



THE SCOTTISH ASSAM (INDIA) LTD

NOTICE

NOTICE is hereby given that the **43rd Annual General Meeting** of the Members of **THE SCOTTISH ASSAM (INDIA) LIMITED** will be held on Tuesday, 29th day of September, 2020 at 11.30 a.m. IST through video conferencing (“VC”)/ other Audio visual Means (“OAVM”) 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, 2020 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 Mr. Hemant Kumar Agrawal (DIN: 00355116), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Re-appointment of Mr. Golam Momen (DIN: 00402662) as an Independent Director for a second term

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, – if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. Golam Momen (DIN: 00402662) who was appointed as an Independent Director at the 38th Annual General Meeting of the Company held on 27th July, 2015 and holds office till 26th July, 2020, consent of the members be and is hereby given for the reappointment of Mr. Golam Momen as an Independent Director of the Company with effect from 27th July, 2020 for a period of five years or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

5. **Re-appointment of Mr. Ghanshyam Das Gupta (DIN: 00174114) as an Independent Director for a second term.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, – if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. Ghanshyam Das Gupta (DIN: 00174114) who was appointed as an Independent Director at the 38th Annual General Meeting of the Company held on 27th July, 2015 and holds office till 26th July, 2020, consent of the members be and is hereby given for the reappointment of Mr. Ghanshyam Das Gupta as an Independent Director of the Company with effect from 27th July, 2020 for a period of five years or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

6. **Re-appointment of Mr. Naveen Bansal (DIN: 00720211) as an Independent Director for a second term.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, – if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Schedule IV to the Act, and Regulation 16(1)(b) of The



THE SCOTTISH ASSAM (INDIA) LTD

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. Naveen Bansal (DIN: 00720211) who was appointed as an Independent Director at the 38th Annual General Meeting of the Company held on 27th July, 2015 and holds office till 26th July, 2020 be and is hereby re-appointed as an Independent Director of the Company with effect from 27th July, 2020, consent of the members be and is hereby given for the reappointment of Mr. Naveen Bansal as an Independent Director of the Company with effect from 27th July, 2020 for a period of five years or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:

7. Re-appointment of Mr. Kartik Narayan Singh as Whole time director for a further period of 5 (five) years

“RESOLVED THAT pursuant to Section 196,197,198 and 203 read with Schedule V of Companies Act, 2013, and other applicable provisions and rules, if any, of the Companies Act, 2013 and in accordance with Article 80 of the Article of Association of the Company, Mr. Kartik Narayan Singh be and is hereby re-appointed as a Whole-time Director of the Company, designated as Chief Executive Officer (CEO) and General Manager of Heeleakah Tea Estate not liable to retire by rotation, for a further period of five years with effect from 11th February, 2020, or till such date to confirm with the policy on retirement as determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting”

By order of the Board

Registered Office:

**1, Crooked Lane,
Kolkata – 700 069
The 26th day of August, 2020**

**Dhirendra Kumar
Director
(DIN 00153773)**

NOTES:

- i. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’), is annexed.
- ii. Since this AGM will be held through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
- iii. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail:- scotishassam@gmail.com
- iv. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (‘the Board’) have engaged the services of CDSL. The Board has appointed Mr. Pravin Kumar Drolia of M/s. Drolia & Co, as the Scrutinizer for this purpose.



THE SCOTTISH ASSAM (INDIA) LTD

- v. Remote e-voting will commence at 9.00 a.m. on 26th September, 2020 and will end at 5.00 p.m. on 28th September, 2020, when remote e-voting will be blocked by CDSL.
- vi. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 22nd September, 2020 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company 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 or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- vii. Pursuant to the Income-tax Act, 1961 read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2020 is being sent separately by the Company to the Members.
- viii. 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 Investor Education and Protection Fund (IEPF) established by Central Government.

An amount of Rs. 0.78 Lakhs being unclaimed/ unpaid dividend of the Company for the financial year ended on 31st March, 2012 were transferred in 14th October, 2019 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
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	28.08.2018	04.09.2025
2018-2019	30.08.2019	06.09.2026

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 i.e. 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 whose 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 SCOTTISH ASSAM (INDIA) LTD

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 2011-2012 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format.

- ix. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2020 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses, Members may send an e-mail to scotishassam@gmail.com or to absconsultant99@gmail.com for registering their e-mail addresses.
- x. The Company, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be providing the facility of live webcast of the proceedings of the AGM on its corporate website.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **26/09/2020 at 09.00 a.m.** and ends on **28/09/2020 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22/09/2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio No. registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



THE SCOTTISH ASSAM (INDIA) LTD

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/I-Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



THE SCOTTISH ASSAM (INDIA) LTD

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at email id:scotishaassam@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at email id:scotishaassam@gmail.com These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) Note 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 www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
- 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; scotishassam@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



THE SCOTTISH ASSAM (INDIA) LTD

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:

The Members of the Company at the 38th Annual General Meeting held on 27th July, 2015 approved the appointment of Mr. Golam Momen (DIN:00402662) as an Independent Director of the Company for a period of five years with effect from 27th July, 2015.

The Board of Directors of the Company ('the Board') at the meeting held on 27th July, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Golam Momen as an Independent Director of the Company with effect from 27th July, 2020 as set out in the Resolution relating to his re-appointment.

The Committee and the Board are of the view that, given the contribution to Board processes by Mr. Golam Momen and his knowledge, experience and performance, his continued association would benefit the Company. Declaration has been received from Mr. Golam Momen that he meets the criteria of independence prescribed under Section 149 of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Golam Momen fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. Mr. Golam Momen only gets sitting fees for attending the meetings of the Board & its Committees, the sitting fees will be determined by the Board.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Golam Momen in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Golam Momen has been received by the Company, and consent has been filed by Mr. Momen pursuant to Section 152 of the Act.

Mr. Golam Momen and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item no 5:

The Members of the Company at the 38th Annual General Meeting held on 27th July, 2015 approved the appointment of Mr. Ghanshyam Das Gupta (DIN: 00174114) as an Independent Director of the Company for a period of five years with effect from 27th July 2015.

The Board of Directors of the Company ('the Board') at the meeting held on 27th July, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Ghanshyam Das Gupta as an Independent Director of the Company with effect from 27th July, 2020 as set out in the Resolution relating to his re-appointment

The Committee and the Board are of the view that, given the contribution to Board processes by Mr. Ghanshyam Das Gupta and his knowledge, experience and performance, his continued association would benefit the Company. Declaration has been received from Mr. Ghanshyam Das Gupta that he meets the criteria of independence prescribed under Section 149 of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Ghanshyam Das Gupta fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. Mr. Ghanshyam Das Gupta only gets sitting fees for attending the meetings of the Board & its Committees, the sitting fees will be determined by the Board.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Ghanshyam Das Gupta in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations, consent of the



THE SCOTTISH ASSAM (INDIA) LTD

Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years Mr. Ghanshyam Das Gupta will attain the age of seventy five years on 11th November, 2022. This Special Resolution, once passed, shall also be deemed as your approval under the Listing Regulations, for continuation of Mr. Ghanshyam Das Gupta as an Independent Director beyond the age of seventy five years. Mr. Ghanshyam Das Gupta and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item no 6:

The Members of the Company at the 38th Annual General Meeting held on 27th July, 2015 approved the appointment of Mr. Naveen Bansal (DIN: 00720211) as an Independent Director of the Company for a period of five years with effect from 27th July 2015.

The Board of Directors of the Company ('the Board') at the meeting held on 27th July, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Naveen Bansal as an Independent Director of the Company with effect from 26th July, 2020, as stated in the Resolution relating to his re-appointment.

The Committee and the Board are of the view that, given the contribution to Board processes by Mr. Naveen Bansal and his knowledge, experience and performance, his continued association would benefit the Company. Declaration has been received from Mr. Naveen Bansal that he meets the criteria of independence prescribed under Section 149 of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Naveen Bansal fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. Mr. Naveen Bansal only gets sitting fees for attending the meetings of the Board & its Committees, the sitting fees will be determined by the Board.

Mr. Naveen Bansal and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item no 7:

The Members at the 40th Annual General Meeting held on 04th September, 2017 approved the appointment of Mr. Kartik Narayan Singh as Whole-time Director of the Company for a period of three years with effect from 11th February, 2017. Mr. Kartik Narayan Singh completed his present terms on 10th February, 2020.

The Board of Director of the Company ('the Board') at the meeting held on 03rd February, 2020, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Kartik Narayan Singh as Whole-time Director of the Company, as set out in the Resolution relating to the re-appointment. The remuneration of Mr. Kartik Narayan Singh detailed below:-

SALARY

The remuneration of Rs.15.49 P.A. plus Leave Salary, will be payable to him during his tenure and which may be revised from time to time by the Board up to the limit prescribed in Schedule V of The Companies Act, 2013.

PERQUISITES

The above remuneration is inclusive of Bonus, Medical expenses and LTA. Mr. Kartik Narayan Singh shall also be entitled for 30 days leave per year. However, he may encash the leave as per the Company Policy.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Kartik Narayan Singh has been received by the Company, and consent have been filed by Mr. Kartik Narayan Singh pursuant to Section 152 of the Act. Additional information in respect of Mr. Kartik Narayan Singh, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Report and Accounts.

ANNEXURE II TO THE NOTICE



THE SCOTTISH ASSAM (INDIA) LTD

Details of Directors seeking appointment/re-appointment at the Annual General Meeting [Pursuant to regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name	Mr. Golam Momen	Mr. Ghanshyam Das Gupta	Mr. Naveen Bansal	Mr. Hemant Kumar Agrawal	Mr. Kartik Narayan Singh
DIN	00402662	00174114	00720211	00355116	07779482
Date of Birth	06/06/1933	28/11/1947	12/01/1965	04/06/1965	24/07/1958
Date of appointment	27/07/2015	27/07/2015	13/02/2015	26/05/2015	11/02/2017
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	Tea estate management
Qualification	Graduation	Chartered Accountant	Graduation	Graduation	Graduation
Terms and condition of appointment/ Reappointment	Re-appointment as an Independent Director	Re-appointment as an Independent Director	Re-appointment as an Independent Director	Re-appointment of Retiring by rotation	Reappointment of Retiring by rotation
Last drawn remuneration	Not Applicable	Not Applicable	Not Applicable	Not Applicable	15.49 lakhs
Relationship with other director and Key managerial personnel	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Directorship in companies	Harrisons Malayalam Ltd Baghmari Tea Co Ltd Kanco Tea & Industries Ltd Digjam Ltd Bengal Tea & Fabrics Ltd Empire & Single Tea Ltd Apeejay Tea Ltd White Cliff Tea Pvt. Ltd	Victor Properties (P) Ltd Nezone Estates Pvt. Ltd. Canning Mercantiles Pvt.Ltd. Martina Properties Pvt. Ltd Canning properties Pvt. Ltd	Amar Jyoti Products Pvt. Ltd Shree Siddhi Silicones Pvt. Ltd Nirvan Commercial Co Ltd Hopworkz Restaurants Pvt. Ltd Spray Finance Ltd Revel Solutions Pvt. Ltd Seven Seas Port Pvt. Ltd	Raman And Company Pvt. Ltd Arvin and Company Pvt. Ltd Aar vie Trading Company Pvt. Ltd Miracle Dealers Pvt. Ltd Devbhumi Vanijya Pvt. Ltd Rudrapriya Dealcom Pvt. Ltd Castleton Outsource Ltd Castleton Capital Pvt. Ltd Vashulinga Finance Pvt. Ltd.	Nil
Chairman/Member in the Committees of the Boards of the Companies	11	1	1	Nil	Nil
No of shares held in the Company	800	100	Nil	300	Nil
No. of meetings of the Board attended during the year	4	4	4	1	1