W

Rajendra Kumar Gupta
Partner
Membership No. 9939

Place: Mumbai
Date: 30th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Thomas Scott (India) Limited

(Referred to in paragraph 9 of our report of the even date)

(i) In respect of fixed assets:

- (a) The Company has maintained records for fixed assets, but it is not showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, the fixed assets of the Company have not been physically verified by the management at reasonable intervals:

(ii) In respect of inventories:

- (a) As explained to us, the inventories have been physically verified by the management during the year.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business;
- (c) The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

(iii) In respect of loans granted to related parties:

The company has not granted any loans to the parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the receipt of principal and interest are regular and, whether reasonable steps of recovery of over dues of such loans are taken does not arise.

(iv) In respect of adequate internal control system:

In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of Inventory and Fixed assets and sale of goods. During the course of our audit, we have not observed any continuing failure to correct measure weaknesses in such internal controls.

(v) In respect of fixed deposits:

Based on our scrutiny of the Company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any loans or deposits which are 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit's) Rules, 2014.

(vi) In respect of cost records:

We have been informed by the management, no cost records have been prescribed under Section 148(1) of the Companies Act, 2013 in respect of products manufactured by the Company.

(vii) In respect of statutory dues:

- (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, VAT, Cess, and any other statutory dues with appropriate authorities have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us, there are no dues of income tax, provident fund, service tax and other material statutory dues which have not been deposited with appropriate authorities on account of any disputes.
- (c) According to the information and explanation given to us, there is no amount required to be transfer to investor's education and protection fund in accordance with the provisions of the Companies Act, 2013 and Rules there under.

(viii) In respect of accumulated losses:

The Company has accumulated losses at the end of the financial year and has incurred cash loss during the financial covered by our audit and also in immediately preceding financial year. However accumulated losses at the end of financial year are more than fifty percent of its net worth.

(ix) In respect of repayment of dues:

According to records of the Company, the company has not borrowed any loan from financial institutions or banks or issued debentures till 31st March 2015. Hence, in our opinion, the question of reporting on defaults in repayment of dues to financial institution or banks or debentures does not arise.

(x) In respect of guarantee for loan given:

According to the records of the Company and the information and explanation provided by the management, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) In respect of term loan:

According to the records of the Company, the Company has not obtained any term loans. Hence, comments under the clause are not called for.

(xii) In respect of frauds:

Based on our audit procedures performed and according to the information and explanation given to us by the management no fraud on or by the Company has been noticed or reported during the course of our audit.

For Rajendra K Gupta & Associates
Chartered Accountants
Firm Registration No.: 108373W

Rajendra Kumar Gupta
Partner
Membership No. 9939

Place: Mumbai
Date: 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(In ₹)

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share capital	2	33,900,000	33,900,000
Reserves and surplus	3	52,861,456	86,714,437
		86,761,456	120,614,437
Non Current Liabilities			
Other Long term liabilities	4	529,254	24,566
		529,254	24,566
Current Liabilities			
Trade payables	5	50,958,883	89,473,563
Other current liabilities	6	1,383,711	459,160
Short-term provisions	7	143,490	493,099
		52,486,084	90,425,822
	Total	139,776,794	211,064,825
ASSETS			
Non-current assets			
Fixed assets	8		
Tangible assets		1,017,458	1,899,443
Intangible assets		101,848	105,910
Long term loans and advances	9	208,177	208,118
		1,327,483	2,213,471
Current assets			
Inventories	10	69,331,927	68,007,336
Trade receivables	11	37,907,988	101,167,328
Cash and cash equivalents	12	1,279,659	11,072,565
Short-term loans and advances	13	29,929,736	27,151,240
Other current assets	14	-	1,452,885
		138,449,310	208,851,354
	Total	139,776,794	211,064,825

Significant Accounting Policies 1
The accompanying notes are an integral part of the financial statements
As per our report of even date attached

For Rajendra K. Gupta & Associates
Chartered Accountants
Firm Registration No:108373W

For and on behalf of Board of Directors
Thomas Scott (India) Limited

Sd/-
Rajendra Kumar Gupta
Partner
Membership No. 9939

Sd/-
Brijgopal Bang
Managing Director
(DIN: 00112203)

Sd/-
Raghvendra Bang
Director
(DIN: 00356811)

Sd/-
Rashi Bang
Company Secretary

Place : Mumbai
Date : 30th May 2015

Place : Mumbai
Date : 30th May 2015

Sd/-
Madhusudan Indoria
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(In ₹)

Particulars	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
INCOME			
Revenue from operations	15	178,247,341	500,809,750
Other Income	16	998,128	57,900
Total Revenue		179,245,469	500,867,650
EXPENSES			
Cost of materials consumed	17	7,406,066	1,985,144
Purchase of stock in trade	18	162,861,697	429,233,960
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(8,730,657)	29,018,794
Employee benefit expenses	20	10,238,954	11,524,714
Finance cost	21	57,308	262,971
Depreciation and amortization expense	8	920,547	813,026
Other expenses	22	40,344,537	47,221,905
Total Expenses		213,098,451	520,060,513
Profit / (Loss) before exceptional and extraordinary items and tax		(33,852,981)	(19,192,863)
Exceptional Item		-	-
Profit / (Loss) before tax		(33,852,981)	(19,192,863)
Profit/(Loss) for the period		(33,852,981)	(19,192,863)
Earning per equity share: (Refer Note 26)			
(1) Basic		(9.99)	(5.66)
(2) Diluted		(9.99)	(5.66)

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Rajendra K. Gupta & Associates

Chartered Accountants

Firm Registration No:108373W

**Sd/-
Rajendra Kumar Gupta**

Partner

Membership No. 9939

Place : Mumbai

Date : 30th May 2015

For and on behalf of Board of Directors

Thomas Scott (India) Limited

**Sd/-
Brijgopal Bang**

Managing Director

(DIN: 00112203)

Place : Mumbai

Date : 30th May 2015

**Sd/-
Raghvendra Bang**

Director

(DIN: 00356811)

**Sd/-
Rashi Bang**
Company Secretary

**Sd/-
Madhusudan Indoria**
Chief Financial Officer

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

(In ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
A. Cash flow from Operating Activities		
Net Profit / (Loss) before taxation	(33,852,981)	(19,192,863)
Adjustments for non cash expenses and incomes		
Depreciation and amortisation expenses	920,547	813,026
Fixed Assets Written off	-	1,378,830
Interest income	(77,489)	(57,900)
Interest expense	440	940
Operating profit before Working Capital changes	(33,009,483)	(17,057,967)
Decrease / (Increase) in trade receivables	63,259,340	(11,277,194)
Decrease / (Increase) in inventories	(1,324,591)	31,003,938
Decrease/(Increase) long term loans and advances	(59)	277,235
Decrease/(Increase) short term loans and advances	(2,778,496)	(509,449)
Decrease/(Increase) other current assets	1,452,885	(572,937)
Increase / (Decrease) in short term provisions	(349,609)	114,011
Increase / (Decrease) in other current liabilities	924,551	207,714
Increase/(Decrease) in other long term liabilities	504,688	-
Increase / (Decrease) in trade payables	(38,514,681)	7,107,568
Cash generated from operations	(9,835,455)	9,292,919
Net Cash from Operating Activities	(9,835,455)	9,292,919
B. Cash flows from Investing activities		
Purchase of Fixed Assets	(34,500)	(666,252)
Interest Received	77,489	57,900
Net Cash from Investing Activities	42,989	(608,352)
C. Cash flows from Financing Activities		
Interest expense	(440)	(940)
Net cash from Financing Activities	(440)	(940)
Net increase in cash and cash equivalents (A + B + C)	(9,792,906)	8,683,627
Cash and cash equivalents at the beginning of the year	11,072,565	2,388,938
Cash and cash equivalents at the end of the year	1,279,659	11,072,565

As per our report of even date attached

For Rajendra K. Gupta & Associates
Chartered Accountants
Firm Registration No:108373W

Sd/-
Rajendra Kumar Gupta
Partner
Membership No. 9939

Place : Mumbai
Date : 30th May 2015

For and on behalf of Board of Directors
Thomas Scott (India) Limited

Sd/-
Brijgopal Bang
Managing Director
(DIN: 00112203)

Place : Mumbai
Date : 30th May 2015

Sd/-
Raghvendra Bang
Director
(DIN: 00356811)

Sd/-
Rashi Bang
Company Secretary

Sd/-
Madhusudan Indoria
Chief Financial Officer

Note 1**SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of preparation of Financial Statements**

The financial statements have been prepared in conformity with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of Companies Act, 2013 as applicable). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company are consistent with those used in previous year.

2. Use of Estimate

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

3. Fixed Assets

Fixed assets are stated at cost (or re-valued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Financing costs relating to construction of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use. Financing costs not relating to construction of fixed assets are charged to the income statement.

Depreciation

Depreciation on the fixed assets has been provided for on written down value method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013.

Impairment

- i. The carrying amounts of assets are reviewed at each balance sheet date if there are impairment indicators. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the WACC.
- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- iii. A previously recognised impairment loss is increased or decreased based on reassessment of recoverable amount, which is carried out if the change is significant. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

4. Intangible Assets

Intangible assets include miscellaneous expenditures that are capitalized if specific criteria are met and are amortised over their useful life, generally not exceeding 5 years. The recoverable amount of an intangible asset that is not available for use or is being amortized over a period exceeding 5 years should be reviewed at least at each financial year end even if there is no indication that the asset is impaired.

5. Leases

Where the Company is the lessee

Finance leases, where substantially all the risks and benefits incidental to ownership of the leased item, are transferred to the company, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged to income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease item, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Profit and Loss Account on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Profit and Loss Account. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the P&L Account.

6. Inventories

Inventories are valued at lower of cost or net realisable value. Raw material and manufactured finished goods are valued at cost. Cost is determined on using average cost method.

7. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(i) Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

(ii) Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(iii) Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognised even if same are declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the requirement of revised schedule III of the Companies Act, 2013.

8. Foreign Exchange Transaction

(a) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.

(b) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year end exchange rate.

(c) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

9. Employee benefits

i Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the statutory authority are due.

ii. Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

10. Current Tax and Deferred Tax

(i) Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

(ii) Deferred tax resulting from timing difference between the book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date.

11. Earning per share

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year except where the results would be anti-dilutive

12. Cash Flow Statement

Cash flow statement is reported using the indirect method as specified in the Accounting standard AS-3, 'Cash Flow Statement' issued by The Institute of Chartered Accountants of India.

13. Provision, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(In ₹)

Particulars	As at 31st March 2015	As at 31st March 2014		
Note 2 : Share Capital				
Authorised				
40,00,000 Equity Shares of ₹ 10/- each (Previous year 40,00,000 equity shares of ₹ 10/- each))	40,000,000	40,000,000		
10,00,000 Redemable Preference Shares of ₹ 10/- each (Previous year 10,00,000 preference shares of ₹ 10/- each)	10,000,000	10,000,000		
	50,000,000	50,000,000		
Issued, Subscribed & Paid up				
33,90,000 Equity Shares of ₹ 10/- each are allotted as fully paid up pursuant to scheme of demerger vide High Court dated 22.07.2011 (Previous year 33,90,000 equity shares of ₹ 10/- each fully paid up)	33,900,000	33,900,000		
Total	33,900,000	33,900,000		
a) Terms/rights attached to Equity Shares				
The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.				
b) Terms/rights attached to Preference Shares				
The company has only one class of preference shares having a par value of ₹ 10 per share.				
c) Reconciliation of Issued Share Capital				
	No. of shares	Amount	No. of shares	Amount
Equity shares outstanding at beginning of year	33,90,000	33,900,000	33,90,000	33,900,000
Equity shares outstanding at end of year	33,90,000	33,900,000	33,90,000	33,900,000
d) Shareholders holding more than 5% of shares in the company				
Mr. Venugopal Bang	6,76,650	19.96%	6,76,650	19.96%
Mr. Brijgopal Bang	3,80,250	11.22%	3,80,250	11.22%
Mr. Krishnakumar Bang	3,25,425	9.60%	3,25,425	9.60%
Mr. Ramanujdas Bang	1,93,650	5.71%	1,93,650	5.71%
e) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years, immediately preceding the reporting date:				
	Year (Aggregate number of shares)			
	2014-15		2013-14	
Equity Shares				
Issued to the share holders of Bang Overseas Ltd pursuant to scheme of demerger approved by Hon. Bombay High Court.	33,90,000		33,90,000	
Note 3 : Reserves & Surplus				
(a) General Reserve				
Balance at the beginning of the year	223,422,209	223,422,209		
Balance at the end of the year	223,422,209	223,422,209		
(c) Surplus/(Deficit) in Profit Loss Statement				
Balance at the beginning of the year	(136,707,772)	(117,514,909)		
Add: Current year transfer	(33,852,981)	(19,192,863)		
Balance at the end of the year	(170,560,753)	(136,707,772)		
Total	52,861,456	86,714,437		
Note 4: Other long term liabilities				
Secured, considered good				
Security deposits received from franchisee	24,566	24,566		
Provision for Gratuity	504,688	-		
	529,254	24,566		

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 8 - Fixed Assets

(In ₹)

Particulars	Gross Block			Depreciation			Net Block		
	as at 01/04/2014	Addition	Deduction	as on 31/03/2015	up to 01/04/2014	for the Year	Depreciation Adjustment	up to 31/03/2015	as on 31/03/2014
(a) Tangible Assets (Owned):									
Plant & Machinery	98,988	-	-	98,988	32,102	12,120	-	44,222	54,766
Office Equipments	911,324	-	-	911,324	360,092	366,973	-	727,065	184,259
Leasehold Improvements	1,279,453	-	-	1,279,453	277,599	299,938	-	577,537	701,916
Computer System	1,555,813	34,500	1,330,527	259,786	1,276,343	237,454	1,330,527	183,270	76,516
Total of (a)	3,845,578	34,500	1,330,527	2,549,551	1,946,136	916,485	1,330,527	1,532,094	1,899,443
(b) Intangible Assets (Owned):									
Computer software	1,883,714	-	-	1,883,714	1,777,804	4,062	-	1,781,866	101,848
Total of (b)	1,883,714	-	-	1,883,714	1,777,804	4,062	-	1,781,866	101,848
Total of (a+b)	5,729,292	34,500	1,330,527	4,433,265	3,723,940	920,547	1,330,527	3,313,960	2,005,353
Previous Year	7,919,238	666,252	2,856,198	5,729,292	4,388,282	813,026	1,477,368	3,723,940	2,005,353
									-

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(In ₹)	
	As at 31st March 2015	As at 31st March 2014
Note 5 : Trade Payables		
For goods and services	3,623,265	5,041,974
Payable to related parties	47,335,617	84,431,589
	50,958,882	89,473,563
Note 6 : Other Current Liabilities		
Statutory liabilities	197,730	259,161
Advance received from customers	1,185,981	199,999
	1,383,711	459,160
Note 7 : Short Term Provisions		
Provision for employee benefits	98,433	129,230
Provision for Gratuity	45,057	363,869
	143,490	493,099
Note 9 : Long term Loans and advances		
Unsecured, considered good unless otherwise stated		
Income Tax (Tax deducted at source)	477	418
Security deposits	207,700	207,700
	208,177	208,118
Note 10 : Inventories (As taken, Valued & Certified by the Management)		
Raw Materials & Consumables	-	7,406,066
Finished Good	69,331,927	60,601,270
	69,331,927	68,007,336
Note 11 : Trade Receivables		
Overdue for period exceeding six months		
Unsecured, considered good		
Debts outstanding for a period exceeding six months	3,099,829	13,973,015
Doubtful	1,319,758	-
	4,419,587	13,973,015
Less : Provision for bad & doubtful receivables	(1,319,758)	-
	3,099,829	13,973,015
Unsecured, considered good		
Other Debts	34,808,159	87,194,313
	37,907,988	101,167,328
Note 12 : Cash and Cash equivalents		
Balances with Banks in		
- Current Accounts	1,109,106	10,962,671
- Cash In Hand	170,553	109,894
	1,279,659	11,072,565
Note 13 : Short term Loans and advances		
Unsecured, considered good unless otherwise stated		
Advances to employees	252,422	299,356
Advances paid to suppliers	29,060,520	26,367,269
Prepaid Expenses	74,444	111,530
Balance with statutory/government authorities	542,350	373,085
	29,929,736	27,151,240
Note 14 : Other Current Assets		
DFRC/DFIA License Premium	-	1,452,885
	-	1,452,885

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(In ₹)

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Note 15 : Revenue from Operations		
Sale of products		
- Trade Goods	178,247,341	493,260,845
- Manufactured Goods	-	7,548,905
	178,247,341	500,809,750
Note 16 : Other Income		
Interest income	77,489	57,900
Sundry Balance written back	920,639	-
	998,128	57,900
Note 17 : Cost of materials consumed (incl. cost of goods sold)		
Opening stock of Raw Materials	7,406,066	9,391,210
Add: Purchases	-	-
Less: Closing Stock	-	7,406,066
	7,406,066	1,985,144
Note 18 : Trade Purchases		
Purchase of stock in trade	162,861,697	429,233,960
	162,861,697	429,233,960
Note 19 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Opening Stock	60,601,270	89,620,064
Less: Closing Stock	69,331,927	60,601,270
	(8,730,657)	29,018,794
Note 20 : Employee benefit expense		
Salaries, Wages, and Bonus	9,036,498	10,375,364
Contribution to Provident Fund and other funds	344,513	251,516
Gratuity Expenses	231,568	142,045
Workmen and staff welfare expenses	626,375	755,789
	10,238,954	11,524,714
Note 21 : Finance Cost		
Interest on others	440	940
Bank Charges	56,868	262,031
	57,308	262,971

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST March, 2015

(In ₹)

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Note 22 : Other Expenses		
Power & Fuel	275,436	390,935
Freight and forwarding charges	741,882	1,810,438
Rent	1,150,092	1,414,211
Rates & Taxes	45,456	31,521
Insurance Charges	94,126	106,822
Repairs & Maintenance:		
- Other	298,275	425,424
Advertisement & Sales Promotion Expenses	69,643	176,679
Discount on sales	7,211,668	7,999,227
Director's Remuneration	1,560,000	720,000
Brokerage & Sales Promotion expenses	3,166,526	3,789,387
Director's Sitting fees	70,000	70,000
Travelling & Conveyance expenses	1,586,348	1,998,874
Communication Cost	368,637	292,937
Printing & Stationary	201,629	306,751
Legal, Professional and Consultancy fees	933,865	455,259
Auditor's remuneration:		
- Audit fee	35,000	35,000
- Tax Audit fee	10,000	10,000
- Certification fee	30,545	20,000
Labour Charges	62,093	379,842
Courier & Postage	296,347	300,848
Vehicle expenses	9,455	2,000
Packing Material expenses	9,546,132	6,481,989
Security & service charges	183,714	307,857
Sundry balance written off	5,136	274,785
Foreign Exchange Loss	46,972	11,319,217
Fixed assets written off	-	1,378,830
Bad Debts	10,836,695	6,359,564
Provision for Bad & Doubtful Debts	1,319,758	-
Other expenses	75,895	170,778
Prior Period expenses	113,213	192,731
	40,344,537	47,221,905

NOTES ON ACCOUNTS

23. Contingent Liabilities

(In ₹)

Particulars	31.03.2015	31.03.2014
Sales Tax Declaration Forms	2,06,268	14,79,539
Total	2,06,268	14,79,539

24. Taxes on Income

In view of the losses for the current year, no income tax provision is recorded in accounts. However, deferred tax asset on account of current year loss has not been made as the management is of the opinion that there is no virtual certainty for the reversal of the same.

The details of deferred tax asset/liability are as below:

(In ₹)

Particulars	31.03.2015	31.03.2014
Deferred Tax Liabilities		
On account of deduction u/s. 35DD	72,724	58,605
Total	72,724	58,605
Deferred Tax Assets		
Expenditures disallowed u/s 43B	71,555	43,892
On account of difference in Tax and Book Depreciation	70,14,670	76,03,704
Deferred Tax Asset (Net)	70,13,500	75,88,991

25. In the opinion of the Board, sundry debtors, loans and advances and other current assets and unsecured loans are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities is adequate and not in excess of the amount reasonably necessary. Some balances are subject to confirmation and reconciliation.

26. Earning Per Share (EPS)

(In ₹)

Particulars	31.03.2015	31.03.2014
Net Profit / (Loss) including exceptional item	(3,38,52,981)	(1,91,92,863)
Exceptional item	-	-
Net Profit / (Loss) excluding exceptional item	(3,38,52,981)	(1,91,92,863)
Nominal Value per share	10	10
Weighted Average no. of shares outstanding at the end of the year	33,90,000	33,90,000
E.P.S. Excluding exceptional item	(9.99)	(5.66)
E.P.S. Including exceptional item	(9.99)	(5.66)

27. Operating Lease Arrangements:

As lessee:

Rental expenses of ₹ 11,50,092 (P.Y. ₹14,14,211) in respect of obligation under operating leases have been recognized in the profit and loss account. At balance sheet date, minimum lease payments under non-cancelable operating leases fall due as follows:

Particulars	(In ₹)	
	31.03.2015	31.03.2014
Due not later than one year	11,50,092	11,14,092
Due later than one year but not later than five years	40,49,658	36,61,271
Later than five years	NIL	3,88,381

28. Employee benefit plan:

The Company has recognized ₹ 2,31,568/- (PY ₹1,42,045/-) in the profit & Loss Account during the year ended 31 March 2015 under defined contribution plan.

(a) Expenses recognized in Profit & Loss Account for the year ended 31 March 2015:

Particulars	(In ₹)	
	31.03.2015	31.03.2014
Current service cost	1,58,945	1,56,007
Interest cost	33,330	20,319
Expected return on Assets	-	-
Actuarial (gains)/ losses	39,293	(34,281)
Past service cost	-	-
Net expenses	2,31,568	1,42,045

(b) Net Asset / (Liability) recognized in the Balance Sheet as at 31 March 2015:

Particulars	(In ₹)	
	31.03.2015	31.03.2014
Defined benefit obligation	5,49,744	3,63,869
Fair value of plan assets	-	-
Fund status [Surplus/(Deficit)]	-	-
Net Assets / (Liability)	(5,49,744)	(3,63,869)

(c) Changes in present value of defined benefit obligation are as following:

Particulars	(In ₹)	
	31.03.2015	31.03.2014
Opening defined benefit obligation	3,63,869	2,21,824
Current service cost	1,58,945	1,56,007
Interest cost	33,330	20,319
Benefit paid	(45,693)	-
Actuarial (gains)/ Losses	39,293	(34,281)
Closing defined benefit obligation	5,49,744	3,63,869

(d) Changes in fair value of plan assets are as follows:

(In ₹)

Particulars	31.03.2015	31.03.2014
Fair Value of Plan Assets at the beginning of the period.	-	-
Expected Return on Plan Assets	-	-
Actuarial gains / (Losses)	-	-
Actual Company Contributions less Risk Premium	-	-
Benefit Payments	-	-
Fair Value of the assets	-	-

(e) The principal actuarial assumptions used in determining gratuity liability is as follows:

Assumption	31.03.2015	31.03.2014
Discount rate	7.80%	9.16%
Expected return on assets	0.00%	0.00%
Salary Increase	8.00%	8.00%
Withdrawal rates	5.00%	5.00%
Mortality rate (% of IALM 06-08)	100%	100%

29. Segment Reporting:

The Company operates in only one reportable segment that is trading of fabrics and readymade garments. Therefore no separate disclosure of segment wise information is required.

30. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence discloses, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

31. Prior Period expenses includes:

(In ₹)

Particulars	31.03.2015	31.03.2014
ESIC liability of earlier year	-	83,909
Sales tax liability of earlier year	1,13,213	1,08,822
Total	1,13,213	1,92,731

32. Derivative Instruments

There are no outstanding forward contracts entered into the Company as on 31 March 2015.

The Foreign currency exposures that have not been hedged by any derivatives instrument or otherwise as on 31 March 2015 are as follows:

(In ₹)

Particulars	31.03.2015	31.03.2014
Assets (Receivable)	-	-
Liabilities (Payable)	-	2,70,64,504

33. Additional information pursuant to the provisions of Part II of the Schedule III of the Companies Act, 2013.

- i) Value of imported and indigenous Raw Material consumed during the year is NIL
- ii) C.I.F Value of imports, Expenditure and Earning in Foreign exchange

(In ₹)

Particulars	31.03.2015	31.03.2014
C I F Value of Imports (Fabric)	1,25,64,023	12,80,72,857
Foreign Travelling Expenses	NIL	NIL
FOB Value of Exports (Fabric)	NIL	NIL

34. Previous year figure has been regrouped, rearranged and restated whenever necessary

35. Information on Related Party Disclosure

- | | |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| A. Key Managerial Persons (KMP) | Brijgopal Bang (Managing Director)
Raghavendra Bang (Director) |
| B. Relatives of Key Managerial Persons | Balaram Bang
Harshvardhan Bang |
| C. Enterprises owned or significantly influenced by key management personnel or their relatives | Bang Overseas Limited
Vedanta Creations Limited
Venugopal Bang (HUF) |

Disclosure of transaction between the Company and related Parties and status of outstanding balances as on 31st March, 2015:

Particulars	31.03.2015	31.03.2014
(In ₹)		
Key Managerial Persons		
Brijgopal Bang		
Remuneration to Director	1,560,000	720,000
Outstanding Payable as on 31st March 2015	153,827	52,378
Raghavendra Bang		
Sale of Fabrics	10,500	-
Outstanding Payable as on 31st March 2015	NIL	NIL
Relatives of Key Managerial Persons		
Balaram Bang		
Rent paid	18,000	18,000
Outstanding payable as on 31st March 2015	NIL	18,000
Harshvardhan Bang		
Sale of Fabrics	14,400	-
Outstanding Payable as on 31st March 2015	NIL	NIL
Enterprises owned or significantly influenced by key mangement perosnnel or their relatives		
Bang Overseas Limited		
Sale of finished goods / raw materials etc.	9,650,419	17,219,881
Purchase of finished goods / raw materials etc.	126,545,378	272,760,753
Sale of DFRC Licenses	-	2,717,161
Rent Paid	634,092	264,205
Outstanding payable as on 31st March 2015	47,181,790	84,343,211
Vedanta Creations Limited		
Sale of DFRC Licenses	-	3,100,167
Closing balance receivable as on 31st March 2015	NIL	NIL
Venugopal Bang (HUF)		
Rent paid	18,000	18,000
Outstanding payable as on 31st March 2015	NIL	18,000

As per our report of even date attached

For Rajendra K. Gupta & Associates
Chartered Accountants
Firm Registration No:108373W

Sd/-
Rajendra Kumar Gupta
Partner
Membership No. 9939

Place : Mumbai
Date : 30th May 2015

For and on behalf of Board of Directors
Thomas Scott (India) Limited

Sd/-
Brijgopal Bang
Managing Director
(DIN: 00112203)

Place : Mumbai
Date : 30th May 2015

Sd/-
Raghvendra Bang
Director
(DIN: 00356811)

Sd/-
Rashi Bang
Company Secretary

Sd/-
Madhusudan Indoria
Chief Financial Officer



— ** —

REGISTERED OFFICE:

50, Kewal Industrial Estate, Ground Floor,
Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400 013, India.

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