

GACL/CS/AB/ASE/CCM/75 /Gen/16-17

1st October, 2016

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

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
KOLKATA – 700 001.

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

Dear Sirs,

Sub: Results of voting for Court Convened Meeting held on 29.09.2016

Please refer to our Letter no GACL/CS/AB/ASE/CCM/72/Gen/16-17 dated 3rd September, 2016, wherein we had enclosed the Notice and explanatory statement of the Court Convened Meeting held on 29th September, 2016.

Enclosed please find

- i. The details regarding the voting results in the format prescribed under clause 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for your perusal and record.
- ii. Scrutinizer Report dated 1st October, 2016.

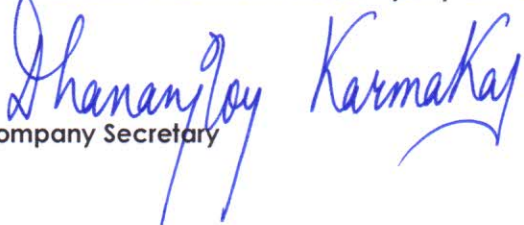
In connection with the above and pursuant to clause 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the resolution set forth in the Notice and explanatory statement were passed by the Shareholders by requisite majority.

This is for your information and necessary action.

Thanking You

Yours Faithfully

For **Gillanders Arbuthnot And Company Limited**


Company Secretary

Encl: a/a

Voting Result of the Court Convened Meeting

Date of the Court Convened Meeting	29.09.2016
Total number of shareholders on record date	15532
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	11
Public	525
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL
Public	NIL

Agenda no. 1: Resolved that the Scheme of Arrangement between Gillanders Arbuthnot And Company Limited and Barfani Builder Limited and their respective shareholders presented in Company Application No.611 of 2016 filed jointly by Gillanders Arbuthnot And Company Limited and Barfani Builder Limited before the Hon'ble High Court at Calcutta be and is hereby approved.

Resolution required: (Ordinary/Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled #	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[2/1]*100	(4)	(5)	(6)=[4/2]*100	(7)=[5/2]*100
Promoter and Promoter Group	E-voting	14671715	14487502	98.74443444	14487502	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	14671715	14487502	98.74443444	14487502	0	100	0
Public Institutions	E-voting	1263644	1187278	93.956684	1187278	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	1263644	1187278	93.956684	1187278	0	100	0
Public- Non Institutions	E-voting	5406987	25675	0.474848562	25106	569	97.783836	2.2161636
	Postal Ballot		2070	0.038283798	2070	0	100	0
	Total	5406987	27745	0.51313236	27176	569	97.94918	2.05082
TOATL		21342346	15702525	73.57450301	15701956	569	99.996376	0.0036236

Valid votes polled have been considered

For Gillanders Arbuthnot & Co. Ltd.

(Signature)
(D. Karmakar)
Company Secretary



CS Deepak Kumar Khaitan

B.Com(H), M.Com, F.C.S., DCG(ICS)

Practising Company Secretary

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☎: + 91 98303 06692 ✉:officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

Consolidated Report of the Scrutinizer

[In terms of Order dated 22nd August, 2016 of the Hon'ble Court at Calcutta]

To

Shri Dwaipayan Basu Mallick, Advocate, High Court at Calcutta

(Court appointed Chairperson of the Meeting of

Ordinary Shareholders of Gillanders Arbuthnot and Company Limited)

Dear Sir,

1. In terms of the order dated 22nd August, 2016 of the Hon'ble High Court at Calcutta I was appointed by Gillanders Arbuthnot and Company Limited having CIN: L51909WB1935PLC008194 (herein after referred to as the 'Company') to be the Scrutinizer for the purpose of scrutinizing the voting on the following resolution :-

" Resolved that the Scheme of Arrangement between Gillanders Arbuthnot And Company Limited and Barfani Builder Limited and their respective shareholders presented in Company Application No.611 of 2016 filed jointly by Gillanders Arbuthnot And Company Limited and Barfani Builder Limited before the Hon'ble High Court at Calcutta be and is hereby approved. "

2. The shareholders of the Company had the option of voting on the above resolution by casting their votes physically at the venue of the meeting held on 29th September, 2016 at 11:30 A.M., or electronically during the e-voting period commencing on 26th September, 2016 at 09:30 A.M. and ending on 28th September, 2016 at 5:00 P.M.
3. Immediately prior to commencement of the voting physically by ballot papers, I opened the ballot box and after showing the shareholders that the same was empty I locked the same at the meeting.
4. After the voting physically by ballot papers was over, I took custody of the ballot box and opened the same in presence of the shareholders and two witnesses who are not in the employment of the Company i.e. Ms.Siddhi Dhandharia and Ms.Prerna Verma.

Dwaipayan Basu Mallick



5. Thereafter the votes cast electronically was unblocked at the website being <https://www.evotingindia.com> (as provided by Central Depository Services Limited) on 29th September, 2016, also in the presence of the aforesaid two witnesses and thereafter the votes cast electronically as well as votes cast physically by ballot were scrutinized and counted.
6. Particulars of votes cast electronically as well as votes cast physically by ballot have been entered in a register separately maintained for the purpose.
7. The shareholding details were tallied with the closing status of the Register of Members on the cut-off date i.e. 22nd September, 2016 as provided by the Company and the votes cast have been considered accordingly. The validity of the ballot papers were checked, inter alia, as per the notes mentioned in the ballot papers and the Register of Members. The signatures of the members casting their votes physically, including signature on proxies, were also checked with records of the Company.
8. Based on the above scrutiny, I hereby submit my consolidated report on voting on the Resolution as aforesaid:-

	Particulars	No. of Members	No of votes cast	% of total no. of valid votes cast (Decimal upto 4 places)
A.	IN FAVOUR OF THE RESOLUTION			
	Electronically	20	15699886	99.9819
	Ballot Paper	124	2070	0.01318
	Sub Total (A)	144	15701956	99.9964
B.	AGAINST THE RESOLUTION			
	Electronically	9	569	00.0036
	Ballot Paper	0	0	00.0000
	Sub Total (B)	9	569	00.0036
C.	Total valid votes (A+B)	153	15702525	100
D.	Total invalid votes	27	622	

Deepak Khaitan



CS Deepak Kumar Khaitan

B.Com(H), M.Com, F.C.S., DCG(ICSI)

Practising Company Secretary

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9. In terms of the said order dated 22nd August, 2016 of the Hon'ble High Court at Calcutta, I am also handing over to you simultaneously with this report all the papers relating to the e-voting and the list of shareholders containing the necessary particulars as directed by the said Order.

Thanking you,

Place: Kolkata

Date: 01.10.2016



Signature:

Deepak Kumar Khaitan

Name: Deepak Kumar Khaitan

F.C.S. No.: 5615 / C.P. No.: 5207

ICSI Unique Code No. : I2003WB347200

Deepak Kumar Khaitan