



THE SCOTTISH ASSAM (INDIA) LTD

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/Pod-2/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and that the Resolution as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

The Board has appointed Mr. Pravin Drolia (Membership No. FCS 2366, CP No. 1362) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with ABS Consultant Pvt Ltd., Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 09.00 am (IST) on Friday, June 2, 2023 and ends at 05.00 p.m. (IST) on Saturday, July 1, 2023. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating by Assent (For) or Dissent (Against) for the said Resolution not later than 05.00 p.m. (IST) on Saturday, July 1, 2023.



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Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman or to any person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to Calcutta Stock Exchange Limited, where the Company's equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The result would also be uploaded on the websites of the Company at www.scottishassam.com and Calcutta Stock Exchange Limited at www.cse-india.com.

The last date of e-voting, i.e. Saturday, July 1, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Mr. Ravindra Suchanti (DIN No.: 00143116) as Non-Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and approvals of the Board of Directors, Mr. Ravindra Suchanti (DIN No.: 00143116) who was appointed as an Additional Director (Non-Executive and Independent) on the Board of Directors of the Company with effect from 27th April, 2023 in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and who has submitted the declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, be and is hereby appointed as an Non-Executive independent director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from 27th April, 2023 to 26th April, 2028 upon the terms and conditions set out in the Explanatory Statement."

"**RESOLVED FURTHER THAT** any one Director and Company Secretary & Compliance Officer be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary e-forms, documents, applications and returns with Ministry of Corporate Affairs for the purpose of giving effect to the aforesaid resolution."

2. Appointment of Mr. Azam Monem (DIN No.: 00023799) as Non-Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules made thereunder and



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applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and approvals of the Board of Directors, Mr. Azam Monem (DIN No.: 00023799) who was appointed as an Additional Director (Non-Executive and Independent) on the Board of Directors of the Company with effect from 27th April, 2023 in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and who has submitted the declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, be and is hereby appointed as an Non-Executive independent director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from 27th April, 2023 to 26th April, 2028 upon the terms and conditions set out in the Explanatory Statement.”

"RESOLVED FURTHER THAT any one Director and Company Secretary & Compliance Officer be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary e-forms, documents, applications and returns with Ministry of Corporate Affairs for the purpose of giving effect to the aforesaid resolution.”

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

Registered Office:
1, Crooked Lane,
Kolkata – 700 069
Date: 29.05.2023

Sd/-
Ritu Bhatler
Company Secretary & Compliance Officer

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolutions and the reasons thereof are annexed for your consideration and forms part of the Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company/depository participant(s), as on **Friday, May 26, 2023 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.



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Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

4. The Notice is also available on the website of the Company at www.scottishassam.com, on the website of the stock exchanges i.e. the Calcutta Stock Exchange Limited at www.cse-india.com and on the website of CDSL i.e. www.cdslindia.com.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulations 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its members. The instruction for e-voting annexed to this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, May 26, 2023 (“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 e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purpose only.
7. The resolution, if passed by the majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, July 1, 2023. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body’s Resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at droliapraavin@yahoo.com.
9. All the relevant documents referred to in this Notice and explanatory statement will be available for inspection by the members through electronic mode up to the last date specified for e-voting. Alternately, Members may also send their requests to scottishassamcompliance@gmail.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
10. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - **Commencement of voting: Friday, June 2, 2023 at 09:00 am (IST) End of voting: Saturday, July 1, 2023 at 05:00 pm (IST) (both days inclusive).**
 - The facility for voting through electronic means will be disable for voting by CDSL upon expiry of the aforesaid voting period.
11. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature etc.) and Nomination details as mandated by SEBI vide its circular



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SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios:

- Members holding shares in physical form: to the Company's RTA- ABS Consultant Private Limited, in prescribed Form ISR-1 and other forms as per instructions mentioned in the Form. The Company has already sent requisite communication to the members for furnishing these details. The forms can be downloaded from RTA's website www.absconsultant.in and such form are also available on the Company's website at www.scottishassam.com
 - Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
12. Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.
13. The Board of Directors has appointed Mr. Pravin Kumar Drolia (Membership No. FCS 2366, CP No. 1362) of M/s. Drolia & Company, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
14. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Monday, July 3, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
15. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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 **Friday, June 2, 2023 at 09.00 a.m.** and ends on **Saturday, July 1, 2023 at 5.00 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 **Friday, May 26, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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



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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 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	<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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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.</p>



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	<p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and click on registration option.</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 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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: https://eservices.nsd.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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</p>



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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.: 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 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.



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- 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 & 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



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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.

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 at toll free no. 1800 22 55 33.

Explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013:

Item No. 1:

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Ravindra Suchanti (DIN No.: 00143116) as an Additional Director (Non-Executive, Independent) of the Company with effect from 27th April, 2023 not liable to retire by rotation, subject to approval of the Members by way of Special Resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ravindra Suchanti will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the appointment of Mr. Ravindra Suchanti through this Postal Ballot.

The Company has received a notice under Section 160 of the Companies Act, 2013 signifying candidature of Mr. Ravindra Suchanti for Directorship of the Company. The Company has received a declaration from Mr. Ravindra Suchanti confirming that he meets the criteria of Independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ravindra Suchanti 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.



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In the opinion of the Board, Mr. Ravindra Suchanti 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.

Further, in the opinion of the Board, Mr. Ravindra Suchanti possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Ravindra Suchanti alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice. 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.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Ravindra Suchanti will be entitled to receive remuneration by way of sitting fees for attending the meeting of the Board in accordance with the provisions of the Companies Act, 2013.

Mr. Suchanti is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Director or Key Managerial Personnel.

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.

Item No. 2:

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Azam Monem (DIN No.: 00023799) as an Additional Director (Non-Executive - Independent) of the Company with effect from 27th April, 2023 not liable to retire by rotation, subject to approval of the Members by way of Special Resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Azam Monem will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the appointment of Mr. Azam Monem through this Postal Ballot.

The Company has received a notice under Section 160 of the Companies Act, 2013 signifying candidature of Mr. Azam Monem for Directorship of the Company. The Company has received a declaration from Mr. Azam Monem confirming that he meets the criteria of Independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Azam Monem 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.



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In the opinion of the Board, Mr. Azam Monem 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.

Further, in the opinion of the Board, Mr. Azam Monem possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Azam Monem alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice. 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.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Azam Monem will be entitled to receive remuneration by way of sitting fees for attending the meeting of the Board in accordance with the provisions of the Companies Act, 2013.

Mr. Monem is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Director or Key Managerial Personnel.

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.

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

Registered Office:
1, Crooked Lane,
Kolkata – 700 069
Date: 29.05.2023

Sd/-
Ritu Bhatler
Company Secretary & Compliance Officer

Details of Directors seeking appointment

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mr. Ravindra Suchanti	Mr. Azam Monem
Category/Designation	Independent	Independent
Director Identification Number	00143116	00023799
Date of Birth	07/12/1958	22/11/1959
Qualification	An alumni of Mayo College, Ajmer and St. Stephens College, Delhi, Post Graduation in History Hons	B. Com Graduate from St Xaviers College, Calcutta University.
Experience in specific area	Extensive Knowledge & Experience in Tea industry	Extensive Knowledge & Experience



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Terms and conditions of appointment	Mr. Ravindra Suchanti is a Non-Executive Independent Director of the Company. His remuneration comprises of sitting fees (as payable to Non-Executive Director). He is not liable to retire by rotation.	Mr. Azam Monem is a Non-Executive Independent Director of the Company. His remuneration comprises of sitting fees (as payable to Non-Executive Director). He is not liable to retire by rotation.
Last Drawn Remuneration	NIL	NIL
Skill and capabilities for the role and the manner for appointment as Independent Director	He has vast experience in tea industry and he was also on the Board of various tea companies, apart from being an advisor to several plantation groups. He has been a member of numerous tea committees. Presently, he is a serving member of the Manufacturing and Engineering Committee of the Tea Research Association, a premier tea research institute and the "Tea Council"- Tea Board of India.	He has vast experience in tea industry and he was also on the Board of various companies.
Relationship with other director and key managerial personnel	Not Applicable	Not Applicable
Directorship in Companies	NIL	NIL
Directorship held in other Listed (excluding foreign companies & Section 8 Companies & private companies)	M/s Jardine Henderson Limited M/s Kanco Tea & Industries Limited	NIL
Name of the Listed Entity from which the director has resigned in past 3 years	NIL	M/s Mcleod Russel India Limited
Chairman/Member in the Committees of the Board of the Listed Companies	Audit Committee-Member Jardine Henderson Limited Audit Committee-Member Kanco Tea & Industries Limited	NIL
No of Shares held in the Company	Not Applicable	Not Applicable
No. of meetings of the Board attended during the year	Not Applicable	Not Applicable