

**81<sup>ST</sup> ANNUAL GENERAL MEETING (AGM) of GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

|                                                                                                                                                                 |                                                                                                                                                                                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date of the AGM</b>                                                                                                                                          | <b>3<sup>rd</sup> September, 2015</b>                                                                                                                                                       |
| <b>Total Number of Shareholders on record date</b><br>(being the cut-off date for determining shareholders entitled to e-voting- 27 <sup>th</sup> August, 2015) | 16106                                                                                                                                                                                       |
| <b>No. of Shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:                                           | 13                                                                                                                                                                                          |
| Public:                                                                                                                                                         | 725                                                                                                                                                                                         |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:                                                     | N.A.                                                                                                                                                                                        |
| Public:                                                                                                                                                         |                                                                                                                                                                                             |
| <b>Mode of Voting</b>                                                                                                                                           | (i) Remote e-voting from 31 <sup>st</sup> August, 2015 at 9.30. A.M. to 2 <sup>nd</sup> September, 2015 at 5.00 P.M.<br>(ii) Postal Ballot (Clause 35B)<br>(iii) Ballot Process at the AGM. |

*Handwritten signature*



*Handwritten signature*

## Agenda –Wise

### **ORDINARY BUSINESSES:**

#### **Item No. 1 of the Notice - Ordinary Resolution**

Adoption of the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, the Reports of the Board of Directors and Auditors thereon.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2197                     | 2799                   | 43.98                                | 56.02                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571680</b>          | <b>2799</b>            | <b>99.98</b>                         | <b>0.02</b>                        |

#### **Item No. 2 of the Notice - Ordinary Resolution**

Re-appointment of Mr. A. K. Kothari (DIN 00051900) who retires by rotation, and being eligible, offers himself for re-appointment.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2196                     | 2800                   | 43.96                                | 56.04                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571679</b>          | <b>2800</b>            | <b>99.98</b>                         | <b>0.02</b>                        |



**Item No. 3(a) of the Notice - Ordinary Resolution**

Re-appointment of M/s. Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E) as the Auditor of the Company, to hold office for 5 (five) consecutive years for a term up to the conclusion of the 86<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2020.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2194                     | 2802                   | 43.92                                | 56.08                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571677</b>          | <b>2802</b>            | <b>99.98</b>                         | <b>0.02</b>                        |

**Item No. 3(b) of the Notice - Ordinary Resolution**

Ratification of re-appointment of M/s. Dutta Ghosh & Associates, Chartered Accountants, Kolkata, (Firm Registration No. 309088E), as Branch Auditor of GIS Cotton Mill, Champdany, a Unit of the Textile Division of the Company, to hold office till the conclusion of the 82<sup>nd</sup> Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2194                     | 2802                   | 43.92                                | 56.08                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571677</b>          | <b>2802</b>            | <b>99.98</b>                         | <b>0.02</b>                        |



**Item No. 3(c) of the Notice - Ordinary Resolution**

Ratification of re-appointment of M/s. Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), as Branch Auditor of Engineering (MICCO) Division of the Company, to hold office till the conclusion of the 82<sup>nd</sup> Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2194                     | 2802                   | 43.92                                | 56.08                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571677</b>          | <b>2802</b>            | <b>99.98</b>                         | <b>0.02</b>                        |

**SPECIAL BUSINESSES:****Item No. 4 of the Notice - Ordinary Resolution**

Ratification of remuneration payable to Cost Auditor of Engineering (MICCO) Division for the financial year 2014-15.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2197                     | 2799                   | 43.98                                | 56.02                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571680</b>          | <b>2799</b>            | <b>99.98</b>                         | <b>0.02</b>                        |



**Item No. 5 of the Notice- Ordinary Resolution**

Ratification of remuneration payable to Cost Auditors of Tea, Textile, Engineering (MICCO) and Chemical (Waldies) Divisions of the Company for the financial year 2015-16.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2197                     | 2799                   | 43.98                                | 56.02                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571680</b>          | <b>2799</b>            | <b>99.98</b>                         | <b>0.02</b>                        |

**Item No. 6 of the Notice - Ordinary Resolution**

Appointment of Mrs. Sucharita Basu De (DIN: 06921540), as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation, and to hold office for 5 (five) consecutive years for a term upto the conclusion of the 86<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2020.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2196                     | 2800                   | 43.96                                | 56.04                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571679</b>          | <b>2800</b>            | <b>99.98</b>                         | <b>0.02</b>                        |



**Item No. 7 of the Notice- Special Resolution**

Consent to the Board of Directors of the Company to offer or 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, from such persons and on such terms and conditions as the Board of Directors of the Company may determine from time to time.

| Promoter/Public                | 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    | 14671715           | 14569483            | 99.30                                   | 14569483                 | 0                      | 100                                  | 0                                  |
| Public – Institutional holders | 1263644            | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public-Others                  | 5406987            | 4996                | 0.09                                    | 2196                     | 2800                   | 43.96                                | 56.04                              |
| <b>Total</b>                   | <b>21342346</b>    | <b>14574479</b>     | <b>68.29</b>                            | <b>14571679</b>          | <b>2800</b>            | <b>99.98</b>                         | <b>0.02</b>                        |

All the resolutions with respect to the agenda items were passed by the requisite majority. The resolutions as approved by the Members of the Company in terms of the Notice 30<sup>th</sup> June, 2015 will form part of the Minutes of the 81<sup>st</sup> Annual General Meeting.

For **Gillanders Arbuthnot and Company Limited**



**A. K. Kothari**  
Chairman

**Place: Kolkata**

**Date: 5<sup>th</sup> September, 2015**

**Time: 10:30 A.M**





