

Ref No: Scottish/Compliance/2022-23/29

Dated: 22/09/2022

To,
The Secretary,
The Calcutta Stock Exchange Ltd
7, Lyons Range,
Kolkata – 700 001

Dear Sir/Madam,

Sub: Submission of Voting Result under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Scrutinizers Report pursuant to Section 108 of the Companies Act, 2013

In compliance with the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Voting Results of the 45th Annual General Meeting of the Company held on Wednesday, 21st September, 2022 at 11.30 a.m. through Video Conferencing/Other Audio Visual Means (VC/OAVM). Further the Scrutinizer Report on E-Voting submitted by the Scrutinizer, Mr. Pravin Kumar Drolia, Practising Company Secretary is also enclosed herewith.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For THE SCOTTISH ASSAM (INDIA) LTD.

Ritu Bhatte

RITU BHATTER
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: As Above

THE SCOTTISH ASSAM (INDIA) LIMITED - Voting Summary as per Regulation 44(3) of SEBI LODR Regulation, 2015.

Date of the AGM	21st September, 2022
Total no of Shareholders on record date	980
No. of shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter group	0
Public	0
Total	0
No. of shareholders attended the meeting through Video Conferencing	
Promoter & Promoter group	4
Public	13
Total	17

Agenda -wise discloser (to be disclosed separately for agenda item)

1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and reports of Board of Directors and Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution ?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	600000	414610	69.10	414610	-	100.00	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	600000	414610	69.10	414610	-	100.00	-
Public - Institutional Holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutional Holders	Remote E-Voting	200000	4897	2.45	4697	200	95.92	4.08
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	200000	4897	2.45	4697	200	95.92	4.08
Total		800000	419507	52.44	419307	200	99.95	0.05

2	To declare dividend of Rs. 6/- per Equity Shares for the financial year ended 31st March, 2022							
Whether promoter/promoter group are interested in the agenda/resolution ?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100



For THE SCOTTISH ASSAM (INDIA) LTD.

Ritu Bhatter

Company Secretary and Compliance Officer

Promoter & Promoter Group	Remote E-Voting	600000	414610	69.10	414610	-	100.00	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	600000	414610	69.10	414610	-	100.00	-
Public - Institutional Holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutional Holders	Remote E-Voting	200000	4897	2.45	4697	200	95.92	4.08
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	200000	4897	2.45	4697	200	95.92	4.08
Total	800000	419507	52.44	419307	200	99.95	0.05	

3 To appoint a Director in place of Mr. Dharendra Kumar (DIN:00153773), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	600000	414610	69.10	414610	-	100.00	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	600000	414610	69.10	414610	-	100.00	-
Public - Institutional Holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutional Holders	Remote E-Voting	200000	4897	2.45	4697	200	95.92	4.08
	E-Voting During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	200000	4897	2.45	4697	200	95.92	4.08
Total	800000	419507	52.44	419307	200	99.95	0.05	

4 Re- appointment of M/s JKVS & Co (Chartered Accountants) FRN: 318086E of Kolkata as an Auditors of the Company for a consecutive period of five years from the conclusion of 45th AGM until the conclusion of 50th AGM and remuneration to fixed mutually between them and board.

Whether promoter/promoter group are interested in the agenda/resolution ?

No



For THE SCOTTISH ASSAM (INDIA) LTD.

Ritu Bhatte

Company Secretary and Compliance Officer

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-VotIng	600000	414610	69.10	414610	-	100.00	-
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	600000	414610	69.10	414610	-	100.00	-
Public - Institutional Holders	Remote E-VotIng	-	-	-	-	-	-	-
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutional Holders	Remote E-VotIng	200000	4897	2.45	4697	200	95.92	4.08
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	200000	4897	2.45	4697	200	95.92	4.08
Total	800000	419507	52.44	419307	200	99.95	0.05	

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Appointment of Mr Deepak Nagar (DIN: 01532015) as a non-executive Independent Director of the Company not liable to retire by rotation for a consecutive term of five years with effect from 30th May, 2022.

Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-VotIng	600000	414610	69.10	414610	-	100.00	-
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	600000	414610	69.10	414610	-	100.00	-
Public - Institutional Holders	Remote E-VotIng	-	-	-	-	-	-	-
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutional Holders	Remote E-VotIng	200000	4897	2.45	4697	200	95.92	4.08
	E-VotIng During Agm	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	200000	4897	2.45	4697	200	95.92	4.08
Total	800000	419507	52.44	419307	200	99.95	0.05	



For THE SCOTTISH ASSAM (INDIA) LTD.

Ritu Bhattar

Company Secretary and Compliance Officer

CS PRAVIN KUMAR DROLIA
DROLIA & COMPANY
(Company Secretary in whole time practice)
Block D, 2nd Floor, 13, Selimpur Road, Kolkata - 700031
Mobile: 9831196869; Email: droliapravin12@gmail.com

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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
**45th ANNUAL GENERAL MEETING
OF THE SCOTTISH ASSAM (INDIA) LIMITED,**
(CIN: L01132WB1977PLC031175)
1 Crooked Lane,
Kolkata-700 069.

Dear Sir,

Sub: Scrutinizer's report on consolidated remote e-voting conducted on resolutions mentioned in the notice dated 30th May' 2022 of 45th Annual General Meeting held through **video conferencing (VC)/other audio-visual means (OAVM)** on Wednesday, 21st September, 2022 at 11.30 A.M

1. I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) (Company Secretary in whole time practice of Kolkata) was appointed as the Scrutinizer, by the Board of Directors of your Company in their meeting held on 8th August, 2022 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 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 on the following resolutions mentioned in the notice of 45th AGM as aforesaid passed by the Members through **video conferencing (VC)/other audio-visual means (OAVM)** on Wednesday, 21st September, 2022 at 11.30 A.M. in a fair and transparent manner.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March'2022 together with the Reports of the Directors and Auditors thereon.
2.	Ordinary Resolution	To declare dividend of Rs 6/- per equity shares for the financial year ended 31 st March, 2022.
3.	Ordinary Resolution	To appoint a director in place of Mr Dharendra Kumar (holding DIN: 00153773), who retire by rotation and being eligible offer himself for re -appointment.
4.	Ordinary Resolution	To re- appoint M/s JKVS & Co (Chartered Accountants) FRN: 318086E of Kolkata as an Auditors of the Company for a consecutive period of five years from the conclusion of this AGM until the conclusion of 50 th AGM and fix their remuneration
5.	Special Resolution	To Appoint Mr Deepak Nagar (Din: 01532015) as a non-executive Independent Director of the Company not liable to retire by rotation for a consecutive term of five years with effect from 30 th May'2022.

1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 , MCA Circulars , SEBI Circulars and rules relating to the passing of resolutions set out in notice of AGM .In view of the continuing COVID 19 pandemic , social distancing is a norm to be followed and Ministry of Corporate Affairs (MCA) has vide its circular dated May 05, 2022 read with circulars dated December 14, 2021 , January 13, 2021, 8th April 2020, 13 April 2020 and 5 May 2020 (collectively referred to as MCA circulars) and Securities and Exchange Board of India (SEBI) vide its circular Nos: SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12,2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as SEBI Circulars) permitting the holding of Annual General meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue . My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. “in Favour” and “Against” the resolutions mentioned in the said notice by the Members after taking the effect of “invalid” and “abstained” votes in respect of the resolutions set forth in the notice of the said AGM of the Company. The deemed venue for the AGM shall be the Registered Office of the Company.

2. I submit my report as under:
- 2.1. As per information provided by the Management, CDSL on behalf of the Company had completed the dispatch of notice of AGM inter-alia containing user id, password and annual report along with other necessary information for the financial year 2021-2022 through electronic mode only by 29th August, 2022 to those Members whose names appeared in the register of members/List of beneficiaries with e mail addresses as on 19th August'2022 being the cut-off date for dispatch of notice in terms of MCA Circulars. Voting rights shall be reckoned on the fully paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the cut- off date i. e. on 14/09/2022. One share held is equal to one vote.
- 2.2. The Members holding shares in physical mode or not having email ID registered with Registrar & Share Transfer Agent were given facility to get their email ID registered either with RTA or with the Company to receive the notice of AGM electronically and participate in remote e-voting process. Regarding this, Company through public notices published on 23rd August'2022 in "Financial Express, Kolkata" (English Edition) and "Arthik Lipi, Kolkata" (Bengali Edition) informing the Members about update their credentials with Company and RTA for getting Annual Report and other details regarding e voting through email as per mca circulars. Further the Company also through public notices published for post-dispatch of AGM notice on 30th August'2022 in "Financial Express, Kolkata" (English Edition) and "Arthik Lipi, Kolkata" (Bengali Edition) informing the Members about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended and as per MCA Circulars.
- 2.3. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 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 (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 14th September' 2022 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided remote electronic voting facility through CDSL platform to the Shareholders during the course of the Annual General Meeting also, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.
- 2.4. The e-voting period was commenced on Sunday, 18th September, 2022 from 09:00 A.M. (IST) and concluded on Tuesday, 20th September,2022 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 14th September, 2022 fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM only electronically. As a scrutinizer, I had access after closure of period of remote e-voting and before start of the AGM, to only such details relating to Members who have cast their votes through remote e-voting such as their names, DPID, Client ID/Folios, number of shares held but not the manner in which they have voted to ensure that Members who have cast their vote through remote e-voting do not vote again during the course of AGM.
- 2.5. At the meeting of the Board of Directors of the Company held on 8th August, 2022 Ms.Ritu Bhattar , Company Secretary and Compliance Officer, was made responsible for conducting the entire e- voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.

- 2.6. The votes cast through remote e-voting facility were unblocked by me after the conclusion of AGM in the presence of two (2) witnesses, Ms Sangita Drolia and Mr Kaushal Drolia both resident at present of Tower 1, Flat 23G, 375, Prince Anwar Shah Road, Kolkata 700068 who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 2.7. 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 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e-voting and vote cast during the course of AGM .

2.8. The result of consolidated voting on the resolutions is as per “Annexure - A” attached herewith.

RESULTS:

There are 980 numbers of eligible Members holding total 800000 no(s) of Equity Shares, who were entitled to vote electronically as on cut-off date i.e., 14th September, 2022. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed with requisite majority and hence passed as on the date of Annual General Meeting. Ms Ritu Bhattar, Company Secretary and Compliance officer of the Company as authorized by the Chairman of the meeting is to declare and confirm the above results of voting (remote e-voting) at the registered office of the Company, not later than 23rd September'2022 in respect of the resolutions referred hereinabove.

I hereby confirmed that I will hand over all relevant records relating to remote e-voting to the Company secretary and compliance officer of the Company for safe keeping after declaration of result.

Thanking You,
Yours faithfully,

PRAVIN
KUMAR
DROLIA

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(Pravin Kumar Drolia)
Company Secretary in whole time practice,
(F.C.S No.2366, CP No 1362)
UDIN: F002366D001000847,
Peer Review Unit regn no: 1928/2022
Date: 21st September, 2022.

Consolidated report of remote e-voting on the resolutions passed at the 45th Annual General Meeting of The Scottish Assam (India) Ltd held on 21/09/2022 at 11.30 A.M.

Total No. of Shareholder as on record date i.e. 14th September, 2022 = 980
 Total No. of fully paid up shares as on 14th September, 2022 = 8,00,000

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			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 folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval and adoption of the Audited financial statements of the Company for the financial year ended March 31, 2022 and reports of Board of Directors and Auditors thereon.(passed as an ordinary resolution)	Remote E-Voting	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
2	Declaration of dividend of Rs 6/- per equity shares for the financial year ended 31st March, 2022. (passed as an ordinary resolution)	Remote E-Voting	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
3	Appointment of of Mr Dhirendra Kumar (holding DIN: 00153773), as a Director liable to retire by rotation. (passed as an ordinary resolution)	Remote E-Voting	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
4	Re- appointment of M/s JKVS & Co (Chartered Accountants) FRN: 318086E of Kolkata as an Auditors of the Company for a consecutive period of five years from the conclusion of 45th AGM until the conclusion of 50th AGM and remuneration to fixed mutually between them and board (passed as an ordinary resolution)	Remote E-Voting	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0

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5	Appointment of Mr Deepak Nagar (Din: 01532015) as a non-executive Independent Director of the Company not liable to retire by rotation for a consecutive term of five years with effect from 30th May, 2022. (passed as a special resolution)	Remote E-Voting	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	35	419507	35	419507	100.00	0	0	0.00	34	419307	99.95	1	200	0.05	0	0

PRAVIN KUMAR
DROLIA

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(Pravin Kumar Drolia)

Company Secretary in whole time practice,

F.C.S No.2366, C P 1362

UDIN: F002366D001000847, dated 21/09/2022

Peer Review Unit Regn No: 1928/2022.

1 sd/- witness

Sangita Drolia
375, Prince anwar Saha Road,
Tower 1, flat 23G,
Kolkata 700068

2 sd/- witness

Kaushal Drolia
375, Prince anwar Saha Road,
Tower 1, flat 23G,
Kolkata 700068