

23<sup>rd</sup> May, 2025

<b>The Manager, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051</b>	<b>The Secretary, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</b>
<b>Type of Security: Equity shares NSE Symbol : GILLANDERS</b>	<b>Type of Security: Equity shares BSE Scrip Code : 532716</b>

Dear Madam/Sir,

**Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2025.**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2025, issued by M/s. K.C. Dhanuka & Co., Practicing Company Secretaries.

This is for your information and record.

Yours truly,

For **Gillanders Arbuthnot and Company Limited**

---

**Rajat Arora**  
**Company Secretary and Compliance Officer**

**Encl:** As above

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

**Secretarial Compliance Report of  
Gillanders Arbuthnot and Company Ltd  
for the financial year ended March 31, 2025**

We have examined:

- a) all the documents and records made available to us and explanation provided by Gillanders Arbuthnot and Company Limited,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

For the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI(LODR),2015)
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period)



- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; (Not applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;

and circulars/ guidelines issued thereunder and based on the above examination, I/We hereby report that, during the Review Period

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guideline including specific clause)	Regulation/ Circular No.	Deviation	Action taken by	Type of action	Details of violation	Fine Amount	Observation/remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Outcome of the Financial Results for the Quarter ended 30 <sup>th</sup> September, 2024	Reg 30 of SEBI(LODR), 2015	By 1 minute to NSE	NIL	NIL	Delay by 1 of minute to NSE	NIL	Delay by 1 minute to NSE	Due to technical issues while uploading the outcome	NIL





- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observation/remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2024	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ Deviations and actions taken/ penalty/ imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA	NA	NA	NA	NA	NA	NA

I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation s/ Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	YES	—
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	YES	—



3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	YES	—
4.	<b><u>Disqualification of Director:</u></b>  None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	YES	—
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t</u></b>  a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries.	YES YES	—
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulation, 2015	YES	—
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	YES	—
8.	<b><u>Related Party Transactions:</u></b>  a) The listed entity has obtained prior approval of	YES	—





	Audit Committee for all related party transactions; or b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with the confirmation whether the transactions were subsequently approved/ ratified/rejected by the audit committee	YES	—
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	—
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	—
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), "if any:</u></b>  No action(s) has been taken against the listed entity its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars /guidelines issued thereunder (or) the actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange are specified in the last column	YES	No Action has been taken by SEBI or Stock Exchanges during the Review Period
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during	NA	No such event during the Review Period



	the financial year, the listed entity and/or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<b><u>Additional Non Compliances, if any:</u></b>  No additional Non Compliances observed for any SEBI regulation/circular/ guidance note, etc except as reported above.	NA	No such non-compliances during the Review Period

**Assumptions & Limitation of Scope and Review:**


- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of listed entity.
- This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and is neither an assurance as to future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Kolkata

Dated: 23<sup>rd</sup> May, 2025**K.C. DHANUKA & CO**

Company Secretaries

Firm Registration No.- S1988WB004200

  
23/05/2025**K. C. DHANUKA**

Proprietor

FCS-2204, CP-1247

Peer Reviewer Certificate No. 2776/2022

UDIN : F002204G000421997