

RESULT OF THE POSTAL BALLOT

Based on the Report of CS Deepak Kumar Khaitan, Practicing Company Secretary, who was appointed as the Scrutinizer for conducting the Postal Ballot Process, the Resolutions, as mentioned in the Notice dated 1st January, 2016, has been approved by the members with requisite majority. Details of the postal ballot including voting by electronic means are provided herein below :-

Sl. No.	Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
(a)	1. Special Resolution pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013 – Increase of Authorised Share Capital of the Company.	Votes cast in favour of the proposed resolution	15825460	99.9969
(b)		Votes cast against the proposed resolution	483	0.0031
		Total	15825943	100
(a)	2. Special Resolution pursuant to provisions of Sections 5 and 14 of the Companies Act, 2013 – Alteration of Article 4 of the Articles of Association of the Company.	Votes cast in favour of the proposed resolution	15825302	99.9964
(b)		Votes cast against the proposed resolution	563	0.0036
		Total	15825865	100
(a)	3. Special Resolution pursuant to provisions of Sections 23, 42, 55 and 62 of the Companies Act, 2013 – Issue and offer 7.75% Cumulative Redeemable Preference Shares of Rs.100/- each on private placement basis.	Votes cast in favour of the proposed resolution	15825360	99.9968
(b)		Votes cast against the proposed resolution	505	0.0032
		Total	15825865	100

For GILLANDERS ARBUTHNOT AND COMPANY LIMITED

A.K. Kothari

A.K. Kothari
Chairman

Date : 18th February, 2016.

Place : Kolkata

Time : 3-00 P.M.

[Signature]



CS Deepak Kumar Khaitan

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Practising Company Secretary ☎ : + 91 98303 06692 ✉:officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

Report of the Scrutinizer

[In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 (as far as applicable) of The Companies (Management and Administration) Rules, 2014]

To

The Chairman

The Board of Directors of

Gillanders Arbuthnot and Company Limited

C-4, Gillander House

Netaji Subhas Road

Kolkata – 700 001

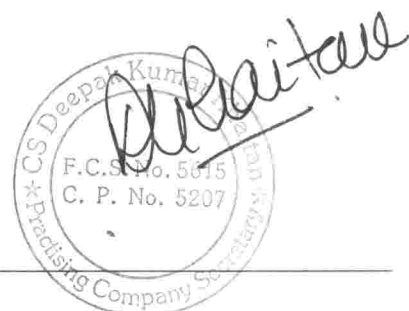
West Bengal

Dear Sir,

Pursuant to the letter dated 29.12.2015 issued by Gillanders Arbuthnot and Company Limited having CIN : L51909WB1935PLC008194 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 110 of the Companies Act, 2013 read with Rule 22(5) of The Companies (Management and Administration) Rules, 2014 for the purpose of ascertaining the requisite majority in respect of Notice of Postal Ballot dated 01.01.2016 (hereinafter referred to as the 'postal ballot'), I have examined the postal ballots and other relevant papers and records (including e-voting) as required for that purpose. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby submit my report w.r.t the aforesaid postal ballot (including e-voting) as under:-



1. The company has completed the despatch of the postal ballot forms along with business reply envelope on 12.01.2016 to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners at the close of working hours on 31.12.2015. The postage was paid by the Company. The list of shareholding has been provided by the Registrar & Share Transfer Agent and certified by the Company.
2. The e-voting was unblocked on 12.02.2016 in the presence of three witnesses who are not in employment of the Company i.e. CS Siddhi Dhandaria (Practising Company Secretary), Ms.Shruti Singhanian (Management Trainee) and Ms.Pruna Verma (Management Trainee) as prescribed by law and in addition thereto also in the presence of CS Dhananjay Karmakar, Company Secretary of the Company.
3. The postal ballot forms were opened on 12.02.2016 in the presence of aforesaid three witnesses and 138 postal ballot forms were found.
4. Particulars of all the postal ballot forms (including e-voting) received from the Members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were duly scrutinized and the voting rights were reckoned as per list of members as on 31.12.2015 as mentioned in the notice of postal ballot dated 01.01.2016.
6. All postal ballot forms received upto 5.30 PM on 11.02.2016, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
7. There were 1350 envelopes containing postal ballot forms which were returned undelivered till the date of issue of this report and there was no defaced or mutilated ballot paper.



8. A summary of the postal ballot forms received for **item no. 1** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29321
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6169
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	6036
	• Electronic	14612789	1187278	19357
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	133
	• Electronic	0	0	350

9. A summary of the postal ballot forms received for **item no. 2** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29243
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6091
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	5878
	• Electronic	14612789	1187278	19357
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	213
	• Electronic	0	0	350

10. A summary of the postal ballot forms received for **item no. 3** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public – Institutional Holders	Public Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	0	0	29243
	• Electronic	14612789	1187278	19707
(c)	Less : Invalid Votes			
	• Physical	0	0	23152
	• Electronic	0	0	0
(d)	Net Valid Votes			
	• Physical	0	0	6091
	• Electronic	14612789	1187278	19707
(e)	Votes with assent (FOR) the resolution			
	• Physical	0	0	5958
	• Electronic	14612789	1187278	19355
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	133
	• Electronic	0	0	372

11. I am producing before you the postal ballot forms received along with the envelopes, the postal ballot register and the related records (including print out of e-voting as available from the login Id from the website being <https://www.evotingindia.com> [as provided by Central Depository Services (India) Limited] for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting. Thereafter the same shall be handed over to you in terms of Rule 22(11) of The Companies (Management and Administration) Rules, 2014.
12. In my opinion, based on the above scrutiny, the resolutions at item nos. 1 to 3 of the above-mentioned notice may be considered to have been passed with requisite majority by means of postal ballot including voting by electronic means as understood herein below :-

Item. No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1	Votes cast in favour of the proposed resolution	15825460	99.9969
	Votes cast against the proposed resolution	483	0.0031
Total		15825943	100
2	Votes cast in favour of the proposed resolution	15825302	99.9964
	Votes cast against the proposed resolution	563	0.0036
Total		15825865	100
3	Votes cast in favour of the proposed resolution	15825360	99.9968
	Votes cast against the proposed resolution	505	0.0032
Total		15825865	100

CS Deepak Kumar Khaitan

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Practising Company Secretary ☎ : + 91 98303 06692 ☎:officedkk@gmail.com

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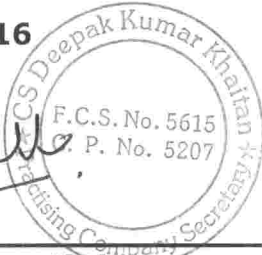
13. Decimals have been suitably rounded off, wherever required.
14. You may accordingly satisfy yourself and declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 17.02.2016

Deepak Khaitan



**Signature of Scrutinizer -
CS Deepak Kumar Khaitan
Practising Company Secretary
C.P.5615 / F.C.S. 5207**

A. K. Kothari



**Counter Signature of Chairman -
Arun Kumar Kothari for and on behalf
of Gillanders Arbuthnot and Company
Limited**