



THE SCOTTISH ASSAM (INDIA) LTD

NOTICE

NOTICE is hereby given that the **42nd Annual General Meeting** of the Members of **THE SCOTTISH ASSAM (INDIA) LIMITED** will be held on Friday, 30th day of August, 2019 at 11.30 a.m. at Gyan Manch, **11 Pretoria Street, Kolkata – 700071, West Bengal, India** to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended as on 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Divya Jalan (DIN 00016102), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Golam Momen (DIN: 00402662) who was appointed as an Independent Director of the Company for the period of 5 years at the 38th Annual General Meeting of the Company held on 27th July 2015, till the conclusion of 43rd Annual General Meeting by way of special resolutions and who has attained the age of 75 years for the remaining period of his existing term of Directorship as an Independent Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

5. **To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Dharendra Kumar (DIN: 00153773) as a Non-Executive Director liable to retire by rotation, who has attained the age of 75 years.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”



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6. **To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mrs. Shashi Kumar (DIN: 00199961) as a Non-Executive Director liable to retire by rotation, who has attained the age of 75 years.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

7. **To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of sections 149,150,152,160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and disclosure Requirements) Regulation, 2015 Mr. Gaurav Gupta (DIN:00015692) who was appointed as an Additional Director on the Board of the Company on 28th August,2018 and who holds office up to the conclusion of the this Annual General Meeting be and is hereby appointed as a Non-Executive Independent Director not liable to retire by rotation for a tenure of five years from the conclusion of this meeting to the conclusion of 47th Annual General Meeting , as per the applicable provisions of the Companies Act 2013 on the recommendation of the Nomination and Remuneration Committee.”

By order of the Board

Registered Office:

**1, Crooked Lane,
Kolkata – 700 069
The 20th day of May, 2019**

**Dhirendra Kumar
Director
(DIN 00153773)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per Section 105 of the Companies Act, 2013 and rules thereunder, a person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (ten percent) of total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.



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3. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.
4. Proxies shall be made available for inspection during 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
5. Corporate Members intending to send their authorised representatives to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business under item no 4 to 7 is attached hereto as Annexure-I.
7. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and share transfer books of the Company shall remain closed from Saturday 24th August 2019 to Friday 30th August 2019 (both days inclusive) for the purpose of this Annual General Meeting.
8. Dividend, if approved by the Members at the ensuing Annual General Meeting will be paid to those Members whose name stand registered:-
 - a). As beneficial owners as at the end of business hours on the record date i.e. 23rd of August, 2019 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form; and
 - b). As Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Share Transfer Agents (RTA) M/s. ABS Consultant Pvt Ltd having their Office at "Stephen House", Room No. 99, 6TH FLOOR, 4 B.B.D. BAG (EAST), Kolkata – 700 001 on or before the record date 23rd of August, 2019. The instruments of shares transfers complete in all respects should reach the said Register and share Transfer Agents well before the above date.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository account/accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agent, M/s. ABS Consultant Pvt Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members. Further, in case the shares are held in physical mode, Members are requested to furnish Bank account particulars (i.e. Account no, Name and Branch of the Bank, MICR and IFSC Code) to the Registrars and Share Transfer Agent to ensure that there is no fraudulent encashment of the Dividend warrants.
10. Members are requested to send all communications relating to shares, unclaimed dividends and change of address etc. to the Registrar and Share Transfer Agent M/s. ABS Consultant Pvt. Ltd, having office at "Stephen House", Room No. 99, 6TH FLOOR, 4 B.B.D. BAG (EAST), Kolkata – 700 001.
11. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the rules framed thereunder, the notice calling the Annual General Meeting along with the Annual Report 2018-2019 will/can be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or with Share Transfer Agent i.e. M/s. ABS Consultant Pvt. Ltd, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support the green initiative by registering/updating their e-mail addresses with the depository Participant (in case the shares held in dematerialized form) or with the Share Transfer Agent i.e. M/s. ABS Consultant Pvt. Ltd. Members are also informed that the full text of Notice, all



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Reports etc, sent by e-mail to them will also be made available on Company's website www.scottishassam.com/investors-Relation/Annual Report.

12. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the rules made thereunder, dividends that are unclaimed/unpaid for a period of 7 years from the date of transferring the same into unpaid dividend account of the bank are required to be transferred to the Investors Education and Protection Fund (IEPF) established by Central Government.

An amount of Rupees 79,329/- (Rupees Seventy Nine Thousand Three Hundred and Twenty Nine Only) being unclaimed/ unpaid dividend of the Company for the financial year ended on 31st March, 2011 were transferred in November, 2018 to IEPF.

Last dates for claiming of unclaimed/unpaid dividends declared by the Company for the following financial years are as under:

Dividends for the Financial year	Date of declaration of dividend	Due Date for transfer to the IEPF
2011-2012	07.09.2012	14.10.2019
2012-2013	31.07.2013	07.09.2020
2013-2014	29.08.2014	06.10.2021
2014-2015	27.07.2015	03.09.2022
2015-2016	22.07.2016	29.08.2023
2016-2017	04.09.2017	11.10.2024
2017-2018	28.08.2019	04.09.2025

Members who have so far not en-cashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to the Registrar and Share Transfer Agent M/s. ABS Consultant Pvt Ltd at either of the aforesaid addresses immediately quoting their Folio No/ DP ID and Client ID.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid after expiry of 7 years from the dates which they became first due for payment.

Further, in compliance with the rules, the Company has sent notices to the concerned shareholders who's Shares/Dividends are liable to be transferred/credited to the Demat / Dividend Account of the IEPF Authority of Central Government. The Company has uploaded on its website: www.scottishassam.com the detail of such shareholders whose shares has been transferred/credited to the Demat Account of the IEPF Authority under Investors Relation window.

The Company has already transferred all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to designated Demat Account of IEPF maintained with CDSL. Members who have so far not claimed or collected their dividends up to the financial year 2010-2011 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format. The Company has already transferred 11,415 numbers of equity shares for the year 2009-2010 and 3,051 number of equity shares for the year 2010-2011 to IEPF account.

13. Copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies at the meeting.
14. Members/Proxies/Representatives should bring their attendance slips sent herewith, duly filled in for attending the Meeting along with their identity proof.



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15. Disclosure pursuant to Section 196(4) of the Companies Act, 2013 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 of ICSI, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is attached hereto as Annexure – II.
16. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during the business hours from 11 a.m to 5 p.m. on all working days excepts Saturdays till the date of the Annual General Meeting.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and agreements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the meeting.
18. Members can avail of the facility of Nomination in respect of shares held by them in physical form pursuant to provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form No. SH-13 duly filled in with the Registrar and Share Transfer Agent M/s. ABS Consultant Pvt Ltd. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

19. Voting through electronic means

- i. In Compliance with the provisions of Section 108 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members a facility to exercise their right to vote on resolutions proposed to be passed at the 42ND Annual General Meeting (AGM) by electronic means (“e-voting”) and the business may be transacted through e-voting services provided by CDSL.
- ii. The facility for voting by way of ballot paper shall also be made available at the AGM and the Members attending the AGM shall be able to exercise their right to vote at the AGM in case they have not cast their votes by remote e-voting.
- iii. The Members who have cast their vote(s) by remote e-voting may also attend the meeting but shall not be entitled to cast their vote(s) again.
- iv. A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- v. The Board of Directors of the Company have appointed Mr. Pravin Drolia of M/s. Drolia & Co, Practicing Company Secretary (Membership No.2366) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The results shall be declared not later than 48 hours from conclusion of the meeting. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company at



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www.scottishassam.com immediately after the results are declared and will simultaneously be forwarded to the Calcutta Stock Exchange, where Equity Shares of the Company are listed.

The Instructions for Members voting electronically are as under:

- a) Log on to the e-voting website: www.evotingindia.com during the voting period.
- b) Click on “Shareholders” tab
- c) Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with “**THE SCOTTISH ASSAM (INDIA) LIMITED**” from the drop down menu and click on “**SUBMIT**”.
- d) Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
After entering these details appropriately, click on “**SUBMIT**” tab.
- h) Members holding shares will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. If Demat account holder has forgotten the **password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- i) Kindly note that this password is also to be used by the demat holders for voting in favour/against resolutions for other company also on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the relevant EVSN “**THE SCOTTISH ASSAM (INDIA) LIMITED**” for which you choose to vote.
- l) On the voting page, you will see “**Resolution Description**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- m) Click on the “**Resolutions File Link**” if you wish to view the entire Resolutions.
- n) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- o) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.



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p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

q) For Non – Individual Shareholders and Custodians:

- Non Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of account (s) linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS:

- I. In case any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- III. The remote e-voting period commences on **Tuesday, 27th August, 2019 (9:00 A.M. IST) and ends on Thursday, 29th August, 2019 (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd August, 2019 may cast their votes electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 9, Crooked Lane, 3rd Floor, Room No. 19, Kolkata-700069, not later than Thursday, 29th August, 2019 (5:00 P.M) (i.e. closing date of e-voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
- V. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- VI. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cutoff date of i.e. **Friday, 26th July, 2019** may contact the company for Login ID and other e-voting related details.
- VII. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of Friday, 23rd July, 2019**.
- VIII. The Scrutinizer shall within a period not exceeding two working days from the conclusion of e-voting unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



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- IX. The Results shall be declared after the 42nd Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to "CDSL" and "The Calcutta Stock Exchange Limited" within 02/09/2019.
- X. The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 2nd September, 2019 to those members of the Company holding shares in physical form whose name appear on the Register of Members as at the end of Friday, 23rd August, 2019 in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as at the end of Friday, 23rd August, 2019 as per details provided by the Depositors for this purpose.
20. Members desirous of getting any information on account of operations of the Company are requested to forward his queries to the Company's Registered Office at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
21. Members who are holding shares in physical form are hereby informed that SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 vide Notification dated 8th June 2018 and in terms of the said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository after 31st March 2019.
22. A route map and prominent land mark for easy location of the venue of the meeting is enclosed with this notice is attached hereto as Annexure-III.

By order of the Board

**Registered Office:
1, Crooked Lane,
Kolkata – 700 069
The 20th day of May, 2019**

**Dhirendra Kumar
Director
(DIN 00153773)**

ANNEXURE I TO THE NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at items no 4, 5, 6 and 7.

Item no 4:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribed that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Independent Director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mr. Golam Momen (DIN: 00402662) was appointed as an Independent Director of the Company at the 38th Annual General Meeting held on 27th July, 2015 for a period of 5 years by way of special resolution has attained the age of 75 years.

The above-mentioned Independent Director is expert in his field and his experience and valuable guidance is beneficial to the Company. In the view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Director, Board has recommended the resolution for approval of the shareholders by way of special resolution.



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Except the above mentioned Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no 5:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribed that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mr. Dharendra Kumar (DIN:00153773) was appointed as a Non-Executive Director in the year 1999. Now he has attained the age of 75 years.

The above-mentioned Director is expert in the field of tea plantation and marketing of tea and his experience and valuable guidance is beneficial to the Company. In the view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Director, Board has recommended the resolution for approval of the shareholders by way of special resolution.

Except the above mentioned Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no 6:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribed that no listed entity shall appoint a person or continue the Directorship of any person as a Non-executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mrs. Shashi Kumar (DIN:00199961) was appointed as a Non-Executive Director in the year 2017. The above-mentioned Director is expert in the field of tea plantation and marketing of tea and her experience and valuable guidance is beneficial to the Company. In the view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Director, Board has recommended the resolution for approval of the shareholders by way of special resolution.

Except the above mentioned Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no 7:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 28th of August 2018, had appointed Mr. Gaurav Gupta as an Additional Independent Director of the Company not liable to retire by rotation, who hold office up to conclusion of the ensuing Annual General Meeting.

The Company has received a declaration from Mr. Gaurav Gupta confirming that he meets the criteria of Independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"). Mr. Gaurav Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Gaurav Gupta fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the management.



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Mr. Gaurav Gupta has vast experience in tea industry and he is also on the Board of other reputed Companies. The Board is of the opinion that it will be beneficial to the Company to avail of his services as an Independent Director of the Company. So, the Board of the Company hereby recommends his appointment as an Independent Director for a term of five years by way of special resolution.



ANNEXURE-II TO THE NOTICE

Disclosure required under Section 196 (4) of the Companies Act 2013, Regulation 36 (3) of SEBI (LODR) Regulation, 2015 and Secretarial Standard-2 of ICSI

Name	Mr.Dhirendra Kumar	Mr. Golam Momen	Mrs. Shashi Kumar	Mrs. Divya Jalan	Mr. Gaurav Gupta
DIN	00153773	00402662	00199961	00016102	00015692
Date of Birth	27.11.1942	06.06.1933	10.03.1935	16.10.1966	29.10.1969
Date of Appointment	10.09.1999	27.09.1977	11.02.2017	09.11.2013	28.08.2018
Experience in specific area	Extensive Knowledge & Experience as a director for many years.	Extensive Knowledge & Experience as a director for many years.	Extensive Knowledge & Experience as a director for many years.	Extensive Knowledge & Experience as a director for many years.	Extensive Knowledge & Experience as a director for many years.
Qualification	B.E.Newyork Univ.(USA)	Graduation	Graduation	Graduation	Graduation
Terms and condition of appointment/Reappointment	Reappointment as an Non-Executive Director above 75 years of age	Reappointment as an Independent Director above 75 years of age	Reappointment as an Non-Executive Director above 75 years of age	Reappointment of Retiring by rotation	Approve the appointment of Independent Director for 5 years.
Details of Remuneration sought to be paid	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Last Drawn Remuneration	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Relationship with other director and key managerial personnel	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Directorship in companies	J K Paper Ltd RD Tea Ltd Swetambara Investments & Trading Pvt. Ltd. SPBP Tea Plantation Ltd Rosebud Commercial Co. Pvt Ltd Rukong Tea estate Pvt Ltd Park towers Investment & Services Pvt. Ltd.	White Cliff Tea Pvt Ltd White Cliff Properties Pvt Ltd White Cliff Holdings Pvt Ltd White Cliff Infrastructure Pvt Ltd White Cliff Construction Co. Pvt. Ltd Dover Tea Pvt Ltd Apeejay Tea Ltd	Poters Creation Pvt Ltd Purushottam Investments Pvt Ltd	Just Desserts Ltd Maryada Advisory Services Pvt Ltd Nirvan Commercial Co Ltd Shree Durga Agencies Ltd Hopworkz Restaurants Pvt Ltd Supriya Finance Ltd	Kolony Tea Estate Pvt Ltd Akshit Nirman Pvt Ltd Pranav Commercial Pvt Ltd Gomti Products Ltd Fresco Earth Products Pvt Ltd Harit Properties Pvt Ltd



	Contemporary Polysacks Ltd Bengal Tea & Fabrics Ltd	Kańco Tea & Industries Ltd Williamson Magor & Co Ltd Baghmari Tea Company Ltd Harrison Malayalam Ltd Bengal Tea & Fabrics Ltd Apeejay Surendra Corporate Services		Saket Fiscal Services Pvt Ltd Sandeep Investments Ltd Kilburn Software Technologies India Ltd Ana Vincom Pvt Ltd Kilburn Office Automation Ltd Mahavir Holding & Finance Pvt Ltd	Ashray Real Estates Pvt Ltd SPMK Estates Pvt Ltd Nilaya Properties Pvt Ltd Pratikshit Estates Pvt Ltd
Chairman/ Member in the Committees of the Boards of Companies	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
No of shares held in the Company	0	800	13288	10802	0
No. of meetings of the Board attended during the year.	5	4	5	5	2

ANNEXURE-III TO THE NOTICE

