

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

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 26.05.2014 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(3)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 26.05.2014 (hereinafter referred to as the 'e-voting'), I have examined the postal ballots and other relevant papers and records of 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 e-voting as under:-

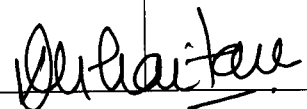
1. The company has completed the despatch of the notice of Annual General Meeting on 21.07.2014 to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners at the close of working hours on 04.07.2014. The list of shareholding has been provided by the Registrar & Share Transfer Agent and certified by the Company.



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2. The e-voting was unblocked on 11.08.2014 in the presence of two witnesses who are not in employment of the Company i.e. CS Siddhi Dhandaria (Practising Company Secretary) and Ms. Karishma Chawla (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 e-voting website was opened on 11.08.2014 in the presence of aforesaid three witnesses and 390 e-voting entries were found.
4. Particulars of all the e-voting received from the Members have been entered in a register separately maintained for the purpose.
5. The e-votings were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on 04.07.2014 and the votes casted have been considered accordingly.
6. A summary of the e-voting received for each of the proposed resolutions in the aforesaid notice i.e. **item no. 1, item no. 2, item no. 3, item no. 4, item no. 5, item no. 6(a), item no. 6(b), item no. 6(c), item no. 7, item no. 8, item no.9, item 10, item no.11, item no.12 and item no. 13** 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	14612789	0	24150
(c)	Less : Invalid Votes	0	0	0
(d)	Net Valid Votes	14612789	0	24150
(e)	Votes with assent (FOR) the resolution	14612789	0	21365
(f)	Votes with dissent (AGAINST) the resolution	0	0	2785



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7. I am producing before you the 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 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 20(3)(xiii) of The Companies (Management and Administration) Rules, 2014.
8. In my opinion, based on the above scrutiny, the resolutions at item nos.1 to 13 of the above-mentioned notice may be considered to have been passed with requisite majority by means of electronic means as understood herein below :-

Particulars	In terms of no. of Shares	Percentage out of valid votes cast
Votes cast in favour of the proposed resolution	14634154	99.98
Votes cast against the proposed resolution	2785	0.02
TOTAL	14636939	100

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

10. You may accordingly satisfy yourself and declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 13.08.2014



Signature of Scrutinizer

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