

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

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,
**40th ANNUAL GENERAL MEETING
OF 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 40th Annual General Meeting (AGM) of M/s. SCOTTISH ASSAM (INDIA) LIMITED on the Resolutions set out in the AGM Notice dated 27th May, 2017 held at Gyan Manch, 11, Pretoria Street, Kolkata 700071 at 11:30 A.M on Monday 4th day of September 2017

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. SCOTTISH ASSAM (INDIA) LIMITED** ("the Company") in their meeting held on 27th May, 2017, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 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 40th AGM of the Company held on **Monday, the 4th September, 2017 at Gyan Manch, 11, Pretoria Street, Kolkata 700071 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 dated 27th May, 2017.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts and Report of the Directors and the Auditors of the Company for the year ended 31st March, 2017.
2.	Ordinary Resolution	Declare Dividend for the year 2016-2017.
3.	Ordinary Resolution	To appoint Director in place of Mr. Hemant Kumar Agrawal (DIN 00355116), who retires by rotation and being eligible offers himself for re-appointment.



4.	Ordinary Resolution	M/s. Jitendra K Agarwal & Associates, Chartered Accountant, (Firm Registration No. 318086E) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditor M/s Singhi & Co. (Firm Registration no.) Chartered Accountants, to hold office from the conclusion of this 40 th Annual General Meeting till the conclusion of the 45 th Annual General Meeting of the Company.
5.	Ordinary Resolution	Mrs. Shashi Kumar (DIN- 00199961) who was appointed as Director in casual vacancy (caused due to death of Mr. Vijendra Kumar, Director) in the meeting of the Board of Directors held on 11 th February, 2017 and whose term expires at the ensuring Annual General Meeting of the Company be and is hereby appointed as director of the Company.
6.	Ordinary Resolution	appointment of Mr. Kartik Narayan Singh, as Whole-time Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from 11 th February, 2017 up to 10 th February, 2020.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of Notice of AGM dated 27th May, 2017 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 2016-2017 through permitted mode by 10th August, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 21st July, 2017 being the cut-off date fixed by the Board. 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 and 21 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 (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Board of the Company has fixed 26th August 2017 as cutoff 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 26th August 2017 who did not vote by means of remote e-voting prior to the AGM.
- 1.3. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Arthik lipi, Kolkata" (Bengali Edition) on 23rd August, 2017, pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice by 10th August, 2017 and other documents both by courier 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 thereunder 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 Friday, 1st September, 2017 from 9:00 A.M. (IST) and concluded on Sunday, 3rd September, 2017 at 5:00 P.M. (IST). 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.
- 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 26th August, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 27th May, 2017 of AGM of the Company.
- 1.7. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Prodyut Halder, Village Patkelberia, P.O. Nayabad –Rajpur, P.S. Mathurapur, South 24 Parganas, who were not in the employment of the Company and the voting was diligently scrutinized.
- 1.8. The votes cast through remote e-voting facility were thereafter unlocked on 4th September, 2017, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Prodyut Halder, Village Patkelberia, P.O. Nayabad –Rajpur, P.S. Mathurapur, South 24 Parganas, who were not in the employment of the Company.
- 1.9. The Report inter alia containing details such as list of Equity Share Holders, 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 27th May, 2017 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical Ballot received from the Members.
- 1.10. 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 1,250 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. 26th August 2017. All the resolutions mentioned in the notice of Annual General Meeting dated 27th May 2017 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 27th May, 2017 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 6th September, 2017 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: 5th September, 2017

Annexure-A
Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 40th AGM of The Scottish Assam (India) Limited held on Monday 4th September, 2017 AT 11:30 A.M.

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		Invalid votes		Vote cast in favour of resolutions		Vote cast against the resolutions		Abstain			
					No. of folios/ Ballots received	Votes	% of Valid votes	No. of folios/ Ballots received	Votes	% of Invalid votes	No. of folios/ Ballots	Votes	% of Valid votes in favour of the resolutions	No. of folios/ Ballots	Votes	% of Valid votes against the resolutions
1	To receive, consider and adopt the Audited Accounts and Report of the Directors and the Auditors of the Company for the year ended 31st March, 2017.	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0
2	Declare Dividend for the year 2016-2017.	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0
3	To appoint Director in place of Mr. Hemant Kumar Agrawal (DIN 00355116), who retires by rotation and being eligible offers himself for re-appointment.	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0
4	M/s. Jitendra K Agarwal & Associates, Chartered Accountant, (Firm Registration No. 318086E) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditor M/s Singh & Co. (Firm Registration no.) Chartered Accountants, to hold office from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0
5	Mrs. Shashi Kumar (DIN- 00199961) who was appointed as Director in casual vacancy (caused due to death of Mr. Vijendra Kumar, Director) in the meeting of the Board of Directors held on 11th February, 2017 and whose term expires at the ensuing Annual General Meeting of the Company be and is hereby appointed as director of the Company.	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0
6	appointment of Mr. Kartik Narayan Singh as Whole-time Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from 11th February, 2017 upto 10th February, 2020, subject to the approval of shareholders in general meeting	Electronic	17	369399	17	369399	100.00	0	0	17	369399	100.00	0	0	0	0
		Physical	25	42803	24	42802	100.00	1	1	24	42802	100.00	0	0	0	0
		TOTAL	42	412202	41	412201	100.00	1	1	41	412201	100.00	0	0	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 12.55 P.M. on the 4th September, 2017.

FOR DROLIA & COMPANY
 (Company Secretaries)
 Proprietor
 Pravin Kumar Drolia
 F.C.S No. 2366, Certificate of Practicing, 1366
 Place: Kolkata
 Date: 5th September, 2017



(i) **Subhjit Dutta**
 Mr. Subhjit Dutta
 Dharapara, Chandannagar,
 Hooghly-712 138

(ii) **Prodyut Halder**
 Mr. Prodyut Halder
 Village Patkelberia, P.O. Nayabadi-Rajpur,
 P.S. Mathurapur, South 24 Parganas