



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; E-mail : gillander@gillandersarbuthnot.com

NOTICE

Notice is hereby given that the **Eighty Second Annual General Meeting** of the Members of the Company will be held on **Wednesday, the 28TH DAY OF DECEMBER, 2016** at **11-30 A.M.** at the Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046, to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statement of the Company for the financial year ended on 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Prabhawati Devi Kothari (DIN 00051860), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s) the following Resolutions as **Ordinary Resolutions**:
 - (a) **"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the re-appointment of Messrs Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E), as Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the 83rd Annual General Meeting be and is hereby ratified, and the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor in connection with the said Audit."
 - (b) **"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the re-appointment of Messrs 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, from the conclusion of this Annual General Meeting till the conclusion of the 83rd Annual General Meeting be and is hereby ratified, and the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor in connection with the said Audit."
 - (c) **"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the re-appointment of Messrs Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), as Branch Auditor of Engineering (MICCO) Division of the Company, from the conclusion of this Annual General Meeting till the conclusion of the 83rd Annual General Meeting be and is hereby ratified, and the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor in connection with the said Audit."

SPECIAL BUSINESSES:

4. To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2017 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Tea, Textile, Engineering

(MICCO) and Chemical (Waldies) Divisions of the Company for the financial year ending on 31st March 2017, be paid the remuneration as set out in the statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

5. **To approve the Payment of Commission to Non-Executive Directors (including Independent Directors) and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the Rules made there under and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the payment of, in addition to the sitting fees paid for attending the meetings of the Board of Directors (the 'Board') or Committee(s) thereof and reimbursement of expenses, in accordance with the relevant provisions of the Articles of Association of the Company, commission to the Non-Executive Directors (including Independent Directors) of the Company for a period of 5 (five) years commencing from 1st April, 2016 at a rate not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in each year, but subject to such ceiling per annum, if any, as the Board may from time to time fix in this behalf, such commission being divisible amongst the Directors in such proportion and in such manner as may be decided by the Board".

By Order of the Board
For Gillanders Arbuthnot and Company Limited



D. Karmakar
Company Secretary and Compliance Officer

Date: 19th November, 2016.

Place : Kolkata

Registered Office:
C-4, Gillander House,
Netaji Subhas Road,
Kolkata – 700 001, India
CIN: L51909WB1935PLC008194
e-mail : secretarial@gillandersarbuthnot.com

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 82ND ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 15. Communication relating to remote e-voting, which inter-alia, contains details about User ID and password are being sent alongwith the copy of this Notice to the Members.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Brief resume of Smt. Prabhawati Devi Kothari (DIN 00051860), seeking re-appointment at the Meeting alongwith details of her other Directorships and shareholding in the Company pursuant to Regulations 26(4)

and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an annexure to this Notice.

- 5) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 21st December, 2016 to 28th December, 2016 (both days inclusive).
- 7) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, all unclaimed dividend till the financial year ended on 31st March, 2009 has already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid dividend will be transferred to IEPF from time to time. Members who have not yet encashed the dividend warrant(s), for the financial year 2009-2010 or any subsequent financial years are requested to submit their claims at the Registered Office of the Company. Please note that Section 124(6) of Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall be transferred to the IEPF. Hence, it is in the shareholders' interest to claim any uncashed dividends / unclaimed dividends. It may also be noted that once the unclaimed dividend is transferred to IEPF, as stated, no further claim shall be entertained by the Company in that respect.
- 8) The Ordinary Shares of the Company are listed on the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges and Annual Custody / Issuer fees to NSDL and CDSL for the financial year ending on 31st March, 2017.
- 9) Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent (RTA)-

Maheshwari Datamatics Pvt. Ltd.
(Unit : Gillanders Arbuthnot and Company Limited)
23, R. N. Mukherjee Road,
5th Floor, Kolkata – 700 001.

Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of the records.

- 10) Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 11) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for obtaining the Nomination Form.
- 12) The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
- 13) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 14) All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 27th December, 2016, and will also be available for inspection at the Meeting.
- 15) **Information and other instructions for Members relating to remote e-voting are as under:**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on **Wednesday, 21st December, 2016 (cut-off date fixed for this purpose)**. The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS

No. 5615), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are as follows:

- (i) The voting period begins on **Saturday, 24th December, 2016 at 9.30 A.M. and ends on Tuesday, 27th December, 2016 at 5.00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both Demat Shareholders as well as Physical Shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Gillanders Arbuthnot and Company Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Any person who acquire shares and becomes Member after dispatch of Notice of the 82nd Annual General Meeting and holds shares as on the 'cut off' date of 21st December, 2016, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com
- 16) The facility for voting shall be made available at the venue of the Meeting to the Members attending the Meeting who have not cast their votes by remote e-voting.
- 17) The result shall be declared forthwith upon receipt of the Scrutiniser's Report. The result declared along with the Scrutiniser's report shall be placed on the Company's website at www.gillandersarbutnot.com and on the website of CDSL immediately after the declaration by the Chairman of the Meeting and would also be communicated to the Stock Exchanges where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, had proposed to the Central Government, appointment of the Cost Auditors to conduct audit of the cost records of the Company for the financial year ending on 31st March, 2017, as detailed below:

Division	Cost Auditors	Audit fees
Tea	M/s. B. Ray & Associates	Rs.78,500/- plus reimbursement of out of pocket expenses.

Textile-North India Spinning Mill Unit	M/s. Rammani Sarkar & Co.	Rs.26,500/- plus reimbursement of out of pocket expenses.
Textile- GIS Cotton Mill Unit	M/s. Rammani Sarkar & Co.	Rs.24,000/- plus reimbursement of out of pocket expenses.
Engineering (MICCO)	M/s. D. Sabyasachi & Co.	Rs.40,000/- plus reimbursement of out of pocket expenses.
Chemical (Waldies)	M/s. D. Sabyasachi & Co.	Rs.30,000/- plus reimbursement of out of pocket expenses.

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing Ordinary Resolution, as set out in item no. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2017.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 27th December, 2016, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Pursuant to Sections 198 and 309 of the Companies Act, 1956, the Members of the Company at the 76th Annual General Meeting held on 7th September, 2010, had approved payment of commission to the Non-Executive Directors of the Company.

The current competitive business environment and the recent developments/changes in the Statutes, applicable to a listed Company, have imposed more responsibilities on the Non-Executive Directors (including Independent Directors) of the Company. The Directors are now required to devote more of their time and energy in the affairs of the Company. In view of the valuable services and contributions rendered by the Non-Executive Directors (including Independent Directors), it is recommended that Commission be paid to the Non-Executive Directors (including Independent Directors) of the Company in addition to the sitting fees payable for attending Board / Committee Meetings and reimbursement of expenses in relation thereto.

The Board will determine each year, the specific amount to be paid as commission to the Non-Executive Directors (including Independent Directors) which shall not exceed 1% (one percent) of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013. The Commission will be paid in such proportion and in such manner as the Board of Directors may determine, from time to time. This resolution, if passed, would be effective for a period of 5 (five) years commencing from financial year 1st April, 2016. The existing Articles of Association of the Company permits payment of commission to Non-Executive Directors (including Independent Directors).

None of the Directors/Key Managerial Personnel of the Company/their relatives, except all of the Non-Executive Directors (including Independent Directors) of the Company, are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 27th December, 2016, and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

By Order of the Board
For Gillanders Arbuthnot and Company Limited



D. Karmakar
Company Secretary and Compliance Officer

Date: 19th November, 2016
Place: Kolkata

Annexure

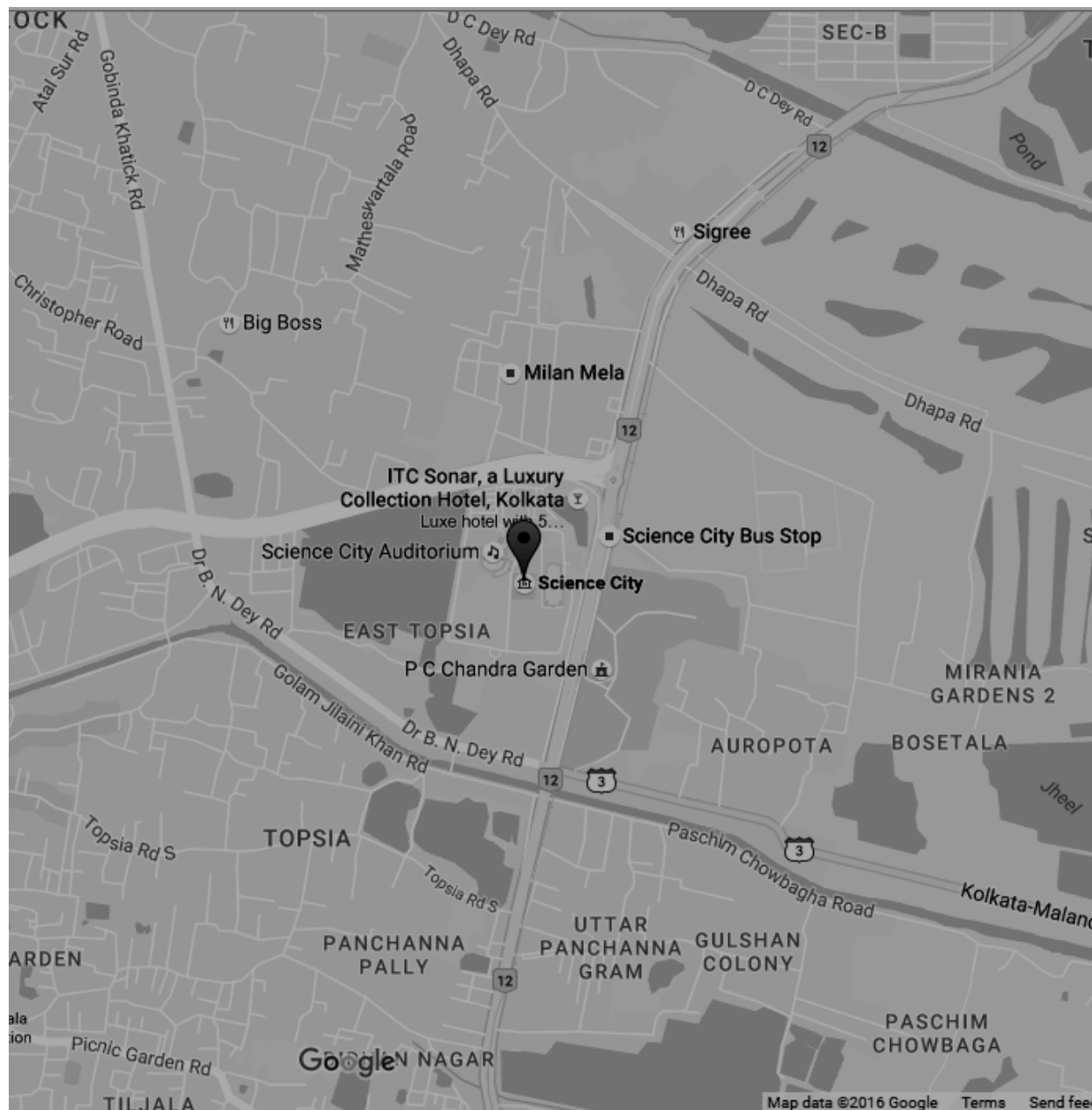
Information pursuant to Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards with regard to the Director seeking re-appointment at the ensuing Annual General Meeting (Refer item no. 2 of the Notice)

Name of the Director	Smt. Prabhawati Devi Kothari
Date of Birth	10 th September, 1957
Qualification	B.Com
Date of Appointment	31 st March, 2010
Brief Resume and nature of expertise in functional area	Smt. P. D. Kothari is a well known Industrialist having wide experience in the field of tea, engineering, chemical, pharmaceuticals and spinning industry.
Relationship with other Directors, Key Managerial Personnel of the Company	Smt. P. D. Kothari is the wife of Mr. Arun Kumar Kothari, Non- Executive Promoter Chairman of the Company.
Number of Meetings of the Board attended during the year	Seven
Directorships, Membership/ Chairmanship of Committees of other Boards*	<p><u>Directorships#:</u></p> <p>Albert David Ltd. Kothari Phytochemicals & Industries Limited } Listed Companies</p> <p>M. D. Kothari & Co. Ltd. Bharat Fritz Werner Limited</p> <p><u>Committee Memberships</u></p> <p>Member of Stakeholders Relationship Committee</p> <p>Albert David Ltd. Kothari Phytochemicals & Industries Limited</p>
Number of Ordinary Shares held in the Company	67,875

* Pursuant to Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only Audit Committee & Stakeholders Relationship Committee of Indian Public Limited Companies have been taken into account.

As on 1st April, 2016.

Route Map of the Venue of the 82nd Annual General Meeting – Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046



GILLANDERS ARBUTHNOT AND COMPANY LIMITED

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

CIN: L51909WB1935PLC008194

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Website : www.gillandersarbuthnot.com; E-mail : gillander@gillandersarbuthnot.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No.	
Client Id / DP ID:	

I / We, being the Member(s), holding _____ Ordinary shares of the above named Company, hereby appoint:	
(1) Name:	Address:
E-mail ID:	Signature:
OR failing him /her	
(2) Name:	Address:
E-mail ID:	Signature:
OR failing him /her	
(3) Name:	Address:
E-mail ID:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 82nd Annual General Meeting of the Company, to be held on **Wednesday, the 28th DAY OF DECEMBER, 2016** at **11-30 A.M.** at the Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below:

(P.T.O.)

Resolution No.	Resolutions	#	
		For	Against
Ordinary Businesses			
1.	Adoption of the audited financial statement of the Company for the financial year ended on 31 st March, 2016, the Reports of the Board of Directors and Auditors thereon. – Ordinary Resolution.		
2.	Re-appointment of Smt. Prabhawati Devi Kothari (DIN 00051860), who retires by rotation, and being eligible, offers herself for re-appointment. – Ordinary Resolution.		
3(a)	Ratification of re-appointment of M/s. Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E) as Auditor of the Company, to hold office till the conclusion of the 83 rd Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. – Ordinary Resolution.		
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 83 rd Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. – Ordinary Resolution.		
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 83 rd Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. – Ordinary Resolution.		
Special Businesses			
4.	Ratification of remuneration payable to Cost Auditors of Tea, Textile, Engineering (MICCO) and Chemical (Waldies) Divisions of the Company for the financial year 2016-17. – Ordinary Resolution.		
5.	Payment of Commission to Non-Executive Directors (including Independent Directors) pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under. – Special Resolution.		

Signed this _____ day of _____, 2016

Signature of Shareholder(s) _____

Signature of Proxyholder(s) _____

Affix revenue Stamp

Notes:

1. This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement and Notes please refer to the Notice of the 82nd Annual General Meeting.
3. # It is optional to put a 'X' in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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Website : www.gillandersarbuthnot.com; E-mail : gillander@gillandersarbuthnot.com

ATTENDANCE SLIP

(To be presented at the entrance)

Serial No:

Regd. Folio No. / DP ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
Number of Ordinary Shares held	

1. I hereby record my presence at the 82nd Annual General Meeting of the Company being held on **Wednesday, the 28TH DAY OF DECEMBER, 2016** at **11-30 A.M.** at the Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046.
2. Signature of the Shareholder / Proxy present _____
3. Shareholder / Proxy holder wishing to attend the Meeting must bring the Attendance slip, duly signed, to the Meeting and hand it over at the entrance.
4. Shareholder / Proxy holder desiring to attend the Meeting may bring his / her copy of the Annual Report for reference at the Meeting.

Note: *Please cut here and bring the above Attendance Slip to the Meeting.*



ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID (16 digit Demat Account / Folio No. of Members holding shares in Physical mode)	Permanent Account Number (PAN) (Original PAN as per point no. viii of the instructions on e-voting)

Note:

The voting period begins on Saturday, 24th December, 2016 at 9.30 A.M. and ends on Tuesday, 27th December, 2016 at 5.00 P.M. Thereafter, the voting module shall be disabled by CDSL. Kindly refer to the e-voting instructions on the reverse of this page.

(P.T.O.)

INTRSUCTIONS ON ELECTRONIC VOTING

- (i) The voting period begins on **Saturday, 24th December, 2016 at 9.30 A.M. and ends on Tuesday, 27th December, 2016 at 5.00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Gillanders Arbuthnot and Company Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Any person who acquire shares and becomes Member after dispatch of Notice of the 82nd Annual General Meeting and holds shares as on the 'cut off' date of 21st December, 2016, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com