

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; Email: droliapravin@yahoo.co.in

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014 as amended]

To,
Chairman,
THE SCOTTISH ASSAM (INDIA) LTD
1, Crooked Lane,
Kolkata-700069

Dear Sir,

SUB: SCRUTINIZER REPORT

I, Pravin Kumar Drolia (M/N: F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, Kolkata, has been appointed by the Board of Directors of **THE SCOTTISH ASSAM (INDIA) LTD (CIN: L01132WB1977PLC031175)** ("The Company") in their meeting held on 26th May, 2015 as a scrutinizer for the purpose of Scrutinizing the e-voting process and physical voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 38th Annual General Meeting (AGM) of the members of the Company, held on Monday 27th July, 2015 at 11.00 a.m. at **GYAN MANCH**, 11, Pretoria Street, Kolkata-700071.

1. The notice dated 26th May, 2015 convening the 38th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 and physical ballot forms were sent to those shareholders whose name appeared in the Register of Members on 19th June, 2015 (being cut-off date) in respect of the resolutions to be passed at the said AGM of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot forms on the resolutions contained in the Notice of the 38th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process, ballot forms and insta poll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the e-voting process system provided by Central Depositories Services (India) Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received till 11:45 A. M. on Monday, 27th July, 2015. There was no demand of poll on any resolution by the Members in the AGM.

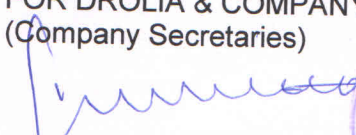


3. Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Friday 24th July, 2015 (9:00 A.M) to Sunday 26th July, 2015 (5:00 P.M).
- ii. Ballot forms received till 11:45A.M. Monday, 27th July, 2015 were considered for my scrutiny.
- iii. The members who were on record of the Company as on the "cut-off" date i.e. Monday, 20th July, 2015, were entitled to e-vote on the resolutions as set out in the notice of the 38th Annual General Meeting (AGM) of the Company.
- iv. The votes cast via remote e-voting were unlocked on Monday 27th July, 2015 at 5:00 PM in the presence of 2 witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata-700055 and **Mr. Keshav Rathi** resident of 9, Atindra Mukherjee Lane, 2nd Floor, Howrah-711102 who were not in the employment of the Company.
- v. The e-voting facility was not provided at the venue of 38th Annual General Meeting held on Monday 27th July, 2015 for those members who attended the meeting.
- vi. Thereafter considering remote e-voting and votes casted through physical Ballot forms, the combined result of the voting is annexed. The details containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Central Depositories Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and is based on such reports generated.

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: 29th July, 2015



Consolidated Report of Voting at AGM HELD ON 27th JULY, 2015

Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Vote cast in favour of resolutions		% OF VOTES IN FAVOUR OF THE RESOLUTIONS	Vote cast against the resolutions		% OF VOTES AGAINST THE RESOLUTIONS	Invalid votes		PERCENTAGE OF INVALID VOTE	% OF TOTAL VOTES CAST ELECTRONICALLY & PHYSICALLY
				No. of folios/ No. of Ballots received	Votes		No. of folios/ no. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		
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, 2015 thereon	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
2 To declare Dividend for the year 2014-2015	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
3 To re-appoint Director in place of Mrs. Divya Jalan (DIN 00016102), whose office is liable to vacate at the ensuing Annual General Meeting and being eligible offers herself for re-appointment	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
4 To appoint Director in place of Mr. Vijendra Kumar (DIN 00194433), who retires by rotation and being eligible offers himself for re-appointment.	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
5 To appoint Director in place of Mr. Dhirendra Kumar (DIN 00153773), who retires by rotation and being eligible offers himself for re-appointment.	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
6 To appoint Director in place of Mr. Hemant Kumar Agarwal (DIN 00355116), whose office is liable to vacate at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
TOTAL		43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
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7 To appoint Auditor Messers. Singhi & Co., Chartered Accountants, and to fix their remuneration.	Electronic	35	529656	34	529636	100.00	1	20	0.00	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
	TOTAL	43	529666	42	529646	100.00	1	20	0.00	NIL	NIL	NIL	100.00
8 Appointment of Mr. Naveen Bansal (DIN: 00720211), as an Independent Director of the Company to hold office for a term of five years, not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act, 2013 and who has already been appointed by the Board of Directors as an Independent director of the Company, for filling of the casual vacancy arises due to death of Late Mr. B.P. Jalan, in whose respect a notice has been received from a member as per Section 160 of the Act.	Electronic	35	529656	33	528536	99.79	2	1120	0.21	NIL	NIL	NIL	100.00
	Physical	8	10	8	10	0.00	NIL	NIL	0.00	NIL	NIL	NIL	0.00
	TOTAL	43	529666	41	528546	99.79	2	1120	0.21	NIL	NIL	NIL	100.00
9 Appointment of Mr. Ghanshyam Das Gupta (DIN: 00174114) as an Independent Director of the Company, to hold office for a term of five years and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed by the Board of Directors as an Independent director of the Company subject to the approval by the Members.	ELE	35	529656	33	528536	99.79	2	1120	0.21	NIL	NIL	NIL	100.00
	PHY	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
	TOTAL	43	529666	41	528546	99.79	2	1120	0.21	NIL	NIL	NIL	100.00

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				No. of folios/ Ballots received	Votes		No. of folios/ Ballots received	Votes		No. of folios/ Ballots received	Votes		
10 Appointment of Mr. Golam Momen (DIN: 00402662), as an Independent Director of the Company, to hold office for a term of five years and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed by the Board of Directors as an Independent director of the Company subject to approval by the Members.	ELE	35	529656	33	528536	99.79	2	1120	0.21	NIL	NIL	NIL	100.00
	PHY	8	10	8	10	0.00	NIL	NIL	NIL	NIL	NIL	NIL	0.00
	TOTAL		43	529666	41	528546	99.79	2	1120	0.21	NIL	NIL	NIL

We the undersigned witnessed that the votes were unlocked from the evoting website of CDSL (<http://www.evotingindia.com>) in our presence at 5:00 P.M. on 27th July, 2015 at the office of Scrutinizer.

Chetana Goel

(i) **Chetana Goel**
146 Bangur Avenue, Block A,
3rd Floor, Kolkata-700055

Keshav Rathi

(ii) **Keshav Rathi**
9, Atindra Mukherjee Lane,
Howrah-711102

