



NOTICE

NOTICE is hereby given that the **47th Annual General Meeting** of the Members of **THE SCOTTISH ASSAM (INDIA) LIMITED** will be held on Saturday, 21st September, 2024 at 3.00 p.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, 2024 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, 2024 including the Audited Balance Sheet as at 31st March, 2024, 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. 8.00 per equity share (being 80% on face value of Rs. 10 per Share) for the financial year ended 31st March, 2024 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 80% being Rs. 8.00 (Rupee Eight Only) per equity share of the Company, for the year ended on 31st March, 2024 be and is hereby declared."

3. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Hemant Kumar Agrawal, Director (DIN: 00355116), 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. Hemant Kumar Agrawal, Director (DIN: 00355116) 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."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Kartik Narayan Singh (DIN: 07779482) as Whole time Director for a period of 5 years:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Kartik Narayan Singh (DIN: 07779482) as a Whole-time Director of the Company, designated as Chief Executive Officer (CEO) and General Manager of



Heeleakh Tea Estate not liable to retire by rotation, for a period of 5 five years, on expiry of his present term of office i.e. from 11th February, 2025 to 10th February, 2030, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors based on the recommendation of the Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment as it may deem fit."

"RESOLVED FURTHER THAT the approval of the Members to the re-appointment of Mr. Kartik Narayan Singh in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a Director not liable to retire by rotation for 5 (five) years upto February 10, 2030."

"RESOLVED FURTHER THAT any Directors and Company Secretary & Compliance Officer be and are hereby severally authorised to file necessary e-forms and documents with Ministry of Corporate Affairs and to do all other such acts, deeds and things which are necessary to give effect to above resolution."

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

Registered Office:

1, Crooked Lane,

Kolkata - 700 069

Date : 8th day of August, 2024

**Ritu Bhatler
Company Secretary & Compliance Officer
Membership No. : A36291**

NOTES :

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 4 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as Annexure to this Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars") companies are allowed to hold the Annual General Meeting ('AGM"/the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue till 30th September, 2024.

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 47th AGM of the Company is being held through VC/OAVM on Saturday, 21st September, 2024 at 3.00 p.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. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. 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. 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.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 are 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 2023-24 will also be available on the Company's website www.scottishassam.com, website of The Calcutta Stock Exchange Limited i.e. www.cse-india.com. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 47th AGM of the Company, may send request to the Company's e-mail address at scottishassamcompliance@gmail.com mentioning Folio No./DP ID and Client ID.
8. According to the provisions 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.
9. The Board of Director has appointed Mr. Pravin Kumar Drolia, Practicing Company Secretary (Membership No. FCS 2366, CP No. 1362), as the Scrutinizer to scrutinize the remote e-Voting process of all the resolutions to be pass at AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast before as well as during the AGM) and will submit a consolidated Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to The Calcutta Stock Exchange Limited, where the shares of the Company is listed. The results along with the Scrutinizer's Report shall also be placed on the website of CDSL and will also be displayed on the Company's website at www.scottishassam.com
10. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 19, 2024 through e-mail on scottishassamcompliance@gmail.com. The same will be replied by the Company suitably.
11. Members holding shares either in physical or dematerialized mode, as on **cut-off date, i.e. September 14, 2024** may cast their votes electronically. The remote e-voting period commences on **Wednesday, September 18, 2024 at 9.00 a.m. (IST)** and end on **Friday, September 20, 2024 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 14, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. The Register of Member and Share Transfer Books of the Company shall remain closed from 15th September, 2024 to 21st September, 2024 (both days inclusive) for the purpose of the payment of Dividend and the 47th Annual General Meeting.



13. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id.
14. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members 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 on or before the record date i.e. September 14, 2024.
 - a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank and Bank Branch
 - ii) Bank account number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii) IFSC Code
 - iv) 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 of all holders; 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.
 - e) Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager.
 - f) Form SH 13 - Nomination form or ISR3 - to opt out from Nomination.The above Forms are available at Company's website i.e. www.scottishassam.com.
15. According 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 incase shares are held in physical forms, with the company by sending documents through email at absconsultant99@gmail.com on or before by **Saturday, 14th September, 2024 (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, 2024 separately to the Members.
16. 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. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. 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.
17. The Notice of the 47th AGM and the Annual Report for the year ended 2023-24 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 August 16, 2024 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 or may request for the same by writing to the Company at scottishassamcompliance@gmail.com or the Company's RTA at absconsultant99@gmail.com. Again the Members may obtain the login ID and password by sending a request to helpdesk.evoting@cDSL.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

18. 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 by the Members in electronic mode during the AGM. All documents referred to in the Notice will also be available for inspection through electronic mode from the date of circulation of this Notice upto the date of AGM, i.e. September 21, 2024. Members seeking to inspect such documents can send an email to scottishassamcompliance@gmail.com.
19. 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 AGM.
20. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The request for effecting transfer/transmission/transposition of securities shall be processed in the dematerialized form in order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, ABS Consultants Private Limited ("Registrar" or "RTA") at absconsultant99@gmail.com for assistance in this regard.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
22. Members are requested to note that 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. The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.

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
2016-2017	04.09.2017	11.10.2024
2017-2018	28.08.2018	04.10.2025
2018-2019	30.08.2019	06.10.2026
2019-2020	29.09.2020	05.11.2027
2020-2021	29.09.2021	05.11.2028
2021-2022	21.09.2022	28.10.2029
2022-2023	23.09.2023	30.10.2030



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. 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 the detail of such shareholders whose shares has been transferred /credited to the Demat Account of the IEPF Authority on its website: www.scottishassam.com. In view of this, Members/Claimant are requested to claim their unpaid/ unclaimed dividends from FY 2016-17 till date on or before October 3, 2024.

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 2015-2016 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format.

23. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars.
24. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made on or after September 25, 2024, to those members whose names are on the Company's Register of Members/ list of Beneficial Owners as at the close of the business hours on September 14, 2024 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
25. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.



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 **Wednesday, September 18, 2024 at 9.00 a.m. (IST) and end on Friday, September 20, 2024 at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 14, 2024 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 CDSL Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to cdsl website visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-2499 7000



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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- 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 Members of the Company at the 40th Annual General Meeting held on September 4, 2017 had approved the appointment of Mr. Kartik Narayan Singh (DIN: 07779482) as a Whole-time Director of the Company for a period of three (3) years with effect from February 11, 2017. Further the Members of the Company at the 43rd Annual General Meeting held on September 29, 2020 approved the re-appointment of Mr. Kartik Narayan Singh as a Whole-time Director of the Company designated as Chief Executive Officer (CEO) and General Manager of Heeleakh Tea Estate for a period of five years with effect from February 11, 2020 and his present terms will end on February 10, 2025.

The Board of Directors of the Company at its meeting held on August 8, 2024 has, subject to the approval of Members, recommend the re-appointment of Mr. Kartik Narayan Singh (DIN: 07779482) as Whole-time Director of the Company designated as Chief Executive Officer (CEO) and General Manager of Heeleakh Tea Estate for a period of five (5) years from the expiry of his present term, i.e. from February 11, 2025 to February 10, 2030 based on the recommendation of



Nomination & Remuneration Committee.

Mr. Kartik Narayan Singh will attain the age of seventy years on July 24, 2028. The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 4 as a Special Resolution in terms of Section 196(3) of the Companies Act, 2013.

Mr. Kartik Narayan Singh is not disqualified from being re-appointed as a Directors in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole-time Director designated as Chief Executive Officer (CEO) and General Manager of Heeleakh Tea Estate of the Company. Mr. Kartik Narayan Singh satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part-I of Schedule V to the Companies Act, 2013 for his re-appointment.

The remuneration of Mr. Kartik Narayan Singh for the next term of appointment will be as per detailed below:

SALARY

The remuneration of Rs. 15.49 P.A. plus Leave Salary will be payable to him during his tenure which may be revised from time to time by the Board upto 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.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kartik Narayan Singh under Section 190 of the Companies Act, 2013.

In terms of the Articles of Association of the Company, Mr. Kartik Narayan Singh is not liable to retire by rotation. Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) provides that in such cases, the continuation of the Director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Kartik Narayan Singh in terms of the resolution at Item No. 4 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (five) years upto February 10, 2030.

Approval of members is sought for the re-appointment of Mr. Kartik Narayan Singh as Whole-time Director of the Company designated as Chief Executive Officer (CEO) and General Manager of Heeleakh Tea Estate and his continuation as a director not liable to retire by rotation in terms of the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure II" to the Notice.

Except Mr. Kartik Narayan Singh, none of the Directors and Key Managerial Personnel of the Company is in any way concerned or interested, financially or otherwise in the resolution as set out in the item no. 4 of this Notice.

The Board of Directors recommends the aforesaid resolution(s) for approval of the members as a Special Resolution.



ANNEXURE - II TO THE NOTICE

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

Name	Mr. Hemant Kumar Agrawal	Mr. Kartik Narayan Singh
DIN	00355116	07779482
Date of Birth	04/06/1965	24/07/1958
Date of appointment	26/05/2015	11/02/2017
Experience in specific area	Extensive Knowledge & Experience as a Director for many years	Tea Estate Management
Qualification	Graduation	Bachelor degree in Economics along with Masters in Economics
Terms and condition of appointment/ Re-appointment	Re-appointment as a Non-executive Director, Liable to retire by rotation	Re-appointment as Whole-time Director, designated as Chief Executive Officer (CEO) and General Manager of Heelakh Tea Estate, not liable to retire by rotation.
Last drawn remuneration	Except sitting fees, no other remuneration is paid.	15.49 Lakhs
Relationship with other director and Key managerial personnel	Not Applicable	Not Applicable
Directorship in companies	1) M/s. Castleton Capital Pvt. Ltd. 2) M/s. Raman and Company Pvt. Ltd. 3) M/s. Arvind and Company Pvt. Ltd. 4) M/s. Vashulinga Finance Pvt. Ltd. 5) M/s. Miracle Dealers Pvt. Ltd. 6) M/s. Devbhumi Vanijya Pvt. Ltd. 7) M/s. Rudrapriya Dealcom Pvt. Ltd. 8) M/s. Castleton Outsource Ltd. 9) M/s. AAR VEE Trading Company Pvt. Ltd.	NIL
Directorship held in other listed (excluding foreign companies & section 8 companies & private companies) as on March 31, 2024	NIL	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	NIL	NIL
No of shares held in the Company	300	NIL
No. of meetings of the Board attended during the year	1	3

* Only Audit Committee and Stakeholder Relationship Committee are being considered