



**POSTAL BALLOT FORM**

*(Please read the instructions printed overleaf carefully before completing this Form.)*

**Serial No. :**

Name and Registered address :  
of Sole / first named member

Name(s) of joint Holder(s), if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

**ELECTRONIC VOTING PARTICULARS**

*(Please read the e-voting instructions given overleaf before exercising the e-vote)*

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>Password</b>

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated June 30, 2014 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Item Description	No. of Shares	Nature of Voting Please tick (✓) in appropriate box below	
			I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Special Resolution pursuant to provisions of Sections 73 and 76 of the Companies Act, 2013, other applicable provisions of the said Act and the Companies (Acceptance of Deposits) Rules, 2014, as mentioned in Item No.1 of the Notice dated June 30, 2014.			
2.	Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013, as mentioned in Item No.2 of the Notice dated June 30, 2014.			
3.	Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, as mentioned in Item No.3 of the Notice dated June 30, 2014.			
4.	Special Resolution pursuant to Section 181 of the Companies Act, 2013, as mentioned in Item No.4 of the Notice dated June 30, 2014.			
5.	Special Resolution pursuant to Section 186 of the Companies Act, 2013, as mentioned in Item No.5 of the Notice dated June 30, 2014.			

Place :

Date :

\_\_\_\_\_  
Signature of sole / first share holder

Please send the postal ballot form in the envelope enclosed herewith.

Notes:

1. Last date for receipt of Postal Ballot Form by Scrutinizer is August 09, 2014.
2. For e-voting, please refer to the Notes and Instructions No. 15 on the reverse of this page.

## NOTES AND INSTRUCTIONS:

1. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business specified in the Notice is annexed hereto alongwith a Postal Ballot Form for your consideration.
2. As per Section 110(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice is proposed to be passed by Postal Ballot. The items of business may be transacted also through electronic voting system and the company is providing facility for voting by electronic means through the services of Central Depository Services (India) Limited (CDSL), as specified more fully in clause 15 hereunder. **Kindly note that the Shareholders can opt only one mode of voting i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case shareholders cast their vote by both physical postal ballot and e-voting then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.**
3. The Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on June 30, 2014.
4. The Notice and the results of the Postal Ballot alongwith the Scrutinizers report will also be available on the Company's website – [www.gillandersarbutnot.com](http://www.gillandersarbutnot.com).
5. The voting through e-voting facility and Postal Ballot Forms shall commence from Friday, at 9.30 a.m. on July 11, 2014 and shall end by the close of working hours on Saturday, at 5.30 p.m. on August 09, 2014.
6. The physical Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case shares are jointly held, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Holders of Power of Attorney (PoA) on behalf of a Shareholder may vote on the Postal Ballot mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned Postal Ballot Forms will be rejected.
7. Shareholders holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants ("DPs"). The signature should be verified by their Bankers/DPs by affixing a rubber stamp/ seal mentioning name and address of the Banker/DP and name, stamp and signature of the Authorised Signatory.
8. The Board of Directors of the Company has appointed CS Deepak Kumar Khaitan, a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with law in a fair and transparent manner.
9. Shareholders can exercise their voting rights either by using the attached Postal Ballot Form or through electronic means. No other form or photocopy of the attached Form will be permitted. The physical Postal Ballot Form, duly completed, signed and sealed, should be returned in the enclosed self addressed, postage paid envelope directly to the Scrutinizer so as to reach him before the close of working hours (5-30 p.m.) on August 09, 2014. Forms received after (5-30 p.m.) on August 09, 2014, shall be treated as invalid. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence by any other person authorized by the Chairman, on or before August 16, 2014 at the registered office of the Company.
10. There will be only one Postal Ballot Form for each Folio/Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.
11. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. Shareholders are requested to make all correspondences pertaining to postal ballot to the Registrar and Transfer Agent ("RTA"), i.e. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, Kolkata – 700 001, Tel. No.(033) 2243-5809/5029, Fax No. : (033) 2248 4787, E-mail : [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in).
13. A Member may request for a duplicate Postal Ballot Form from the RTA, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at item No. 9 above.
14. Relevant documents referred to in this Notice of Postal Ballot are open for inspection by the Members at the Registered Office of the Company at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. upto the date of declaration of the Result of the Postal Ballot.

15. **For those Shareholders opting for e-voting, the process and manner of e-voting will be as follows:**

**(A) In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
  1. For CDSL: 16 digits beneficiary ID,
  2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Postal Ballot Form.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <GILLANDERS ARBUTHNOT AND COMPANY LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy:**

(i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

**(C)** The voting through e-voting facility and Postal Ballot Forms shall commence from Friday, at 9.30 a.m. on July 11, 2014 and shall end by the close of working hours on Saturday, at 5.30 p.m. on August 09, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**(D)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).