



**GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

**Registered Office – C-4, Gillander House, Netaji Subhas Road, Kolkata – 700 001**

**CIN: L51909WB1935PLC008194**

**Phone : +91-33 2230-2331 (6 Lines), 2242-9140 (3 Lines), 3022-4470 (4 Lines),**

**Fax : +91-33-2230-4185**

**Website : [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com); E-mail : [gillander@gillandersarbuthnot.com](mailto:gillander@gillandersarbuthnot.com)**

81<sup>st</sup> Annual General Meeting  
Ballot Form  
(in lieu of e-voting)

Name(s) of the Shareholder(s) (including joint holders, if any)	:	
Registered address of the Sole/First named Shareholders	:	
Folio No./DP ID & Client ID*	:	
No. of Share(s) held	:	

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed for the businesses stated in the Notice dated 30<sup>th</sup> June, 2015, convening the 81<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, 3<sup>rd</sup> September, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the ( ✓ ) mark at the appropriate box below.

Particulars		Type of Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
<b>Ordinary Businesses</b>				
1.	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.	Ordinary		
2.	Re-appointment of Mr. A. K. Kothari (DIN 00051900) who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary		
3(a)	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.	Ordinary		
3(b)	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.	Ordinary		
3(c)	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.	Ordinary		

<b>Special Businesses</b>				
4.	Ratification of remuneration payable to Cost Auditor of Engineering (MICCO) Division for the financial year 2014-15.	Ordinary		
5.	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.	Ordinary		
6.	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.	Ordinary		
7.	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.	Special		

Place :

Date:

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Signature of Shareholder

Note : Kindly read the instructions carefully before filing the form.  
Valid Ballot Form to be received by the scrutinizers latest by 5.00 p.m. on 2<sup>nd</sup>September, 2015.

### **INSTRUCTIONS**

1. Members may fill up the Ballot Form and submit the same in a sealed envelope to CS Deepak Kumar Khaitan, Practicing Company Secretary (FCS No.5615), Secretarial Department, Gillanders Arbuthnot & Co. Ltd., C-4, Gillander House, Netaji Subhas Road, Kolkata – 700 001, so as to reach by 5.00 p.m. on 2<sup>nd</sup> September, 2015. Ballot Form received thereafter will strictly be treated as if not received.
2. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up ordinary share capital of the Company as on Thursday 27<sup>th</sup> August, 2015, being the cut-off date for e-voting purpose.
3. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
5. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Share Transfer Agent of the Company (i.e. M/s. Maheswari Datamatics Pvt. Ltd.) Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
9. The ballot form should be completed and signed by the sole/first named shareholder. In absence of the first named shareholder in a joint holding, the ballot form should be completed and signed by the next named shareholder. However, where the form is sent separately by the first named shareholder and joint holder(s), the vote of the first named shareholder would be valid.
10. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.