



GACL/CS/AC/ASE/AGM/45/Gen/19-20

9TH 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 85th Annual General Meeting

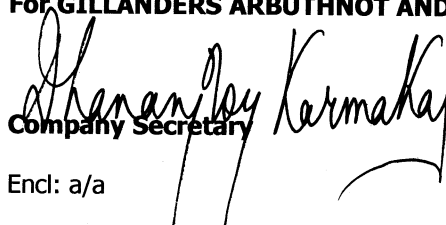
We wish to inform you that 85th Annual General Meeting of the Company was duly convened on 9th August, 2019 at the Seminar Hall, S-18 (A & B) of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046.

A summary of the proceedings of the 85th Annual General Meeting (AGM) of the Company, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been enclosed for your information and record (Annexure A)

Resolution Nos. 1 to 7 as stated in the Notice dated 28th 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

**Summary of the proceedings of the 85th Annual General Meeting of
Gillanders Arbuthnot And Company Limited**

The 85th Annual General Meeting (AGM) of the Members of Gillanders Arbuthnot and Company Limited was convened on Friday, the 9th August, 2019 at the Seminar Hall, S-18 (A & B) of the Science City, J.B.S. Haldane Avenue, Kolkata – 700 046 at 10-30 A.M.

- Mr. A. K. Kothari, Chairman of the Company, chaired the Meeting. The business before the Meeting was taken up as the quorum was present, which remained present throughout the Meeting. As per the records of attendance, 91 Members were present in person or through proxy at the Meeting.
- The Meeting was attended by all the Directors (except Dr. H. P. Kanoria, Independent Directors of the Company), Mr. P. K. Jain, Chief Financial Officer, Mr. D. Karmakar, Company Secretary, Mr. Anurag Singhi, Partner of Messrs Singhi & Co., Statutory Auditor, CS K. C. Dhanuka, Secretarial Auditor and CS Shruti Singhania, Scrutinizer.
- The Chairman covered the items of Ordinary Businesses and Special Businesses before the Meeting, as listed under Serial Nos. 1 to 7 of the Notice dated 28th May, 2019. He informed that there is no qualification, reservation or adverse remark in the Auditor's Report on the Financial Statements.
- The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the relevant Rules of the Act, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting. The Company had engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting period commenced at 9-30 A.M. on Tuesday, 6th August, 2019 and ended at 5-00 P.M. on Thursday, 8th August, 2019.
- The Chairman further informed the Meeting that the facility for voting through Ballot paper has been made available at the Meeting for the Members who have not cast their vote through e-voting.
- The Chairman informed that the Company has appointed CS Shruti Singhania, Practising Company Secretary, to scrutinize the e-voting and conduct the ballot process in fair and transparent manner.
- The Chairman of the Meeting invited the Members to raise questions, offer comments or seek clarifications on matters relating to Agendas stated in Notice dated 28th May, 2019 convening the 85th AGM of the Company. Questions were put up by few Shareholders which was replied to by the Chairman to the satisfaction of the Shareholders.
- Thereafter, the Chairman of the Meeting asked those Members who could not cast their vote through e-voting to then cast their vote through Ballot paper.
- Thereafter, the Chairman of the Meeting announced that the e-voting results shall be submitted to the Stock Exchanges in the prescribed format and the said results along with the Consolidated Report of the Scrutinizer, shall also be placed on the Company's website at www.gillandersarbuthnot.com and at CDSL website. He further informed that the results shall also be placed on the Notice Board of the Company at its Registered Office.
- Thereafter, voting by ballot process at the Meeting was conducted smoothly.

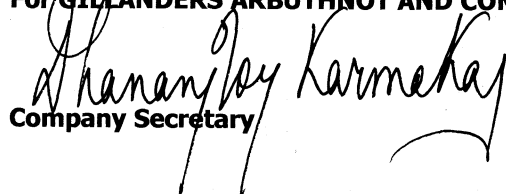


The Following resolutions have been passed by Members with requisite majority:

<u>Ordinary Businesses</u>	
1.	Adoption of the 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. – Ordinary Resolution
2.	Re-appointment of Mr. Arun Kumar Kothari (DIN 00051900), who retires by rotation, and being eligible, offers himself for re-appointment. – Ordinary Resolution
<u>Special Businesses</u>	
3.	Ratification of remuneration payable to Cost Auditors of Tea and Textile Divisions of the Company for the financial year 2019-2020. – Ordinary Resolution
4.	Appointment of Mr. Kothaneth Ashok (DIN: 02272068), Additional Director, as an Independent Director of the Company, for a period of 5 (Five) consecutive years with effect from 28th May, 2019. – Ordinary Resolution
5.	Appointment of Mr. Charudatta Raghvendra Prayag (DIN: 08463106), Additional Director, as an Independent Director of the Company, for a period of 5 (Five) consecutive years with effect from 28th May, 2019. – Ordinary Resolution
6.	Re-appointment of Mr. Naresh Pachisia (DIN: 00233768), as an Independent Director, for a period of 5 (five) consecutive years with effect from 09 th August, 2019. – Special Resolution
7.	Approval to invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches, aggregating up to Rs. 100 crores (Rupees One Hundred Crores), on private placement. – Special Resolution

The Meeting including the formalities relating to the Ballot process concluded at 11:30 P.M. with a vote of thanks to the Chair.

For **GILLANDERS ARBUTHNOT AND COMPANY LIMITED**


Company Secretary