



THE SCOTTISH ASSAM (INDIA) LTD

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of THE SCOTTISH ASSAM (INDIA) LIMITED will be held at Gyan Manch, 11 Pretoria Street Kolkata – 7000071 on Tuesday 28th of August 2018 at 11.30 A.M to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, and Reports of the Board of Directors and of the Auditors thereon.
2. To declare Dividend for the year 2017-2018.
3. To appoint Director in place of Mr Dharendra Kumar (DIN 00153773), who retires by rotation and being eligible offers himself for reappointment
4. To appoint Director in Place of Mr Sandeep Kumar Jalan (DIN 00015836), who retires by rotation and being eligible offers himself for reappointment
5. Any other business, if any determined by the Chairman.

By order of the Board

Registered Office:

1, Crooked Lane,
Kolkata – 700 069

Dhirendra Kumar
Director
(DIN 00153773)

The 26th day of May, 2018

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.



THE SCOTTISH ASSAM (INDIA) LTD

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from 22/08/2018 to 28/08/2018. (Both days inclusive).

3. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 41st Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 41st Annual General Meeting (AGM):

The e-voting period begins on 25/08/2018 from 9.00 A.M. and ends on 27/08/2018 till 5:00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21/08/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

E-voting rights will be reckoned on the paid up value of the shares registered in the name of the Members on 21st August 2018 (cut off date). Only members whose name are recorded in the register of Members of the Company on or in the Register of Beneficial Owners maintained by the depositories as on the cut off date will be entitled to cast their votes by remote e-voting at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

The facility for e-voting will be available at the AGM venue to those who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.

4. Members are required to bring their admission slip to the AGM. It will not be possible to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue

The Instructions for E-Voting are as under:

- a) Log on to the e-voting website: www.evotingindia.com during the voting period.
- b) Click on "Shareholders" tab



THE SCOTTISH ASSAM (INDIA) LTD

- c) Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "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:
- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then reach directly 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.
- j) Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company 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.
- k) 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.
- l) Click on the relevant EVSN "THE SCOTTISH ASSAM (INDIA) LIMITED" for which you choose to vote.
- m) 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.
- n) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r) If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s) For Non – Individual Shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.



THE SCOTTISH ASSAM (INDIA) LTD

- 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 accounts 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.
- I. In case you have 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. 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.
 - III. 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. 21/08/2018, may contact the company for Login ID and other e-voting related details.
 - IV. 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 21/08/2018.
 - V. Mr. Pravin Kumar Drolia, Practicing Company Secretary, (Membership No.2366) of Drolia & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VI. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of E voting unblock the votes in the presence of at least two (2) 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.

The Results shall be declared after the 41st 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 30/08/2018.

4. The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 02/09/2018 to those members of the Company holding shares in physical form whose name appear on the Register of Members as at the end of 21/08/2018, 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 21/08/2018, as per details provided by the Depositors for this purpose.



THE SCOTTISH ASSAM (INDIA) LTD

5. Members desirous of getting any information on account of operations of the Company is 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.
6. Members are hereby informed that Dividends which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 205A of Companies Act, 1956 (124 & 125 of the Companies Act 2013) and no claim shall lie for the unclaimed dividend from IEPF or from the Company by the Shareholders. Accordingly unclaimed Equity Dividend for the financial year 2009-2010 has been transferred to such Investor Education Protection Fund (IEPF). The due dates of transfer of the following dividends to the Fund are as under:

Dividends for The year	Date of declaration of dividend	Due Date for transfer to the Fund
2010-2011	29.09.2011	02.11.2018
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

7. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on the date of Finalization of Notice for the General Meeting of the shareholders on the website of the Company (www.scottishassam.com) and on the website of the Ministry of Corporate Affairs.

Information in terms of Schedule V to the Companies Act, 2013 for seeking approval of the shareholders are given here below:

I. GENERAL INFORMATION

1. Nature of Industry	Cultivation of tea and manufacturing of tea,
2.Date of commencement of commercial production	The Company is in manufacturing operation since 1977
3. In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not applicable
4. Financial performance based on given Indicator	As per Audited Financial Results for the year ended:



THE SCOTTISH ASSAM (INDIA) LTD

Particulars	31.03.2018 (Rs. In Lacs)	31.03.2017 (Rs. in Lacs)
Revenue from operations (Net)	2764.41	2477.73
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	596.06	846.05
Interest (Net)	(28.82)	(35.56)
Profit/(Loss) before Depreciation & Tax (PBDT)	567.24	810.49
Depreciation/Amortization	(41.31)	(46.21)
Profit/(Loss) before Tax (PBT)	525.93	764.28
Provision for Tax	(102.01)	(78.11)
Profit/(Loss) after Tax (PAT)	423.92	686.17

5. Foreign Investment or collaborators, If any :	Not Applicable
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Registered Office:
1, Crooked Lane,
Kolkata – 700 069

By order of the Board

(Dhirendra Kumar)
Director
(DIN: 00153773)

The 26th day of May, 2018