



GACL/CS/AC/ASE/AGM/46/Gen/19-20

9<sup>th</sup> August, 2019

**The National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
**MUMBAI** – 400 051.

**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
**MUMBAI** – 400 001.

Dear Sirs,

**Sub: Outcome of 85<sup>th</sup> Annual General Meeting**

We wish to inform you that 85<sup>th</sup> Annual General Meeting of the Company was duly convened on 9<sup>th</sup> August, 2019 at the Seminar Hall, S-18 (A & B) of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046.

Enclosed please find the following for your information and record:

1. The details regarding the Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Attached as Annexure-A)
2. Consolidated Report of the Scrutinizer dated 9<sup>th</sup> August, 2019. (Attached as Annexure-B)

Resolution Nos 1 to 7 as stated in the Notice dated 28<sup>th</sup> May, 2019 were passed by the Shareholders by requisite majority.

Thanking You,

**Yours faithfully,**  
**For GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

  
**Company Secretary**

Encl: a/a



**GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

Registered Office – C-4, Gillander House Netaji Subhas Road, Kolkata – 700 001

CIN: L51909WB1935PLC008194

Phone : +91-33 2230-2331 (6 Lines), 2242-9140 , Fax : +91-33-2230-4185

Website : www.gillandersarbuthnot.com; E-mail : gillander@gillandersarbuthnot.com

**VOTING DETAILS OF 85th ANNUAL GENERAL MEETING (AGM)**

Date of the AGM	9th August, 2019
Total Number of Shareholders on record date	11468
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	9
Public	82
Total	91
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	



**Agenda No. 1: Adoption of audited financial statements of the Company for the financial year ended on 31st March, 2019, the Reports of the Board of Directors and Auditors thereon.**

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	14671715	100.0000	14671715	0	100.0000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		14671715	100.00000	14671715	0	100.0000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>14689387</b>	<b>68.82742413</b>	<b>14680995</b>	<b>8392</b>	<b>99.94287032</b>	<b>0.057129681</b>

#Valid votes polled have been considered



Agenda No. 2: Re-appointment of Mr. Arun Kumar Kothari (DIN: 00051900) who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	0	0.00000	0	0		
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>17672</b>	<b>0.08280</b>	<b>9280</b>	<b>8392</b>	<b>52.51245</b>	<b>47.48755</b>

#Valid votes polled have been considered



Agenda No. 3: Ratification of remuneration payable to Cost Auditors of Tea and Textile Divisions of the Company for the financial year 2019-2020.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	14671715	100.00000	14671715	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14671715	100.00000	14671715	0	100.00000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>14689387</b>	<b>68.82742</b>	<b>14680995</b>	<b>8392</b>	<b>99.94287</b>	<b>0.05713</b>

#Valid votes polled have been considered



Agenda No. 4: Appointment of Mr. Kothaneth Ashok (DIN: 02272068), Additional Director, as an Independent Director for a period of five consecutive years with effect from 28th May, 2019

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	7905015	53.87930	7905015	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7905015	53.87930	7905015	0	100.00000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>7922687</b>	<b>37.12191</b>	<b>7914295</b>	<b>8392</b>	<b>99.89408</b>	<b>0.10592</b>

#Valid votes polled have been considered



**Agenda No. 5: Appointment of Mr. Charudatta Raghvendra Prayag (DIN: 08463106), Additional Director, as an Independent Director for a period of five consecutive years with effect from 28th May, 2019**

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	7905015	53.87930	7905015	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7905015	53.87930	7905015	0	100.00000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>7922687</b>	<b>37.12191</b>	<b>7914295</b>	<b>8392</b>	<b>99.89408</b>	<b>0.10592</b>

#Valid votes polled have been considered



**Agenda No. 6: Reappointment of Mr. Naresh Pachisia (DIN: 00233768), Independent Director for a period of 5 (five) consecutive years with effect from 9th August, 2019**

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting	No. of shares	No. of votes	% of votes	No. of votes in	No of votes	% of votes in	% of votes
Promoter & Promoter Group	E-Voting	14671715	7905015	53.87930	7905015	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7905015	53.87930	7905015	0	100.00000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>7922687</b>	<b>37.12191</b>	<b>7914295</b>	<b>8392</b>	<b>99.89408</b>	<b>0.10592</b>

#Valid votes polled have been considered

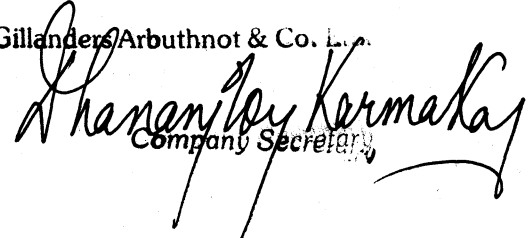




**Agenda No. 7: Approval to invite subscriptions for secured/unsecured redeemable nonconvertible debentures, in one or more series/tranches, aggregating up to Rs. 100 crores (Rupees One hundred crores), on private placement**

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)#	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14671715	14671715	100.00000	14671715	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14671715	100.00000	14671715	0	100.00000	
Public - Institutional holders	E-Voting	1264279	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Voting	5406352	8463	0.15650	71	8392	0.83890	99.16110
	Poll		9209	0.17030	9209	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		17672	0.32690	9280	8392	52.51240	47.48760
<b>Total</b>		<b>21342346</b>	<b>14689387</b>	<b>68.82742</b>	<b>14680995</b>	<b>8392</b>	<b>99.94287</b>	<b>0.05713</b>

#Valid votes polled have been considered

For Gillanders Arbuthnot & Co. L.  
  
 Company Secretary

**CS Shruti Singhania, B.Com(H), ACS**

**Practising Company Secretary**

**ANNEXURE - B**

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309, B.B. Ganguly Street, 2<sup>nd</sup> Floor, Room no. 5, Kolkata- 700012

**Consolidated Report of the Scrutinizer**

**[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]**

**To,**

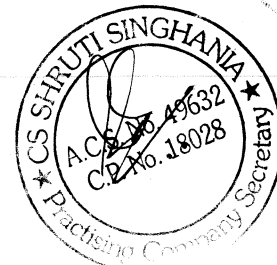
**The Chairman of the Board of Directors of  
Gillanders Arbuthnot and Company Limited  
C-4, Gillanders House  
Netaji Subhas Road  
Kolkata - 700 001**

**Dear Sir,**

Pursuant to the letter dated 28<sup>th</sup> May, 2019 issued by Gillanders Arbuthnot and Company Limited having CIN: L51909WB1935PLC008194 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 for the purpose of remote e-voting and voting by ballot process at the 85<sup>th</sup> Annual General Meeting of the Company on 9<sup>th</sup> August, 2019, I have examined the records of remote e-voting, ballots and other relevant papers as required for that purpose. 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 and the management representation letter of even date, I hereby submit my consolidated report w.r.t the aforesaid remote e-voting and voting by ballot process at the meeting as under:-

1. The shareholders of the Company had the option of voting on all the resolutions as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their votes at the venue of the meeting held on 9<sup>th</sup> August, 2019 at 10:30 A.M., if they had not casted their votes during remote e-voting. The voting at the meeting was commenced upon the instructions of the Chairman of the meeting.

GACL/108/09.08.2019



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**CS Shruti Singhania, B.Com(H), ACS  
Practising Company Secretary**

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309, B.B. Ganguly Street, 2<sup>nd</sup> Floor, Room no. 5, Kolkata- 700012

2. The remote e-voting was unblocked on 9<sup>th</sup> August, 2019 in the presence of two witnesses i.e. CS Sonam Agarwal and CS Siddhi Dhandharia, who are not in employment of the Company.
3. Particulars of all the remote e-voting and voting by ballot process as received at the meeting have been entered in a register separately maintained for the purpose.
4. The remote e-voting as well as the voting by ballot process at the meeting were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on the cut-off date i.e. 2<sup>nd</sup> August, 2019 as provided by the Registrar & Share Transfer Agent of the Company and the votes casted have been considered accordingly.
5. I am producing before you the ballot papers, register and the related records including print out of remote e-voting as available from the login Id from the website being www.evotingindia.com [as provided by Central Depository Services (India) Limited] for verification at your end at the time of submitting this report.
6. My duty was limited to scrutinise the voting and remote e-voting process in a fair and transparent manner.
7. Based on the above scrutiny, I hereby submit my consolidated report on voting on the 7 (Seven) resolutions as contained in item nos. 1 to 7 of the above-mentioned notice as follows:-



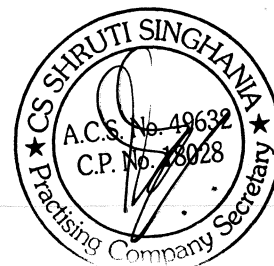
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**Practising Company Secretary**

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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	1,46,71,786	
	By Ballot Paper	9,209	
	Sub total (A)	1,46,80,995	99.94
	Votes cast against the proposed resolution		
	By Remote e-voting	8392	
	By Ballot Paper	0	
	Sub total (B)	8392	0.06
	<b>TOTAL (A) + (B)</b>	<b>1,46,89,387</b>	<b>100</b>

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
2.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	71	
	By Ballot Paper	9,209	
	Sub total (A)	9,280	52.51
	Votes cast against the proposed resolution		
	By Remote e-voting	8,392	
	By Ballot Paper	0	
	Sub total (B)	8,392	47.49
	<b>TOTAL (A) + (B)</b>	<b>17,672</b>	<b>100</b>



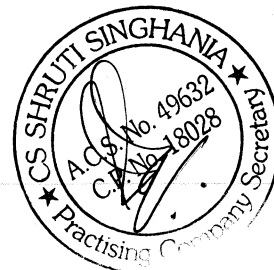
**CS Shruti Singhania, B.Com(H), ACS  
Practising Company Secretary**

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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	1,46,71,786	
	By Ballot Paper	9,209	
	Sub total (A)	1,46,80,995	99.94
	Votes cast against the proposed resolution		
	By Remote e-voting	8392	
	By Ballot Paper	0	
	Sub total (B)	8392	0.06
	<b>TOTAL (A) + (B)</b>	<b>1,46,89,387</b>	<b>100</b>

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
4.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	79,05,086	
	By Ballot Paper	9,209	
	Sub total (A)	79,14,295	99.89
	Votes cast against the proposed resolution		
	By Remote e-voting	8392	
	By Ballot Paper	0	
	Sub total (B)	8392	0.11
	<b>TOTAL (A) + (B)</b>	<b>79,22,687</b>	<b>100</b>



**CS Shruti Singhania, B.Com(H), ACS**  
**Practising Company Secretary**

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309, B.B. Ganguly Street, 2<sup>nd</sup> Floor, Room no. 5, Kolkata- 700012

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
5.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	79,05,086	
	By Ballot Paper	9,209	
	Sub total (A)	79,14,295	99.89
	Votes cast against the proposed resolution		
	By Remote e-voting	8,392	
	By Ballot Paper	0	
	Sub total (B)	8,392	0.11
	<b>TOTAL (A) + (B)</b>	<b>79,22,687</b>	<b>100</b>

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
6.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	79,05,086	
	By Ballot Paper	9,209	
	Sub total (A)	79,14,295	99.89
	Votes cast against the proposed resolution		
	By Remote e-voting	8392	
	By Ballot Paper	0	
	Sub total (B)	8392	0.11
	<b>TOTAL (A) + (B)</b>	<b>79,22,687</b>	<b>100</b>



**CS Shruti Singhania, B.Com(H), ACS  
Practising Company Secretary**

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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
7.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	1,46,71,786	
	By Ballot Paper	9209	
	Sub total (A)	1,46,80,995	99.94
	Votes cast against the proposed resolution		
	By Remote e-voting	8,392	
	By Ballot Paper	0	
	Sub total (B)	8,392	0.06
	<b>TOTAL (A) + (B)</b>	<b>1,46,89,387</b>	<b>100</b>

8. Decimals have been suitably rounded off, wherever required.

9. You may accordingly satisfy yourself and declare the result.

Thanking you,

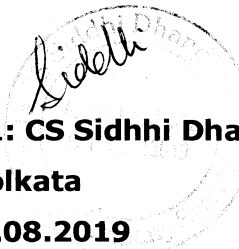
**Place: Kolkata  
Date : 09.08.2019**



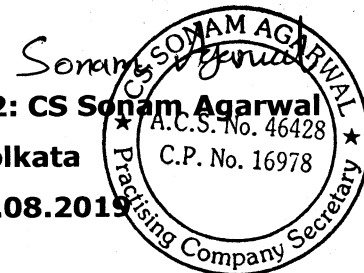
**CS Shruti Singhania  
Practising Company Secretary  
(A.C.S. No.: 49632 /C.P. No.: 18028)**

**ICSI Unique Code No.: I2017WB1592300**

**Witness 1: CS Sidhi Dhanadharia  
Place : Kolkata  
Date : 09.08.2019**



**Witness 2: CS Sonam Agarwal  
Place : Kolkata  
Date : 09.08.2019**



**Place: Kolkata  
Date: 09.08.2019**

**Countersigned by  
for (Chairman)  
As Authorised**