



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of THE SCOTTISH ASSAM (INDIA) LIMITED will be held at BHARATIYA BHASHA PARISHAD, 4th Floor, 36A, Shakespeare Sarani, Kolkata-700017 on 29th August, 2014 at 3.30 P.M. to transact the following business:-

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, 2014.
2. To declare Dividend for the year 2013-2014.
3. To appoint Director in place of Mr. B.P.Jalan (DIN 00015893), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Director in place of Mr. Narendra Kumar (DIN 00121320), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Director in place of Mr. G.Momen (DIN 00402662), who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Director in place of Mrs. Smita Saraf (DIN 00195506), who retires by rotation and being eligible offers herself for re-appointment.
7. To appoint Auditor Messers. Singhi & Co., Chartered Accountants, and to fix their remuneration.

"Resolved that Messrs. Singhi & Company, Chartered Accountants (Firm Registration No. 302049E) be and is hereby reappointed as Auditors of the Company from the conclusion of this meeting till the conclusion of the next annual general meeting at remuneration as may be decided by the Board of Directors."

By order of the Board

Registered Office:

1, Crooked Lane,

Kolkata - 700 069

The 30th day of May, 2014.

(B. P. Jalan)

Director



NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and the Proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.

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 **19th August, 2014 to 29th August, 2014 (both days inclusive)**.

3. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the 37th 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 37th Annual General Meeting (AGM) :

- 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 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.

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.
- 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.
- 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. 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.
- r. • Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **https://www.evotingindia.co.in** and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number:1800-200-5533.
- III. **The e-voting period begins from 23rd August, 2014 at 9.30 a.m. and ends on 25th August, 2014 at 6.00 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 18th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- 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.**
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of **18th July, 2014**.
- V. **Mr. Pravin Kumar Drolia, 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 three(3) working days from the conclusion of the e-voting period 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 on or after the 37th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the 37th Annual General Meeting (AGM) of the Company on **29th August, 2014** and communicated to the **"The Calcutta Stock Exchange Association Limited"**.

4. The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 8th September, 2014 to those members of the Company holding shares in physical form whose name appear on the Register of Members on 19th August, 2014, in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as on beginning of 19th August, 2014, as per details provided by the Depositors for this purpose.
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 and 205C of the Companies Act 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, 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 2005-2006 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 of transfer to the Fund
2006-2007	24.09.2007	30.10.2014
2007-2008	26.08.2008	25.09.2015
2008-2009	03.09.2009	10.10.2016
2009-2010	13.09.2010	20.10.2017
2010-2011	29.09.2011	05.11.2018
2011-2012	07.09.2012	14.10.2019
2012-2013	31.07.2013	07.09.2020

By order of the Board

Registered office:
1, Crooked Lane,
Kolkata - 700 069
The 30th day of May, 2014.

(B. P. Jalan)
Director