

# Singhi & Co.

## Chartered Accountants

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### AUDITOR'S CERTIFICATE

To,  
The Board of Directors,  
Gillanders Arbuthnot and Company Limited  
C-4, Gillanders House, Netaji Subhas Road,  
Kolkata – 700 001

In connection with the proposed Scheme of Arrangement approved by Board of Directors of Gillanders Arbuthnot and Company Limited ("the Company") having its Registered Office at C-4, Gillanders House, Netaji Subhash Road, Kolkata - 700001 under Section 391 to 394 of the Companies Act 1956 between the Company and Barfani Builder Limited and their respective shareholders, we, Singhi & Co, Chartered Accountants have examined the books of account, the Proposed Scheme and other relevant records and documents maintained by the company in the usual course of its business for the purpose of certifying the accompanying 'Undertaking in relation to Non-Applicability of paragraph I.A.9(a) of Annexure I of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November'2015.

The Management of the company is responsible for the preparation of the Undertaking and maintenance of proper books of account and such other relevant records as may be prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring internal controls relevant to the preparation of the Undertaking that is free from material misstatement, whether due to fraud or error Compliance with the SEBI Circular No. is also CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November'2015 is also the responsibility of the Company's management.

Our responsibility, for the purpose of this Certificate, is limited to-certifying the particulars contained in the Undertaking on the basis of the books of account, the proposed scheme and other relevant records and documents maintained by the company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and standards on Auditing issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we certify that, the Undertaking provided by Mr. D. K. Sharda, Managing Director & CEO of the company with respect to non applicability of paragraph I.A.9(a) of SEBI Circular CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November'2015 for the reason stated in the said Undertaking is true and correct.

This Certificate is issued at the request of the company for onward submission to the Hon'ble High Court at Calcutta, the Securities and Exchange Board of India, Registrar of Companies, National Stock Exchange, Bombay Stock Exchange, Calcutta Stock Exchange and to such other authorities as may be required for obtaining approval and making the proposed Scheme effective. This Certificate should not be used for any other purpose without our prior written consent.

### CERTIFIED TRUE COPY

For Gillanders Arbuthnot & Co. Ltd.

*Shanmugay Karmakar*  
Company Secretary



Place : Kolkata

Dated: the 31<sup>st</sup> day of March, 2016

For Singhi & Co.  
Chartered Accountants  
Firm Registration No.302049E

(Anurag Singhi)  
Partner  
Membership No.066274

**Undertaking as to non-applicability of requirement of approval of Scheme of Arrangement by majority of public shareholders through postal ballot/ e-voting in terms of paragraph I.A.9(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular") :**

This undertaking is given with reference to the proposed Scheme of Arrangement between Gillanders Arbuthnot And Company Limited ("GACL") and Barfani Builder Limited ("BBL") and their respective shareholders pursuant to paragraph I.A. 9(c) of Annexure I of the SEBI Circular.

The Scheme provides for reconstruction by transfer of Chemical (Waldies) Division of GACL to BBL, which is a subsidiary of GACL. GACL along with its nominees holds 100% of the total Issued, Subscribed and Paid up Share Capital of BBL.

GACL hereby undertakes that the requirement of approval of Scheme of Arrangement by majority of public shareholders through postal ballot/ e-voting in terms of paragraph I.A.9(a) of Annexure I of SEBI Circular is not applicable to GACL for the following reasons:-

i. Paragraph I.A.9 (a)(i)

*"Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity."*

Reasons for non-applicability

This paragraph is not applicable as the consideration for reconstruction by transfer of the Chemical (Waldies) Division of GACL to BBL in terms of the Scheme, is by way of BBL issuing and allotting 1,46,80,000 Equity Shares of Rs.10/- each credited as fully paid up in BBL to GACL itself.



Accordingly, it can be seen from the above that BBL will remain a subsidiary of GACL. BBL will issue and allot 1,46,80,000 Equity Shares of Rs.10/- each credited as fully paid up in BBL to GACL and there would be no allotment of additional share to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed entity.



ii. Paragraph 9(a)(ii)

*"Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group."*

Reasons for non-applicability

This paragraph is not applicable as the Scheme is between GACL and its wholly owned subsidiary i.e. BBL and thus it does not involve any arrangement between GACL and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

iii. Paragraph 9(a)(iii)

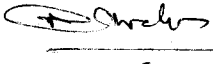

*"Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of Arrangement."*

Reasons for non-applicability

This paragraph is not applicable as the Scheme of Arrangement under consideration is for reconstruction by transfer of Chemical (Waldies) Division of GACL to BBL and not for merger of the subsidiary with the parent listed company.

In view of the aforesaid, the requirement of approval of Scheme of Arrangement by public shareholders through postal ballot and e-voting in terms of paragraph I.A.9(a) of Annexure I of the SEBI Circular is not applicable in the instant case. This undertaking is given accordingly.

**For Gillanders Arbuthnot And Company Limited**

  
D. K. Sharda  
Managing Director & CEO  
Date: 31<sup>st</sup> March, 2016  
Place: Kolkata  


**CERTIFIED TRUE COPY**  
For Gillanders Arbuthnot & Co. Ltd.

  
Shantanoy Karmakar  
Company Secretary

