



GACL/CS/SC/ASE/PBN/149/Gen/15-16

18th February, 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 Sir(s),

Re : Results of the Postal Ballot pursuant to Clause 44(3)

Please refer to our letter No. GACL/CS/SC/ASE/PBN/127/Gen/15-16 dated 12th January, 2016 wherein we had enclosed the Postal Ballot Notice along with Explanatory Statement and the form for seeking the approval of the Shareholders by three Special Resolutions.

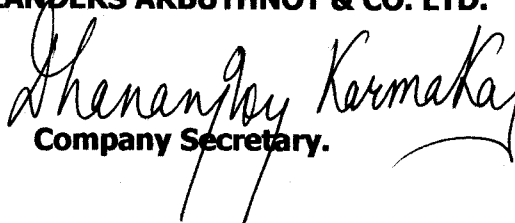
Enclosed please find :

- 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 17th February, 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 Resolutions No. 1, 2 and 3 mentioned in the aforesaid Notice were passed by the Shareholders by the requisite majority.

Please acknowledge receipt.

Yours faithfully,
For GILLANDERS ARBUTHNOT & CO. LTD.


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), 2242-1940 (3 Lines), 3022-4470 (4 Lines), Fax : +91-33-2230-4185
Website : www.gillandersarbuthnot.com (3 Lines), E-mail : gillanders@arbuthnot.com

Agenda no. 1: To Increase the Authorized Share Capital of the Company, with consequential amendment in the Memorandum of Association of the Company.

Agenda no. 2: To alter Article 4 of the Articles of Association of the Company.

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 (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 and Promoter Group	E-voting	14671715	14612789	99.60	14612789	0	100.00	0.00
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	Total	14671715	14612789	99.60	14612789	0	100.00	0.00
Public Institutions	E-voting	1191015	1187278	99.69	1187278	0	100.00	0.00
	Postal Ballot	72629	0	0.00	0	0	0.00	0.00
	Total	1263644	1187278	93.96	1187278	0	100.00	0.00
Public- Non Institutions	E-voting	4664840	19707	0.42	19357	350	98.22	1.78
	Postal Ballot	742147	6091	0.82	5878	213	96.50	1.58
	Total	5406987	25798	0.48	25235	563	97.82	2.18
TOATL		21342346	15825865	74.15	15825302	563	100.00	0.00

Agenda no. 3: To issue and offer 7.75% Cumulative Redeemable Preference Shares of Rs.100/- each on private placement basis to the Promoters / Promoter Group Company (ies) for an amount not exceeding Rs.30 crores.

Resolution required: (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held *	No. of votes polled #	% of Votes Polled on outstanding (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 and Promoter Group	E-voting	14671715	14612789	99.60	14612789	0	100.00	0.00
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	Total	14671715	14612789	99.60	14612789	0	100.00	0.00
Public Institutions	E-voting	1191015	1187278	99.69	1187278	0	100.00	0.00
	Postal Ballot	72629	0	0.00	0	0	0.00	0.00
	Total	1263644	1187278	93.96	1187278	0	100.00	0.00
Public- Non Institutions	E-voting	4664840	19707	0.42	19335	372	98.11	1.89
	Postal Ballot	742147	6091	0.82	5958	133	0.80	2.18
	Total	5406987	25798	0.48	25293	505	98.04	0.38
TOATL		21342346	15825865	74.15	15825360	505	100.00	0.00

* For the Purpose of this column E-Voting & Postal Ballot be read as "Shares held in Dematerialize Mode" and "Shares held in Physical Mode" respectively. Accordingly Number of Shares mentioned in this column represents the number of shares held by the concerned category in "Dematerialize Mode" and "Physical Mode" as the case may be.

Valid Votes casted only

For Gillanders Arbuthnot & Co. Ltd.

Shantanu Karmakar
Company Secretary

Report of the Scrutinizer

[In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 (as far as applicable) of The Companies (Management and Administration) Rules, 2014]

To**The Chairman****The Board of Directors of****Gillanders Arbuthnot and Company Limited****C-4, Gillander House****Netaji Subhas Road****Kolkata – 700 001****West Bengal****Dear Sir,**

Pursuant to the letter dated 29.12.2015 issued by Gillanders Arbuthnot and Company Limited having CIN : L51909WB1935PLC008194 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 110 of the Companies Act, 2013 read with Rule 22(5) of The Companies (Management and Administration) Rules, 2014 for the purpose of ascertaining the requisite majority in respect of Notice of Postal Ballot dated 01.01.2016 (hereinafter referred to as the 'postal ballot'), I have examined the postal ballots and other relevant papers and records (including e-voting) 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, I hereby submit my report w.r.t the aforesaid postal ballot (including e-voting) as under:-

1. The company has completed the despatch of the postal ballot forms along with business reply envelope on 12.01.2016 to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners at the close of working hours on 31.12.2015. The postage was paid by the Company. The list of shareholding has been provided by the Registrar & Share Transfer Agent and certified by the Company.
2. The e-voting was unblocked on 12.02.2016 in the presence of three witnesses who are not in employment of the Company i.e. CS Siddhi Dhandaria (Practising Company Secretary), Ms.Shruti Singhania (Management Trainee) and Ms.Perna Verma (Management Trainee) as prescribed by law and in addition thereto also in the presence of CS Dhananjoy Karmakar, Company Secretary of the Company.
3. The postal ballot forms were opened on 12.02.2016 in the presence of aforesaid three witnesses and 138 postal ballot forms were found.
4. Particulars of all the postal ballot forms (including e-voting) received from the Members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were duly scrutinized and the voting rights were reckoned as per list of members as on 31.12.2015 as mentioned in the notice of postal ballot dated 01.01.2016.
6. All postal ballot forms received upto 5.30 PM on 11.02.2016, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
7. There were 1350 envelopes containing postal ballot forms which were returned undelivered till the date of issue of this report and there was no defaced or mutilated ballot paper.



8. A summary of the postal ballot forms received for **item no. 1** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29321
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6169
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	6036
	• Electronic	14612789	1187278	19357
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	133
	• Electronic	0	0	350

9. A summary of the postal ballot forms received for **item no. 2** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29243
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6091
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	5878
	• Electronic	14612789	1187278	19357
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	213
	• Electronic	0	0	350

10. A summary of the postal ballot forms received for **item no. 3** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public – Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29243
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6091
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	5958
	• Electronic	14612789	1187278	19355
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	133
	• Electronic	0	0	372

11. I am producing before you the postal ballot forms received along with the envelopes, the postal ballot register and the related records (including print out of e-voting as available from the login Id from the website being <https://www.evotingindia.com> [as provided by Central Depository Services (India) Limited] for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting. Thereafter the same shall be handed over to you in terms of Rule 22(11) of The Companies (Management and Administration) Rules, 2014.
12. In my opinion, based on the above scrutiny, the resolutions at item nos. 1 to 3 of the above-mentioned notice may be considered to have been passed with requisite majority by means of postal ballot including voting by electronic means as understood herein below :-

Item. No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1	Votes cast in favour of the proposed resolution	15825460	99.9969
	Votes cast against the proposed resolution	483	0.0031
Total		15825943	100
2	Votes cast in favour of the proposed resolution	15825302	99.9964
	Votes cast against the proposed resolution	563	0.0036
Total		15825865	100
3	Votes cast in favour of the proposed resolution	15825360	99.9968
	Votes cast against the proposed resolution	505	0.0032
Total		15825865	100

CS Deepak Kumar Khaitan

Mobile : + 91 90070 55560

B.Com(H), M.Com, F.C.S., DCG(ICS) ☎: info@deepakkhaitan.com / khaitan52@gmail.com

Practising Company Secretary ☎ : + 91 98303 06692 ☎:officedkk@gmail.com

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

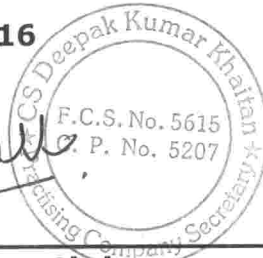
13. Decimals have been suitably rounded off, wherever required.
14. You may accordingly satisfy yourself and declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 17.02.2016

Deepak Khaitan



Signature of Scrutinizer -

**CS Deepak Kumar Khaitan
Practising Company Secretary
C.P.5615 / F.C.S. 5207**

A K Kothari



**Counter Signature of Chairman -
Arun Kumar Kothari for and on behalf
of Gillanders Arbuthnot and Company
Limited**