



GACL/CS/AC/ASE/SCR/19/GEN/2019-2020

29<sup>th</sup> May, 2019

**The National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
**MUMBAI** – 400 051.

**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
**MUMBAI** – 400 001.

Dear Sirs,

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we enclose herewith the Secretarial Compliance Report of the Company from Messrs. K.C. Dhanuka & Co., Practising Company Secretaries, for the financial year ended 31st March, 2019.

This is for your information and record.

**Yours faithfully,**  
**For Gillanders Arbuthnot and Company Limited**

  
**Company Secretary**

Encl.: As above



# K.C. DHANUKA & CO

COMPANY SECRETARIES

419, CENTRE POINT  
21 HEMANTA BASU SARANI,  
KOLKATA 700 001  
Mobile : 98300 53619,  
E-mail : dhanuka419@yahoo.co.in

## ANNUAL SECRETARIAL COMPLIANCES REPORT

Secretarial compliance report of  
Gillanders Arbuthnot and company Limited  
For the year ended 31<sup>st</sup> March ,2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by Gillanders Arbuthnot and company Limited. ("the listed entity"),
- (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 certification,

for the year ended 31<sup>st</sup> March, 2019 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, 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:-





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Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NOT APPLICABLE				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable since this is the first year of the Report				

Place: Kolkata  
Date: 28<sup>th</sup> May 2019

K. C. DHANUKA & CO.  
Company Secretaries

K. C. DHANUKA  
Proprietor  
FCS-2204, CP-1247

28/05/2019