

80th Annual General Meeting (AGM) of GILLANDERS ARBUTHNOT & CO. LTD. – details of voting results

Date of the AGM:	14 th August, 2014
Total number of shareholders on record date : (being the cut-off date for determining shareholders entitled to e-voting - 4 th July, 2014)	16,003
No. of Shareholders present in the meeting either in person or through proxy :	
Promoter and Promoter Group:	14
Public :	1,737
No. of Shareholders attended in meeting through Video Conferencing :	
Promoter and Promoter Group:	NA
Public :	NA
Mode of Voting	E-voting

Agenda-wise

ORDINARY BUSINESS:

Item No.1 - Ordinary Resolution

Adoption of Accounts for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



Item No.2 - Ordinary Resolution**Approval payment of Dividend (8% Redeemable Cumulative Preference Shares) for the financial year ended 31st March, 2014.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

Item No.3 - Ordinary Resolution**Declaration of Dividend (Ordinary Shares) for the financial year ended 31st March, 2014.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

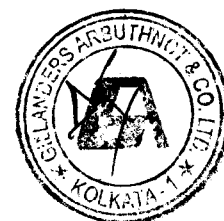


Item No.4 - Ordinary Resolution**Appointment of Mr. A. K. Kothari who retires by rotation and offers himself for re-election.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

Item No.5 - Ordinary Resolution**Appointment of Smt. P. D. Kothari who retires by rotation and offers herself for re-election.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



Item No.6 - Ordinary Resolutions**(a) Appointment of M/s. Singhi & Co., Chartered Accounts, as Auditor, for a period of one year from the conclusion of this AGM until the conclusion of the next AGM**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

(b) Appointment of M/s. Dutta Ghosh & Associates., Chartered Accounts, as Branch Auditor, for a period of four years from the conclusion of this AGM till the conclusion of the 84th AGM.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



(c) Appointment of M/s. Kothari & Company, Chartered Accounts, as Branch Auditor, for a period of three years from the conclusion of this AGM till the conclusion of the 83rd AGM.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

SPECIAL BUSINESSES

Item No.7 - Ordinary Resolution

Approval to remuneration of the Cost Auditors for the financial year ending on 31st March, 2015.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



Item No.8 - Ordinary Resolution**Appointment of Mr. Naresh Pachisia as an Independent Director for a period of five years with effect from the date of this AGM.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

Item No.9 - Special Resolution**Appointment of Mr. Jayant Narayan Godbole as an Independent Director for a period of five years with effect from the date of this AGM.**

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



Item No.10 - Special Resolution

Appointment of Dr. Hari Prasad Kanoria as an Independent Director for a period of five years with effect from the date of this AGM.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

Item No.11 - Special Resolution

Appointment of Mr. Harishchandra Maneklal Parekh as an Independent Director for a period of five years with effect from the date of this AGM.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02



Item No.12 - Special Resolution

Re-appointment of Mr. Dev Kishan Sharda as Managing Director designated as 'Managing Director & Chief Executive Officer (CEO)' for a period of three years with effect from 1st April, 2014.

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.6	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

Item No.13 - Special Resolution

Approval to payment of remuneration to Non-Executive Directors (including Independent Directors)

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	14671715	14612789	99.60	14612789	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public – Others	5406987	24150	0.45	21365	2785	88.47	11.53
Total :	21342346	14636939	68.58	14634154	2785	99.98	.02

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the Members of the Company, in terms of the Notice dated 26th May, 2014, will form part of the Minutes of the Annual General Meeting.

For Gillanders Arbuthnot & Co. Ltd.

Shenandoz Karmakar
Company Secretary