

CS Deepak Kumar Khaitan

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

Practising Company Secretary

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GEM House, 5B Russell Street, Unit 7B, 7th 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]**

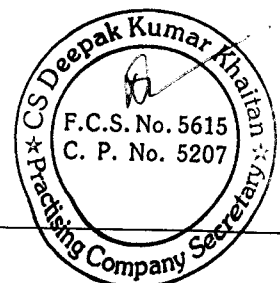
To

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

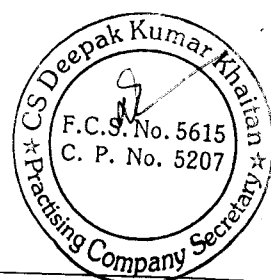
Dear Sir,

Pursuant to the letter dated 02.07.2015 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 30.06.2015, for the purpose of remote e-voting, voting by ballot process at the meeting and voting by postal ballot. I have examined the records of remote e-voting, ballots and other relevant papers 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 consolidated report w.r.t the aforesaid remote e-voting, voting by ballot process at the meeting and voting by postal ballot as under:-

1. The remote e-voting was unblocked on 03.09.2015 in the presence of two witnesses who are not in employment of the Company i.e. Ms.Pruna Verma and Ms.Karishma Chawla as prescribed by law and in addition thereto also in the presence of CS Dhananjay Karamakar, Company Secretary of the Company and CS Siddhi Dhandharia, Practising Company Secretary.

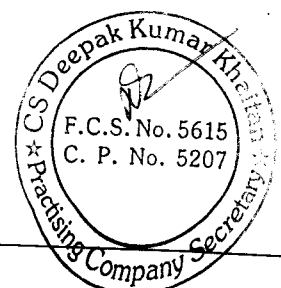


2. After the remote e-voting was unblocked as aforesaid, 261 remote e-voting entries were found.
3. No voting was received by postal ballot as per Clause 35B of the Listing Agreement.
4. Particulars of all the remote e-voting and voting by ballot process as received at the meeting have been entered in a register separately maintained for the purpose.
5. The remote e-voting as well as the voting by ballot process at the meeting were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on the cut-off date i.e. 27.08.2015 as forwarded by the Registrar & Share Transfer Agent of the Company and the votes casted have been considered accordingly.
6. I am producing before you the ballot papers, register and the related records including print out of remote e-voting as available from the login Id from the website being <https://www.evotingindia.com> (as provided by Central Depository Services 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.
7. Thereafter the same shall be handed over to you in terms of Rule 20(4)(xv) of The Companies (Management and Administration) Rules, 2014.
8. In my opinion, based on the above scrutiny, the 9 (nine) resolutions from item nos. 1 to 7 of the above-mentioned notice may be considered to have been passed with requisite majority 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		
	By Remote e-voting	14376447	
	By Ballot Paper	195233	
	Sub total (A)	14571680	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2798	
	By Ballot Paper	1	
	Sub total (B)	2799	0.02
	TOTAL (A) + (B)	14574479	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
2.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195233	
	Sub total (A)	14571679	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	1	
	Sub total (B)	2800	0.02
	TOTAL (A) + (B)	14574479	100



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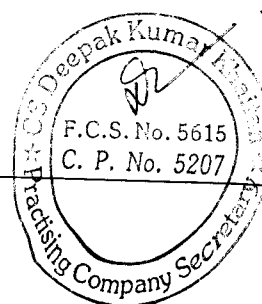
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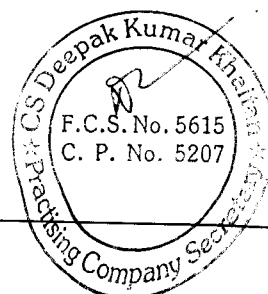
Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3(a).	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195231	
	Sub total (A)	14571677	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	3	
	Sub total (B)	2802	0.02
	TOTAL (A) + (B)	14574479	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3(b).	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195231	
	Sub total (A)	14571677	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	3	
	Sub total (B)	2802	0.02
	TOTAL (A) + (B)	14574479	100



Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3(c).	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195231	
	Sub total (A)	14571677	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	3	
	Sub total (B)	2802	0.02
	TOTAL (A) + (B)	14574479	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
4.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376447	
	By Ballot Paper	195233	
	Sub total (A)	14571680	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2798	
	By Ballot Paper	1	
	Sub total (B)	2799	0.02
	TOTAL (A) + (B)	14574479	100



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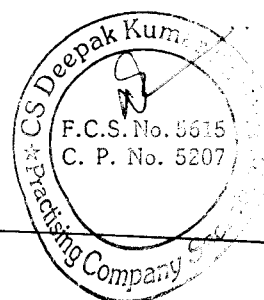
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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
5.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376447	
	By Ballot Paper	195233	
	Sub total (A)	14571680	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2798	
	By Ballot Paper	1	
	Sub total (B)	2799	0.02
	TOTAL (A) + (B)	14574479	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
6.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195233	
	Sub total (A)	14571679	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	1	
	Sub total (B)	2800	0.02
	TOTAL (A) + (B)	14574479	100



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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
7.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	14376446	
	By Ballot Paper	195233	
	Sub total (A)	14571679	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	2799	
	By Ballot Paper	1	
	Sub total (B)	2800	0.02
	TOTAL (A) + (B)	14574479	100

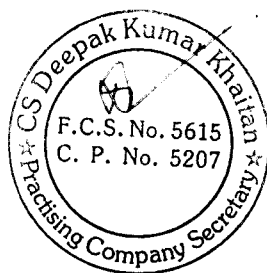
9. Decimals have been suitably rounded off, wherever required.

10. You may accordingly satisfy yourself and declare the result of the remote e-voting and voting by ballot process at the meeting.

Thanking you,

Place: Kolkata

Date: 04.09.2015

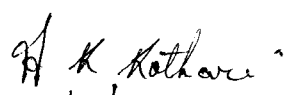



Signature of Scrutinizer

CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No. 5615 / C. P. No. 5207

Place: Kolkata

Date: 04.09.2015


5/9/2015
Countersigned by
Shri A.K Kothari
(Chairman)