



14<sup>th</sup> 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 Sirs,

**Sub: Outcome of 86<sup>th</sup> Annual General Meeting**

We wish to inform you that 86<sup>th</sup> Annual General Meeting of the Company was duly convened on 14<sup>th</sup> August, 2020 through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility.

Enclosed please find the following for your information and record:

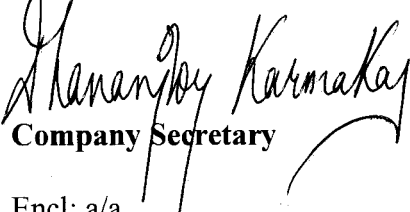
1. The details regarding the Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Attached as Annexure-A)
2. Consolidated Report of the Scrutinizer dated 14<sup>th</sup> August, 2020. (Attached as Annexure-B)

Resolution Nos 1 to 5 as stated in the Notice dated 30<sup>th</sup> June, 2020 were passed by the Members by requisite majority.

Thanking You,

**Yours faithfully,**

**For GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

  
**Company Secretary**

Encl: a/a

# **Deepak Khaitan & Co.**

## **Company Secretaries**

+91 90070 55560 /98303 06692 /33 4004 8935@khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7<sup>th</sup> Floor, Kolkata – 700 071

### **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 1<sup>st</sup> July, 2020 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 in respect of Notice of Annual General Meeting dated 30<sup>th</sup> June, 2020 issued in accordance with General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 and Circular No.20/2020 dated 5<sup>th</sup> May, 2020 for the purpose of remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting through video conferencing (VC), I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the online verification and examinations to the extent possible due to COVID-19 and subsequent lockdown situation, carried out by me and explanations furnished to me by the Company, its officers and agents I hereby submit my consolidated report w.r.t the electronic voting as under:-

#### **1. Remote E-voting & E-voting at the meeting**

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 e-votes at the meeting through VC

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held on 14<sup>th</sup> August, 2020 at 10:00 A.M., if they had not casted their votes during remote e-voting. .

### 2. Remote E-voting Process

- (a) The remote e-voting period remained open from Tuesday, 11<sup>th</sup> August, 2020 (9:00 a.m.) (IST) to Thursday, 13<sup>th</sup> August, 2020 (5:00 p.m.) (IST).
- (b) The votes cast were unblocked on Friday, 14<sup>th</sup> August, 2020 after the conclusion of meeting, in the presence of 2 witnesses, Siddhi Dhandharia and Shruti Singhania, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

SIDDHI  
DHANDHARIA

Digitally signed by SIDDHI DHANDHARIA  
DN: cn=SIDDHI DHANDHARIA,  
2.5.4.20=2b1973552f0999986721e4a7c2e8e7e2da9  
26fb2f539d2b45e17935a80247,  
postalCode=700053, street=397 BLOCK G, NEW  
ALIPORE KOLKATA,  
serialNumber=069b4022b79c85d3adce97604d2ce1  
8949b1633ec0b352616b10064627960fbb,  
cn=Personal, cn=SIDDHI DHANDHARIA,  
pseudoDn=a2458a7d4f1c6efb91128a:1aRidd51  
Date: 2020.08.14 17:41:21 +05'30'

SHRUTI  
SINGHANIA

Digitally signed by  
SHRUTI SINGHANIA  
Date: 2020.08.14  
17:21:39 +05'30'

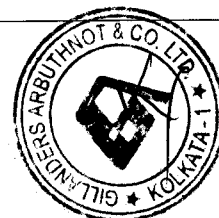
Name: Siddhi Dhandharia

Name: Shruti Singhania

- (c) Thereafter, the details containing, inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website of www.evotingindia.com [as provided by Central Depository Services (India) Limited].
- (d) Particulars of all the remote e-voting have been entered in a register separately maintained for the purpose.

### 3. E-Voting Process at the AGM

- (a) The e-voting at the meeting was commenced upon the instructions of the Chairman of the meeting for those shares who had not casted their votes during remote e-voting.
- (b) The e-voting at the meeting was scrutinized. The votes were reconciled with the records.
- (c) Particulars of all the e-voting at the meeting have been entered in a register separately maintained for the purpose.



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#### 4. Cut-off date

The equity shareholders of the Company as on the "cut-off" date, i.e., Friday, 7<sup>th</sup> August, 2020 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice calling the AGM).

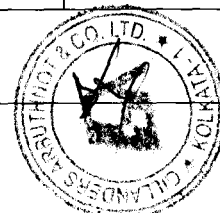
#### 5. Documents

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login Id from the website being [www.evotingindia.com](http://www.evotingindia.com) [as provided by Central Depository Services (India) Limited] for verification at your end at the time of submitting this report.

#### 6. Consolidated Tabulation

I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the meeting based on the reports generated by Central Depository Services (India) Limited and relied upon by me as under:-

Item No. 1 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
Remote e-voting	1,46,76,259	99.95	5,546	0.04	0
E-voting at the meeting	0	0	1,279	0.01	0
<b>Total</b>	<b>1,46,76,259</b>	<b>99.95</b>	<b>6,825</b>	<b>0.05</b>	<b>0</b>



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Item No. 2 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
Remote e-voting	1,46,76,263	99.95	5,542	0.04	0
E-voting at the meeting	0	0	1,279	0.01	0
<b>Total</b>	<b>1,46,76,263</b>	<b>99.95</b>	<b>6,821</b>	<b>0.05</b>	<b>0</b>

Item No. 3 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
Remote e-voting	1,46,76,263	99.95	5,542	0.04	0
E-voting at the meeting	0	0	1,279	0.01	0
<b>Total</b>	<b>1,46,76,263</b>	<b>99.95</b>	<b>6,821</b>	<b>0.05</b>	<b>0</b>

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Item No. 4 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
Remote e-voting	1,46,76,263	99.95	5,542	0.04	0
E-voting at the meeting	0	0	1,279	0.01	0
<b>Total</b>	<b>1,46,76,263</b>	<b>99.95</b>	<b>6,821</b>	<b>0.05</b>	<b>0</b>

Item No. 5 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
Remote e-voting	1,46,76,259	99.95	5,546	0.04	0
E-voting at the meeting	0	0	1,279	0.01	0
<b>Total</b>	<b>1,46,76,259</b>	<b>99.95</b>	<b>6,825</b>	<b>0.05</b>	<b>0</b>

CERTIFIED TRUE COPY



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## Company Secretaries

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### 7. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Circulars issued by the Ministry of Corporate Affairs, Government of India as mentioned hereinabove and the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 as amended relating to electronic voting on the resolutions contained in the Notice calling the AGM.

### 8. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting and e-voting at the meeting on the system provided by Central Depository Services (India) Limited, the Agency authorised under the Rules and engaged by the Company to provide electronic voting facilities and attendant papers/documents produced to me for my verification.

### 9. Restriction on Use

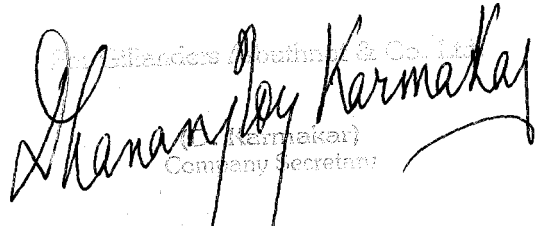
This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of Central Depository Services (India) Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

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

Thanking You

DEEPAK KUMAR KHAITAN  
Digitally signed by DEEPAK KUMAR KHAITAN  
Date: 2020.08.14 17:45:59 +05'30'

**CS Deepak Kumar Khaitan**  
**Practising Company Secretary**  
**(F.C.S. No.: 5615 /C.P. No.: 5207)**  
**UDIN : F005615B000581377**  
**ICSI Unique Code No.: I2003WB347200**  
**Deepak Khaitan & Co.**  
**ICSI Unique Code No.: S2019WB676500**  
**Dated 14<sup>th</sup> August, 2020 at Kolkata**

  
Shantanu Karmakar  
Company Secretary

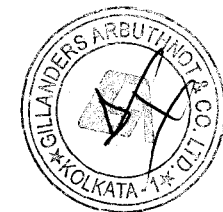
  
**Countersigned by**  
**(Chairman)**  
**Dated: 14.08.2020**



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 86th ANNUAL GENERAL MEETING (AGM)

<b>No. of shareholders present in the meeting either in person or through proxy :</b>	
Promoter & Promoter group	0
Public	0
<b>Total</b>	<b>0</b>
<b>No. of shareholders attended the meeting through Video Conferencing :</b>	
Promoter & Promoter group	10
Public	46
<b>Total</b>	<b>56</b>





**Agenda- wise disclosure (to be disclosed separately for agenda item)**

1 ORDINARY BUSINESSES:			To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2020, the Reports of the Board of Directors and Auditors thereon- 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	Evoting	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	Evoting	1115192	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	Evoting	5555439	10090	0.18160	4544	5546	45.03470	54.96530
	Poll		1279	0.02300	0	1279		100.00000
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		11369	0.20460	4544	6825	39.96830	60.03170
<b>Total</b>		<b>21342346</b>	<b>14683084</b>	<b>68.79789</b>	<b>14676259</b>	<b>6825</b>	<b>99.95352</b>	<b>0.04648</b>



2 ORDINARY BUSINESSES:			To appoint a Director in place of Mr. Mahesh Sodhani (DIN 02100322), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment- 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	Evoting	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	Evoting	1115192	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	Evoting	5555439	10090	0.18160	4548	5542	45.07430	54.92570
	Poll		1279	0.02300	0	1279		100.00000
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		11369	0.20460	4548	6821	40.00350	59.99650
<b>Total</b>		<b>21342346</b>	<b>14683084</b>	<b>68.79789</b>	<b>14676263</b>	<b>6821</b>	<b>99.95355</b>	<b>0.04645</b>



3 ORDINARY BUSINESSES:			Appointment of M/s. JKVS & Co. (FRN: 318086E), Chartered Accountant, as Auditor of the Company, for a period of 5 (Five) consecutive years from the conclusion of the 86th Annual General Meeting until the conclusion of the 91st Annual General Meeting of the Company– 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	Evoting	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	Evoting	1115192	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	Evoting	5555439	10090	0.18160	4548	5542	45.07430	54.92570
	Poll		1279	0.02300	0	1279		100.00000
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		11369	0.20460	4548	6821	40.00350	59.99650
<b>Total</b>		<b>21342346</b>	<b>14683084</b>	<b>68.79789</b>	<b>14676263</b>	<b>6821</b>	<b>99.95355</b>	<b>0.04645</b>



4 SPECIAL BUSINESSES:			To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2021 - 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	Evoting	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	Evoting	1115192	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	Evoting	5555439	10090	0.18160	4548	5542	45.07430	54.92570
	Poll		1279	0.02300	0	1279		100.00000
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		11369	0.20460	4548	6821	40.00350	59.99650
<b>Total</b>		<b>21342346</b>	<b>14683084</b>	<b>68.79789</b>	<b>14676263</b>	<b>6821</b>	<b>99.95355</b>	<b>0.04645</b>



5 SPECIAL BUSINESSES:			To approve invitation or offer to subscribe to Redeemable Non-Convertible Debentures on private placement-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
Promoter & Promoter Group	Evoting	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	Evoting	1115192	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	Evoting	5555439	10090	0.18160	4544	5546	45.03470	54.96530
	Poll		1279	0.02300	0	1279		100.00000
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		11369	0.20460	4544	6825	39.96830	60.03170
<b>Total</b>		<b>21342346</b>	<b>14683084</b>	<b>68.79789</b>	<b>14676259</b>	<b>6825</b>	<b>99.95352</b>	<b>0.04648</b>

