



**NOTICE**

**NOTICE** is hereby given that the **45<sup>th</sup> Annual General Meeting** of the Members of **THE SCOTTISH ASSAM (INDIA) LIMITED** will be held on Wednesday, 21<sup>st</sup> day of September, 2022 at 11.30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:-

**ORDINARY BUSINESS :**

**1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended as on 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Members and now submitted to this Meeting be and are hereby approved and adopted."

**2. Declaration of Dividend**

To declare dividend of Rs. 6.00 per equity share (being 60% on face value of Rs. 10 per Share) for the financial year ended 31st March, 2022 and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, Dividend at the rate of 60% being Rs. 6.00 (Rupee Six Only) per equity share of the Company, for the year ended on 31st March, 2022 be and is hereby declared."

**3. Re-appointment of Director retiring by rotation**

To appoint a Director in place of Mr. Dharendra Kumar, Director (DIN: 00153773), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Dharendra Kumar (DIN: 00153773) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is reappointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**4. Appointment of Statutory Auditors**

To re-appoint M/s JKVS & Co., Chartered Accountants having Registration No. 318086E as Statutory Auditors of the Company from the conclusion of the 45th AGM until the conclusion of the 50th AGM and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit & Auditors) Rules, 2014 as amended from time to time and pursuant to recommendation of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of M/s. JKVS & Co., Chartered Accountant (Firm Registration No. 318086E) as the Statutory Auditors of the Company for another term of 5 consecutive years from the conclusion of this 45th Annual General Meeting till the



conclusion of the 50th Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix their remuneration."

**SPECIAL BUSINESS:**

**5. Appointment of Mr. Deepak Nagar (DIN: 01532015) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 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 and any other applicable Regulation of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. Deepak Nagar (DIN: 01532015) who was appointed as an Additional Director (Non-Executive Independent) of the Company on 30th May, 2022 and who holds office up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160(1) of the Companies Act, 2013 proposing candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director not liable to retire by rotation for a tenure of five consecutive years from 30th May, 2022 to 29th May, 2027 on the recommendation of the Nomination and Remuneration Committee upon the terms and conditions set out in the Explanatory Statement annexed to the Notice."

**By order of the Board  
For Scottish Assam (India) Ltd.**

**Registered Office:**

**1, Crooked Lane,**

**Kolkata - 700 069**

**Date : 30<sup>th</sup> day of May, 2022**

Sd/-

**Ritu Bhatner**

**Company Secretary & Compliance Officer**

**Membership No. : A36291**

**NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof are annexed for your consideration and requisite action.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 and General Circular No. 02/2021 and 02/2022 dated 13th January, 2021 and 5th May, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common



venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA and SEBI Circulars, the 45th AGM of the Company is being held through VC/OAVM on Wednesday, 21st day of September, 2022 at 11:30 a.m. (IST). The deemed venue for the AGM will be the Registered Office of the Company.

3. **Since this AGM will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') pursuant to MCA and SEBI Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, Members will not be able to appoint proxies for this meeting. Hence Proxy Form, Attendance Slip and Route Map are not being annexed to this Notice.**
4. Corporate/Institutional Members (other than individuals/HUF, NRI, etc.) are requested to send a scanned copy (in PDF/JPG format) of the Board Resolution authorizing their representatives to attend the AGM through VC/OAVM on its behalf and vote, pursuant to Section 113 of the Act by e-mail at scottishassamcompliance@gmail.com
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this AGM. For this purpose, the Board of Directors of the Company ('the Board') have engaged the services of Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Board has appointed Mr. Pravin Kumar Drolia (PCS) of M/s. Drolia & Co, as the Scrutinizer for this purpose.
6. Remote e-voting will commence at **9.00 a.m. on 18th September, 2022** and will end at **5.00 p.m. on 20th September, 2022**, when remote e-voting will be blocked by CDSL.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **14th September, 2022 (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.
8. The Register of Member and Share Transfer Books of the Company shall remain closed from 15th September, 2022 to 21st September, 2022 (both days inclusive) for the purpose of the payment of Dividend and the 45th Annual General Meeting.
9. Pursuant to the provisions of 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 in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and, or update their residential status, PAN, category as per the IT Act with their depository participants ("DPs") or in case shares are held in physical forms, with the company by sending documents through email at absconsultant99@gmail.com on or before by **21st September, 2022 (upto 5.00 p.m.)**. The Company had communicated and provided information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2022 separately to the Members.
10. **SEBI vide Circular dated 3rd November, 2021 and 14th December, 2021 has mandated the furnishing of PAN, full KYC details (postal address, mobile number, e-mail id, bank details, Signature) and Nomination by holders of physical securities. In case any of the aforesaid details are not furnished by these holders of Physical shares then, w.e.f. 1st April, 2023, the folio of the aforesaid shareholders will be frozen by our Registrar and Share Transfer Agents ("RTA") ABS Consultant Pvt. Ltd. Accordingly, Members are requested to intimate immediately aforesaid details by downloading the required form from the Company's website i.e. www.scottishassam.com.**
11. Further, in order to receive the dividend in a timely manner, members holding shares in physical form who have not updated their mandate for receiving the dividend directly in their bank accounts through electronic clearing service or any other means are requested to send the following documents to our RTA- M/s. ABS Consultant Pvt Ltd Address: "Stephen House" Room No. 99, 6th Floor 4 B.B.D. Bag (East), Kolkata-700001.
  - a) A signed request letter by the first holder, mentioning the name, folio number, complete address and the following details relating to bank account in which the dividend is to be received:



- i) Name of Bank & Branch
  - ii) Bank account number
  - iii) Type of account
  - iv) IFSC Code
  - v) MICR Code
  - b) Original cancelled cheque bearing the name of the member or first holder, incase shares are held jointly
  - c) Self- Attested copy of the PAN card; and
  - d) Self Attested copy of any document (such as Aadhar card, driving license, election identity card, passport) in support of the address of the members as registered with the company. Members holding shares in electronic form may please note that their bank details as furnished by the respected depositories to the company will be considered for remittance of dividend as per the applicable regulation of the depositories and the company will not entertain any direct request from such members for change/addition/ deletion in such bank details. Accordingly, the members holding shares in Demat form are requested to update their electronic bank mandate with their respective ("DPs") further, please note that instructions, if any already given by members in respect of shares held in physical forms will not be automatically applicable to the dividend paid on shares held in electronic form.
12. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL/NSDL. Members may note that the Notice and Annual Report for the financial year 2021-22 will also be available on the Company's website [www.scottishassam.com](http://www.scottishassam.com), website of the Stock Exchange i.e. The Calcutta Stock Exchange Limited.
  13. The Notice of the 45th AGM and the Annual Report for the year ended 2021-22 is being emailed to all the Members whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL on the close of business hours on 19th August, 2022 and whose email ids are available. Any person who acquires shares and became Member after the aforesaid date, can obtain the same by downloading it from the Company's Website: [www.scottishassam.com](http://www.scottishassam.com) or may request for the same by writing to the Company at [scottishassamcompliance@gmail.com](mailto:scottishassamcompliance@gmail.com) or the Company's RTA at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).
  14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 500 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
  16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection through electronic mode.
  17. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM.
  18. Members are requested to intimate atleast Seven days before the Annual General Meeting to the Company query/ies, if any, regarding the accounts/notice to enable the management to keep the required information readily available at the meeting.
  19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for the transfer of securities including transmission and transposition and request for duplicate certificate shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to



dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, ABS Consultants Private Limited ("Registrar" or "RTA") at absconsultant99@gmail.com.

20. Pursuant to the provisions of Section 124(6) 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. 1.02 Lakh being unclaimed/ unpaid dividend of the Company for the financial year ended on 31st March, 2014 were transferred in 1st October, 2021 to IEPF.

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

<b>Dividends for the Financial Year</b>	<b>Date of declaration of Dividend</b>	<b>Due date for transfer to the IEPF</b>
2014-2015	27.07.2015	03.09.2022
2015-2016	22.07.2016	29.08.2023
2016-2017	04.09.2017	10.10.2024
2017-2018	28.08.2018	03.10.2025
2018-2019	30.08.2019	05.10.2026
2019-2020	29.09.2020	04.11.2027
2020-2021	29.09.2021	04.11.2028

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](http://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 2014-2015 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format.

21. 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 OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The voting period begins on **18/09/2022 at 09.00 a.m.** and ends on **20/09/2022 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 14/09/2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

● Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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 Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>● 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.</li></ul>
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"><li>● 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.</li></ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.





- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
  - 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 on.
  - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 **scottishassamcompliance@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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**



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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

#### **ANNEXURE - I TO THE NOTICE**

##### **Explanatory statement pursuant to Section 102 of the Companies Act, 2013:**

###### **Item No. 4:**

The Statutory Auditors, M/s. JKVS & Co. (Firm Registration No. 318086E) who have completed first terms of 5 years and are due to retire at the forthcoming Annual General Meeting, as per applicable provisions of the Companies Act, 2013 and rules made thereunder. M/s. JKVS & Co. have confirmed that the re-appointment, if made, would be in compliance with the statutory requirements under the Companies Act, 2013 and the Listing Obligations. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee has recommended to the Board of Directors, the re-appointment of M/s. JKVS & Co. as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the re-appointment of M/s. JKVS & Co. as the Statutory Auditors for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in way concerned or interested in this Resolution.

###### **Item No. 5:**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Deepak Nagar (DIN: 01532015) as an Additional Director (Non-Executive - Independent) of the Company with effect from 30th May, 2022 not liable to retire by rotation, who hold office up to conclusion of the ensuing Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of Mr. Deepak Nagar for Directorship of the Company. The Company has received a declaration from Mr. Deepak Nagar 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. Deepak Nagar 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.

Mr. Deepak Nagar has vast experience and he is also on the Board of other 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.

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.

#### **ANNEXURE II TO THE NOTICE**

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]

**THE SCOTTISH ASSAM (INDIA) LIMITED**

<b>Name</b>	<b>Mr. Dharendra Kumar</b>	<b>Mr. Deepak Nagar</b>
DIN	00153773	01532015
Date of Birth	27/11/1942	28/01/1972
Date of appointment	10/09/1999	30/05/2022
Experience in specific area	Extensive Knowledge & Experience as a Director for many years	Extensive Knowledge & Experience
Qualification	Graduation	Graduation
Terms and condition of appointment/ Re-appointment	Re-appointment as an non-executive Director, Liable to retire by rotation	Mr. Deepak Nagar is a Non-Executive independent director of the Company. His remuneration comprises of sitting fees only (as payable to Non-Executive director) He is not liable to retire by rotation.
Last drawn remuneration	Except sitting fees, no other remuneration is paid.	NIL
Skill and capabilities for the role and the manner for appointment as Independent Director	NotApplicable	He has vast experience and he is also on the Board of other Companies.
Relationship with other director and Key managerial personnel	NotApplicable	NotApplicable
Directorship in companies	M/s. R D Tea Ltd M/s. Shwetambra Investment & Trading Pvt Ltd M/s. Rosebud Commercial Co. Pvt Ltd M/s. Contemporary Polysacks Ltd M/s. Park Towers Investment and Services Private Limited M/s. S P B P Tea Plantation Limited	M/s. Strawberry Agro (OPC) Private Limited
Directorship held in other listed (excluding foreign companies & section 8 companies & private companies) as on March 31, 2022	M/s. JK Paper Limited M/s Bengal Tea & Fabrics Ltd	NIL
Name of the Listed Entity from which the director has resigned in past 3 years	NIL	NIL
Chairman/Member in the Committees of the Boards of the Listed Companies	A) Audit Committee- Member (Bengal Tea & Fabrics Limited ) B)Stakeholder Relationship Committee- Member (Bengal Tea & Fabrics Limited )	NIL
No of shares held in the Company	NotApplicable	NotApplicable
No. of meetings of the Board attended during the year	6	NotApplicable

\* Only Audit Committee and Stakeholder Relationship Committee are being considered