

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
42nd ANNUAL GENERAL MEETING
OF M/S. THE SCOTTISH ASSAM (INDIA) LIMITED,
(CIN: L01132WB1977PLC031175)
1, Crooked Lane,
Kolkata-700 069.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 42nd Annual General Meeting (AGM) of M/s. THE SCOTTISH ASSAM (INDIA) LIMITED on the resolutions set out in the AGM notice dated 20th May, 2019 held at Gyan Manch, 11, Pretoria Street, Kolkata 700 071 on Friday, the 30th August, 2019 at 11.30 A.M.

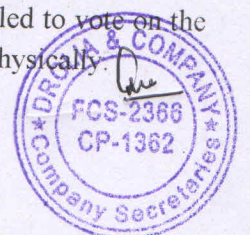
I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of M/s. THE SCOTTISH ASSAM (INDIA) LIMITED ("the Company") in their meeting held on 20th May, 2019, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through physical ballot forms at the 42nd AGM of the Company held on Friday, the 30th August, 2019 at Gyan Manch, 11, Pretoria Street, Kolkata 700 071 at 11.30 A.M. in a fair and transparent manner in respect of the following resolutions set out in the AGM notice of the Company.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and reports of Board of Directors and Auditors thereon.
2.	Ordinary Resolution	To Declare dividend for the financial year ended 31 st March, 2019.
3.	Ordinary Resolution	To appoint a Director in place of Ms. Divya Jalan (holding DIN: 00016102) who retires by rotation, and being eligible, seeks re-appointment.
4.	Special Resolution	To approve the continuation of Directorship of Mr. Golam Momen (holding DIN: 00402662) as a Non-Executive Independent Director for the remaining period of his tenure as he has attained the age of 75 years.



5.	Special Resolution	To approve the continuation of Directorship of Mr. Dharendra Kumar (holding DIN: 00153773) as a Non-Executive Director for the remaining period of his tenure as he has attained the age of 75 years
6	Special Resolution	To approve the continuation of Directorship of Ms Shashi Kumar (holding DIN: 00199961) as a Non-Executive Director for the remaining period of his tenure as she has attained the age of 75 years.
7	Ordinary Resolution	To Appoint Mr. Gaurav Gupta (holding DIN:00015692) as Non-Executive Independent Director for 5(five) consecutive years form 30 th August 2019 to 29 th August 2024.

1. I submit my report as under:
 - 1.1. The Company had completed the dispatch of notice of AGM dated 20th May, 2019 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2018-2019 through permitted mode by 06th August 2019 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 26th July, 2019 being the cut-off date fixed by the Board for dispatch of notice. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
 - 1.2. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 23rd August, 2019 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e-voting. The Company had also provided voting facility to the Shareholders present at the AGM to vote on the resolutions set out in the notice of the said AGM through physical ballot paper who were Members of the Company as on 23rd August 2019 and who did not vote by means of remote e-voting prior to the AGM.
 - 1.3. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Arthik Lipi, Kolkata" (Bengali Edition) on 07th August, 2019, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM notice and other documents both by courier/registered post to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
 - 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made there under relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the resolutions contained in the notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through physical ballot paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said resolutions set forth in the notice of the said AGM of the Company.
 - 1.5. The e-voting period was commenced on Tuesday, 27th August, 2019 from 09:00 A.M. (IST) and concluded on Thursday, 29th August, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 23rd August, 2019, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by both electronically as well as physically.



- 1.6. After the closure of the voting by physical ballot papers at the said AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- 1.7. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM in the presence of 2 (two) witnesses, Mr Utkarsh Gutgutia and Mr A Drolia ,who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.8. The report inter alia containing details such as list of equity shareholders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 20th May, 2019 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of electronic voting and scrutiny of physical ballot received from the Members in respect of physical voting.
- 1.9. The combined result of voting through electronic means, i.e. remote e-voting and voting through physical ballot papers at the said AGM of the Company is as per "Annexure - A" attached herewith.

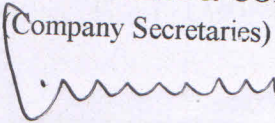
RESULTS:

There are 1069 numbers of eligible Members holding total 8, 00,000 no (s) of Shares, who are entitled to vote electronically and /or physically as on cutoff date i.e. 23rd August, 2019. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed under remote e voting and voting conducted at AGM by way of ballot papers with requisite majority and hence to be passed as on the date of Annual General Meeting. I further report that as per the AGM notice dated 20th May, 2019 and the Board resolution of the same date, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results of voting (remote e-voting and voting by means of Ballot Papers) at the registered office of the Company, by 31st August, 2019 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register received from CDSL electronically in respect of vote cast through remote e voting and physical ballot received from Members in respect of vote cast through physical ballot at Annual General Meeting. The ballot papers and all other relevant records relating to remote e voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor



F.C.S No.2366,
Certificate of Practice No.1362
Place: Kolkata
Date: 31st August, 2019

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 42nd AGM of M/S THE SCOTTISH ASSAM (INDIA) LIMITED held on Friday 30th August, 2019 AT 11.30 A.M.

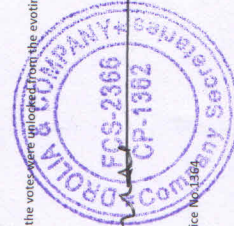
Annexure - A

Sl. No.	Resolution	Mode	No. of Ballots Received	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
				No. of Ballots received	Votes		No. of Ballots received	Votes		No. of Ballots	Votes		No. of Ballots	Votes		No. of Ballots	Votes
1	Consider and adopt the Audited financial statements for the financial year ended March 31,2019 and reports of Board of Directors and Auditor's thereon. (As an ordinary resolution)	Electronic	29	620349	29	100.00	0	0	0.00	28	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0
2	Declaration of dividend for the financial year ended 31st March, 2018. (As an ordinary resolution)	Electronic	29	620349	29	100.00	0	0	0.00	29	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0
3	Appointment of a Director in place of Ms. Divya Jain (holding DIN: 0018102) who retires by rotation, and being eligible, seeks re-appointment. (As an ordinary resolution)	Electronic	29	620349	29	100.00	0	0	0.00	29	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0
4	Approval of the continuation of Directorship of Mr. Golan Menon (holding DIN: 0442052) as a Non-Executive Independent Director for the remaining period of his tenure as he has attained the age of 75 years.(As a special resolution)	Electronic	29	620349	29	100.00	0	0	0.00	29	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0
5	Approval of the continuation of Directorship of Mr. Dharendra Kumar (holding DIN: 00153773) as a Non-Executive Director for the remaining period of his tenure as he has attained the age of 75 years. (As a special resolution)	Electronic	29	620349	29	100.00	0	0	0.00	29	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0
6	Approval of the continuation of Directorship of Ms Shaahi Kumar (holding DIN: 00199661) as a Non-Executive Director for the remaining period of his tenure as she has attained the age of 75 years. (As a special resolution)	Electronic	29	620349	29	100.00	0	0	0.00	27	606561	97.78	0	0	0.00	2	13788
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	40	606576	97.78	0	0	0.00	2
7	Appointment of Mr. Gaurav Gupta (holding DIN:00015692) as Non- Executive Independent Director for 5(ive) consecutive years from 30th August 2019 to 28th August 2024. (As an ordinary resolution)	Electronic	29	620349	29	100.00	0	0	0.00	29	620349	100.00	0	0	0.00	0	0
		Physical	13	15	13	100.00	0	0	0.00	13	15	100.00	0	0	0.00	0	0
		TOTAL	42	620364	42	620364	100.00	0	0	0.00	42	620364	100.00	0	0	0.00	0

We the undersigned witness that the votes were entered from the voting website of CDSI(<http://www.evotingindia.com>) in our presence at 12.30 P.M. (approx) on the 30th August, 2019.

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366, Certificate of Practice No.1364,
Place: Kolkata
Date: 31st August, 2019



Animesh
(I) Mr. Animesh Drolia
169, A Block
Bangur Avenue
Kolkata-700055

Animesh
(II) Mr. Utkarsh Guturia
3rd Floor, Room No. 13
9, Crooked Lane
Kolkata - 700069