

21st August, 2020

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 Sir / Madam,

Postal Ballot Notice dated 14th August, 2020

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the Postal Ballot Notice along with explanatory statement dated 14th August, 2020 as sent to the Members on their registered Email address, seeking approval for the Special Business as set out in the said Postal Ballot Notice.

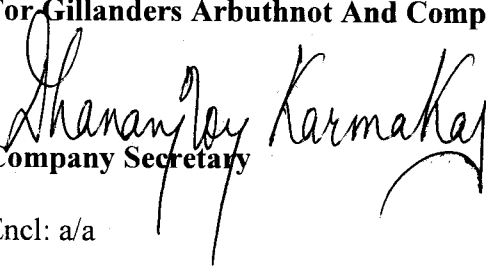
The e-voting period commences on Saturday, 22nd August, 2020 at 9:00 AM and ends on Sunday, 20th September, 2020 at 5:00 PM.

The said information is also being made available on the website of the Company i.e. www.gillandersarbuthnot.com

This is for your information and record.

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 – 700001
CIN: L51909WB1935PLC008194 Website: www.gillandersarbuthnot.com
Telephone No. 033-2230-2331(6 Lines) Fax No. 033-2230-4185
E-mail: secretarial@gillandersarbuthnot.com

POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members by passing resolution through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current scenario due to COVID-19 pandemic, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or a business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) by postal ballot up to 30th September, 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by email to all its members who have registered

their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In accordance with the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now proposes to obtain the consent of the members by way of Postal Ballot for the Resolution appearing below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is annexed.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility only provided by the Company.

RESOLUTION

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the regulations of SEBI (Listing Obligations and Disclosure Requirements) 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its power including the power conferred by this resolution), to enter into strategic partnership / sell / transfer / dispose off / divest the spinning mill unit known as “North India Spinning Mill’ (NISM) Unit situated at Village – Akbarpur, Ahmedgarh, District – Sangrur, Punjab 148021 (hereinafter referred to as the “Undertaking” or “NISM Unit”), together with all specified tangible and intangible assets, including land, and other assets in relation to the said Undertaking in a manner and on such terms and conditions, including consideration, as the Board may deem fit in the interest of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute the necessary documents including but not limited to Memorandum of Understandings, Agreement for sale, definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and / or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties, doubts that may arise in regard to strategic partnership / sell / transfer / dispose off / divestment of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements / documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Place: Kolkata

Date: 14th August, 2020

Registered Office: C-4, Gillander House,

Netaji Subhas Road, Kolkata – 700 001, India

CIN: L51909WB1935PLC008194

e-mail: secretarial@gillandersarbuthnot.com

By the Order of the Board

For Gillanders Arbuthnot and Company Limited

Sd/-

D. Karmarkar

Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency.

3. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 14th August, 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd. ("RTA").
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of Postal Ballot and all other communication to be sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form - Members are requested to directly register their email id/update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt Ltd as given below:

Link for email registration - <http://mdpl.in/form/email-update>

Link for PAN Updation - <http://mdpl.in/form/pan-update>
 - b. For the Members holding shares in demat form - Register/Update through respective Depository Participants (DPs) (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records)
6. Resolution, if passed by the Members through postal ballot, will be deemed to have been duly passed on the last date specified for the e-voting i.e. 20th September, 2020 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.

8. The Postal Ballot Notice is also placed on the website of the Company www.gillandersarbuthnot.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
9. The Board has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615), and / or CS Shruti Singhania, Practising Company Secretary, (ACS No.49632), as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his / her Report to the Chairman, or to any authorized representative of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before 22nd September, 2020.
10. The results of the postal ballot will be placed on the Company's website at www.gillandersarbuthnot.com and on the website of CDSL at www.evotingindia.com and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of SEBI Listing Regulations. The Company may also display the results of the postal ballot at its registered office.

11. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot forms. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

A. The instructions for e-voting are as under:

The e-voting period commences on Saturday, 22nd August, 2020 at 9:00 AM and ends on Sunday, 20th September, 2020 at 5:00 PM. During this period the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 14th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time.

B. The details of the process and manner for remote e-voting are explained below:

Instructions for Members for Remote e-Voting are as under:

- (i) The voting period begins on Saturday, 22nd August, 2020 at 9:00 AM and ends on Sunday, 20th September, 2020 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 14th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN for ‘Gillanders Arbuthnot and Company Limited’ on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

C. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolution proposed in this Notice:

- (i) For Physical shareholders- Members are requested to directly register their email id/update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt Ltd as given below:

Link for email registration - <http://mdpl.in/form/email-update>

Link for PAN Updation - <http://mdpl.in/form/pan-update>

- (ii) For Demat shareholders -, Register/Update through respective Depository Participants (DPs) (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records)
- (iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

D. Note for Non-Individual and Custodians

- (i) 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.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) 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.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- (v) 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.
 - (vi) Alternatively Non Individual shareholders are required 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 viz; officedkk@gmail.com and secretarial@gillandersarbutnot.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
12. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
13. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533.

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Section 180(1)(a) of the Companies Act, 2013 states that the Board of Directors of the Company shall sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only after taking the consent of the Company by way of a Special Resolution.

North India Spinning Mill’ (NISM) Unit situated at Village – Akbarpur, Ahmedgarh, District – Sangrur, Punjab 148021 (hereinafter referred to as the “Undertaking” or “NISM Unit”), is one of the Units of the Textile Division of the Company. NISM Unit is an ‘Undertaking’ as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

In light of the changing economic scenario and due to increasing competitive environment particularly, from the unorganized sector, the NISM Unit has not been contributing much to the profitability of the Company.

In the recent few years, the Company’s performance and profitability has been adversely affected, which has in turn affected the Company’s ability to service its debts. The economic situation arising due to the present pandemic has worsened the Company’s financial health.

The Board at its meeting held on 14th August, 2020 has decided to enter into strategic partnership / sell / transfer / dispose off / divestment of the spinning mill unit known as “North India Spinning Mill’ (NISM) Unit situated at Village – Akbarpur, Ahmedgarh, District – Sangrur, Punjab 148021, together with all specified tangible and intangible assets, including land, and other assets in relation to the said Unit in a manner and on such terms and conditions, including consideration, as the Board may deem fit in the interest of the Company.

The net proceeds of the sale will be utilized to reduce the existing debts or for enhancement of working capital of the Company or for general business purpose. The sale of the said Undertaking will not have any impact on the Company’s remaining businesses.

Closing of the Transaction is conditional *inter alia* upon passing of this Special Resolution by the Members of your Company and receipt of all the required approvals.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Special Resolution set out in this Notice.

The Board recommends the Special Resolution set out in this Notice for approval of the Members.

Place: Kolkata
Date: 14th August, 2020
Registered Office: C-4, Gillander House,
Netaji Subhas Road, Kolkata – 700 001, India
CIN: L51909WB1935PLC008194
e-mail: secretarial@gillandersarbuthnot.com

**By the Order of the Board
For Gillanders Arbuthnot and Company Limited**

**Sd/-
D. Karmarkar
Company Secretary**