



NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of THE SCOTTISH ASSAM (INDIA) LIMITED will be held at, GYAN MANCH, 11, Pretoria Street, Kolkata-700071 on Wednesday, the 31st July, 2013 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, 2013.
2. To declare Dividend for the year 2012-2013.
3. To appoint Director in place of Mr. Vijendra Kumar, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Director in place of Mr. Rajendra Kumar, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Director in place of Mr. Dhirendra Kumar, who retires by rotation and being eligible offers himself for reappointment.
6. To appoint Director in place of Mr. G.D. Gupta, who retires by rotation and being eligible offers himself for reappointment.
7. To appoint Auditor Messrs. Singhi & Co., Chartered Accountants, and to fix their remuneration.

SPECIAL BUSINESS :

8. To consider and, if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following :

"RESOLVED THAT pursuant to Section 269 and other applicable provisions, if any, of the Companies Act 1956, read with Schedule XIII of the said Act, and in accordance with Article 80 of the Articles of Association of the Company, approval of the Company be and is hereby granted to the re-appointment of Mr. S. Sarbadhikary, as Whole-time Director of the Company, not liable to retire by rotation, designated as Director-Finance for a further period of three years with effect from 1st April, 2013."

"RESOLVED FURTHER THAT Mr. S. Sarbadhikary, as Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, within the limits approved by the members as per details given in the explanatory statement."

By order of the Board

Registered Office:

1, Crooked Lane,

Kolkata - 700 069

The 22nd day of May, 2013.

(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 to 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 Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956 regarding Special Business contained in the notice is annexed.
3. The Register of Members and Equity Share Transfer Registers will remain closed from **18th July 2013 to 31st July 2013 (both days inclusive)**.
4. The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 6th August 2013 to those members of the Company holding shares in physical form whose name appear on the Register of Members on 18th July 2013, in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as on beginning of 18th July 2013 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 2004-2005 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
2005-2006	19.09.2006	25.10.2013
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



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956.

ITEM NO.8

The term of office of Mr. S. Sarbadhikary as whole time Director of the Company expired on 31st March 2013. Considering his skill and abilities, the Board of Directors at its Meeting held on 29th May 2013 has re-appointed Mr. S. Sarbadhikary, as Whole Time Director, designated as Director-Finance of the Company. The terms of reappointment and remuneration of Mr. S. Sarbadhikary as Whole-time Director, designated as Director Finance has been approved by the Board which are follows :

1. Salary : The amount of basic salary payable to him during the period from 1st April 2013 to 31st March 2014, will be decided by the Board with a further authority to the Board to revise the monthly basic salary every year up to a maximum of Rs.60,000/-(Rupees sixty thousand only) per month during the remaining period of his tenure.
2. Perquisites : In addition to above remuneration Mr. S. Sarbadhikary shall also be entitled to perquisites like Bonus/ Medical etc. up to the amount with a ceiling of Rs.50,000/- per year. He will also be entitled to one month's paid leave per year. However, he can encash the leave if not availed.
3. Other Condition : Mr. S Sarbadhikary shall be subject to the superintendence, control and other directions of the Board and or Committee of the Directors to perform such duties and exercise such powers which have been or may from time to time be entrusted or vested on him by the Board and or Committee. The agreement or appointment will also set out the mutual rights and obligation of the concerned parties and other administrative details. The appointment and remuneration of Mr. S. Sarbadhikary as Whole-time Director requires the approval of the members of the Company in General Meeting in terms of Part III of the Schedule XIII of the Companies Act, 1956.

The Board recommends the resolution for the approval of the shareholders.

No Director of the Company except Mr. S. Sarbadhikary is concerned or interested in the said resolution.

Registered office:

1, Crooked Lane,

Kolkata - 700 069

The 29th day of May, 2013.

By order of the Board

(B. P. Jalan)

Director