

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L01132WB1977PLC031175

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT9788P

(ii) (a) Name of the company

THE SCOTTISH ASSAM (INDIA)

(b) Registered office address

1 CROOKED LANE
KOLKATA
West Bengal
700069
India

(c) *e-mail ID of the company

scottishassamcompliance@gr

(d) *Telephone number with STD code

03322487062

(e) Website

www.scottishassam.com

(iii) Date of Incorporation

27/09/1977

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	The Calcutta Stock Exchange Limited	3

(b) CIN of the Registrar and Transfer Agent

U74140WB1991PTC053081

Pre-fill

Name of the Registrar and Transfer Agent

ABS CONSULTANT PVT.LTD.

Registered office address of the Registrar and Transfer Agents

4 B B D BAG (EAST), STEPHEN HOUSE,
R.NO.99, 6TH FLOOR,

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 21/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000	800,000	800,000	800,000
Total amount of equity shares (in Rupees)	20,000,000	8,000,000	8,000,000	8,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000	800,000	800,000	800,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000	8,000,000	8,000,000	8,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	61,817	738,183	800000	8,000,000	8,000,000	

Increase during the year	0	5,325	5325	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
x. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		5,325	5325			
Demat of Shares						
Decrease during the year	5,325	0	5325	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	5,325		5325			
Transfer of Physical Shares to Demat						
At the end of the year	56,492	743,508	800000	8,000,000	8,000,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

Date of registration of transfer (Date Month Year)							<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock						
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>				
Ledger Folio of Transferor				<input type="text"/>				
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>					
	Surname	middle name	first name					
Ledger Folio of Transferee				<input type="text"/>				
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>					
	Surname	middle name	first name					

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

352,367,818

(ii) Net worth of the Company

653,807,817

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	190,285	23.79	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	409,715	51.21	0	
10.	Others	0	0	0	
	Total	600,000	75	0	0

Total number of shareholders (promoters)

27

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	133,835	16.73	0	
	(ii) Non-resident Indian (NRI)	770	0.1	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	47,156	5.89	0	
10.	Others Investor Education and Pro	18,239	2.28	0	
	Total	200,000	25	0	0

Total number of shareholders (other than promoters)

977

Total number of shareholders (Promoters+Public/
Other than promoters)

1,004

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	27	27
Members (other than promoters)	1,013	977
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	0	4	0	3.05
B. Non-Promoter	1	4	1	4	0	0.11
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0.11
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	8	1	8	0	3.16

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DHIRENDRA KUMAR	00153773	Director	0	
DIVYA JALAN	00016102	Director	10,802	
SHASHI KUMAR	00199961	Director	13,288	
HEMANT KUMAR AGA	00355116	Director	300	
GOLAM MOMEN	00402662	Director	800	
GHANSHYAM DAS GU	00174114	Director	100	
NAVEEN BANSAL	00720211	Director	0	
GAURAV GUPTA	00015692	Director	0	01/04/2022
KARTIK NARAYAN SIN	07779482	Whole-time director	0	
MANOJ SUREKA	AJTPS2877H	CFO	0	
RITU BHATTER	AHXPC5209M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
YUGAL KISHORE CHA	AFWPC6716Q	CFO	12/08/2021	Cessation
MANOJ SUREKA	AJTPS2877H	CFO	12/08/2021	Appointment
SREYA BOSE	BJMPB9259C	Company Secretar	30/11/2021	Cessation
RITU BHATTER	AHXPC5209M	Company Secretar	10/03/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

* Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/09/2021	1,026	29	30.37

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/06/2021	9	3	33.33
2	30/06/2021	9	6	66.67
3	12/08/2021	9	9	100
4	12/11/2021	9	7	77.78
5	12/02/2022	9	8	88.89
6	10/03/2022	9	3	33.33

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	30/06/2021	3	2	66.67
2	AUDIT COMM	12/08/2021	3	3	100
3	AUDIT COMM	12/11/2021	3	3	100
4	AUDIT COMM	12/02/2022	3	3	100
5	NOMINATION	30/06/2021	3	2	66.67
6	NOMINATION	12/08/2021	3	3	100
7	NOMINATION	12/11/2021	3	3	100
8	NOMINATION	12/02/2022	3	3	100
9	STAKEHOLDE	30/06/2021	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	STAKEHOLDER	12/08/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/09/2022
								(Y/N/NA)
1	DHIRENDRA	6	6	100	0	0	0	Yes
2	DIVYA JALAN	6	6	100	0	0	0	Yes
3	SHASHI KUM.	6	4	66.67	0	0	0	Yes
4	HEMANT KUM	6	1	16.67	0	0	0	Yes
5	GOLAM MOM	6	3	50	12	9	75	Yes
6	GHANSHYAM	6	4	66.67	12	12	100	Yes
7	NAVEEN BAN	6	6	100	12	12	100	Yes
8	GAURAV GUF	6	4	66.67	0	0	0	Not Applicable
9	KARTIK NARA	6	2	33.33	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	KARTIK NARAYAN	WHOLE-TIME D	1,549,200	0	0	0	1,549,200
	Total		1,549,200	0	0	0	1,549,200

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	YUGAL KISHORE C	CFO	283,804	0	0	0	283,804

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRAVIN KUMAR DROLIA

Whether associate or fellow

Associate Fellow

Certificate of practice number

1362

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KARTIK
NARAYAN
SINGH
Digitally signed by
KARTIK NARAYAN
SINGH
Date: 2022.11.04
11:29:51 +0530

DIN of the director

07779482

To be digitally signed by

PRAVIN
KUMAR
DROLIA
Digitally signed by
PRAVIN KUMAR
DROLIA
Date: 2022.11.04
12:07:56 +0530

- Company Secretary
 Company secretary in practice

Membership number

2366

Certificate of practice number

1362

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

SCOT MEM.pdf THE SCOTTISH ASSAM MGT 8 2022.pdf Committee Meeting 2021-22.pdf Scottish Transmission and transfer to IEPP
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014 as amended]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined all the registers, records and relevant documents of **THE SCOTTISH ASSAM (INDIA) LIMITED** (the Company) (CIN: L01132WB1977PLC031175) as required to be maintained under the Companies Act, 2013 and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
- 1) its status under the Act;
 - 2) maintenance of registers/records & making entries therein within the time prescribed there for;
 - 3) filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time as applicable to the Company;
 - 4) calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 - 5) Closure of Register of Members;
 - 6) Transfer, transmission, sub-division, consolidation, re-materialisation or duplicate issue of security certificate as applicable during the year under review. The Company did not undertake any buy back of its security and conversion of its security during the year under review. The Company does not have any outstanding preference shares and debentures. The Company did not altered or reduced of its share capital;
 - 7) signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
 - 8) constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

- 9) approvals wherever required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities as the case may be under the various provisions of the Act;
- 10) appointment or ratification of appointment of Statutory Auditors as applicable to the Company as per the provisions of section 139 of the Act;
- 11) Borrowings from Public financial institutions, Banks and others and creation/ modification/ satisfaction of charges in that respect. The Company has not borrowed any amount from its Directors and Members of the Company during the said Financial year as per provision of section 180 of the Companies Act, 2013.
- 12) Transfer of amount of unpaid/ unclaimed dividend for the financial year 2014-15 and unclaimed Equity Shares thereon to the Investor Education and Protection Fund during the current financial year in accordance with section 125 of the Act,
- 13) Declaration and payment of Dividend to eligible Members of the Company as per relevant provisions of the Act,
- 14) contract/arrangement with related parties, which are on arm length basis and are in the ordinary course of business as specified in section 188 of the Act. Further there was no materially significant related party transactions made by the Company with promoters, key managerial personnel or other designated persons which may have potential conflict with interest the Company at large;
- 15) Investment made in securities and other instruments and Mutual funds as per provisions of section 186 of the Companies Act 2013

C. I, hereby further certify that: -

- i. The Company has not made any advances/loans to its Directors and/or persons or firms or Companies in contravention of provisions referred in section 185 of the Act;
- ii. The Company has not given any loan to any person or Body corporate or provide any guarantee or securities in relation to loan taken by other Bodies Corporate under the provisions of Section 186 of the Act
- iii. There was no transaction necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
- iv. The Company has not invited/accepted any deposits within the meaning of the applicable provisions of the Act;
- v. The Company has not altered any provisions of the Memorandum of Association and Articles of Association of the Company during the said financial year.
- vi. The Company has neither issued nor allotted any security to anybody under any law during the financial year under review

- vii. The Company does not have any Joint venture and Associate Company during the year under review.

PRAVIN KUMAR
DROLIA

Digitally signed by
PRAVIN KUMAR DROLIA
Date: 2022.10.15
13:23:37 +05'30'

Pravin Kumar Drolia
(Company Secretary in whole time practice)
FCS: 2366, CP: 1362
UDIN: F002366D001243738

Place: Kolkata
Date: 15/10/2022
Peer Review Unit Regn No: 1928/2022