

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](http://www.gillandersarbuthnot.com); E-mail: [gillander@gillandersarbuthnot.com](mailto:gillander@gillandersarbuthnot.com)

NOTICE

Notice is hereby given that the Eighty Third Annual General Meeting of the Members of the Company will be held on Friday, the 1<sup>st</sup> DAY OF SEPTEMBER, 2017 at 11-00 A.M. at the Mini Auditorium Hall of the Science City, J.B.S. Haldane Avenue, Kolkata – 700046, to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Kothari (DIN 00051900), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:  
“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 84<sup>th</sup> 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.”
4. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:  
“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 84<sup>th</sup> 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.”

5. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:

“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], Messrs Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), be and is hereby re-appointed as Branch Auditor of Engineering (MICCO) Division of the Company, to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 88<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification by the Members at the 84<sup>th</sup>, 85<sup>th</sup>, 86<sup>th</sup> and 87<sup>th</sup> Annual General Meeting) and that 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:

6. To approve the remuneration of the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2018 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 and Engineering (MICCO) Divisions of the Company for the financial year ending on 31<sup>st</sup> March, 2018, be paid the remuneration as set out in the statement annexed to the Notice convening this 83<sup>rd</sup> 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.”

7. To re-appoint Mr. Dev Kishan Sharda (DIN: 00105406) as Managing Director of the Company 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 in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for re-appointment of Mr. Dev Kishan Sharda (DIN: 00105406) as 'Managing Director', (not liable to retire by rotation) designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of one year with effect from 1<sup>st</sup> April, 2017, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Dev Kishan Sharda, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To approve invitation or offer to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the Regulations / Guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Articles of Associations of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches, aggregating up to Rs. 100 crores (Rupees One hundred crores), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the

consideration for the issue, utilization of the issue proceeds, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

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."

By Order of the Board  
For Gillanders Arbuthnot and Company Limited

D. Karmakar  
*Company Secretary and Compliance Officer*

Date: 29<sup>th</sup> May, 2017  
Place: Kolkata

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

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 83<sup>RD</sup> 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 businesses 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 remote e-voting are given in this Notice under Note No. 15. Communication relating to remote e-voting, which inter-alia, would contain details about User ID and password are being sent along with 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 Directors seeking re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to Regulations 26(4) and 36(3), as applicable, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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 25<sup>th</sup> August, 2017 to 1<sup>st</sup> September, 2017 (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 31<sup>st</sup> 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. The dividend for the financial year 2009-2010 is due to be transferred to IEPF immediately after 12<sup>th</sup> October, 2017. 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. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which require Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.

In accordance with the aforesaid provision of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, transfer and refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-2010 or earlier financial years has not been paid or claimed for seven consecutive years or more. Members are advised to visit the Company's website at [www.gillandersarbutnot.com](http://www.gillandersarbutnot.com) to ascertain details of shares liable for transfer in the name of IEPF Authority.

- 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 31<sup>st</sup> March, 2018.
- 9) i) 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 Arbutnot and Company Limited)  
23, R. N. Mukherjee Road,  
5<sup>th</sup> 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.
- ii) The Companies Act, 2013 and Rules framed thereunder, mandates that certain information relating to Members are to be maintained by the Company in its Register of Members. A separate document relating to the same is being circulated along with the Annual Report. Please fill up the details after reading the instructions and return the same to our RTA.
- iii) Shareholders are also requested to send the following documents to the RTA:
- a) Specimen signature(s) of Shareholder and the joint holders', if any, duly attested on the letter head of their banker(s) as per the format, which is also being circulated along with this Annual Report.
- b) A copy of the PAN Card/Share Certificate/counter-foil of any dividend warrant, held by the Shareholder(s).
- 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 20<sup>th</sup> 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 this 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 31<sup>st</sup> August, 2017, 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 Obligations and Disclosure 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 Friday, 25<sup>th</sup> August, 2017 (cut-off date fixed for this purpose). The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615), and / or CS Siddhi Dhandharia, Practising Company Secretary, (ACS No.35042), 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 Monday, 28<sup>th</sup> August, 2017 at 9.30 A.M. and ends on Thursday, 31<sup>st</sup> August, 2017 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 25<sup>th</sup> August, 2017 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxii) Any person who acquire shares and becomes Member after dispatch of Notice of the 83<sup>rd</sup> Annual General Meeting and holds shares as on the 'cut off' date of 25<sup>th</sup> August, 2017, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto: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 has not cast their votes by remote e-voting. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.

17) The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company. The result shall be declared forthwith upon receipt of the Scrutinizer's Report. The result declared along with the Scrutinizer's report shall be placed on the Company's website at [www.gillandersarbutnot.com](http://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. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., 1<sup>st</sup> September, 2017.

18) Route-Map to the venue of the Meeting is provided elsewhere in the Annual Report for the convenience of the Members.

#### ANNEXURE TO THE NOTICE

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

#### Item No. 6

The Board of Directors of the Company, on recommendation of the Audit Committee, had proposed to the Central Government, appointment of the following Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2018, as detailed below:

Division	Cost Auditors	Proposed Remuneration
Tea	M/s. D. Sabyasachi & Co.	Rs.78,500/- plus reimbursement of out of pocket expenses
Textile - North India Spinning Mill Unit	M/s. B. Ray & Associates	Rs.26,500/- plus reimbursement of out of pocket expenses
Textile - GIS Cotton Mill Unit	M/s. B. Ray & Associates	Rs.24,000/- plus reimbursement of out of pocket expenses
Engineering (MICCO)	M/s. Rammani Sarkar & Co.	Rs.40,000/- 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. 6 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2018.

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. 6 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 31<sup>st</sup> August, 2017, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

#### Item No. 7

The tenure of Mr. D. K. Sharda Managing Director of the Company designated as 'Managing Director & CEO' of the Company ended on 31<sup>st</sup> March, 2017.

In view of the contribution made by Mr. D. K. Sharda towards managing the overall business of the Company through his expertise and knowledge, the Board of Directors of the Company, on the recommendation of the Nomination and

Remuneration Committee (NRC), at their Meetings held on 14<sup>th</sup> February, 2017 had re-appointed him as 'Managing Director', designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of period of 7 (seven) months with effect from 1<sup>st</sup> April, 2017. However, on further recommendation of the NRC, the Board of Directors extended his tenure as 'Managing Director & CEO' of the Company upto 31<sup>st</sup> March, 2018 subject to overall approval of the Members of the Company.

Accordingly, an Agreement dated 30<sup>th</sup> March, 2017, effective from 1<sup>st</sup> April, 2017, was entered into between the Company and Mr. D. K. Sharda, Managing Director & CEO of the Company, subject to the approval of the members of the Company.

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile and engineering and has manufacturing units in West Bengal, Assam and Punjab. During the last three financial years 2013-14, 2014-15 and 2015-16 the Company has reported Standalone Profit/(Loss) After Tax (PAT) of ` 557.92 lakhs, (` 321.10 lakhs) and (` 2,266.92) Lakhs respectively.

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company viz. Group Developments Limited (GDL) Malawi. GDL has three wholly owned subsidiaries viz., Naming'omba Tea Estates Limited, Mafisi Tea Estates Limited and Group Holdings Limited, all located at Malawi.

Brief resume of Mr. D. K. Sharda, nature of his expertise in specific functional areas and names of the Company in which he hold Directorship, shareholding and relationships between Directors inter se are provided in the Annexure to this Notice.

Mr. D. K. Sharda, who will complete 70 years of age on 4<sup>th</sup> November 2017 by his expertise, knowledge and business acumen is managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. During the preceding 3 financial years of 2013-14, 2014-15 and 2015-16, Mr. D. K. Sharda received remuneration of ` 33.25 lakhs, ` 38.33 lakhs and ` 41.31 lakhs respectively.

The remuneration proposed for Mr. D. K. Sharda is commensurate with the industry and size of the Company. Mr. D. K. Sharda has no pecuniary relationship directly or indirectly with the Company or relationship with any of the managerial personnel.

During the financial year 2016-17, your Company has reported Standalone Profit After Tax of ` 101.49 lakhs and continuous steps are being taken for improvement in the operations of the Company, which is expected to increase the productivity and profits of the Company.

The terms and conditions of the said Agreement entered into by the Company with Mr. D. K. Sharda are set out herein below:

1. DUTIES AND RESPONSIBILITIES:

Mr. D. K. Sharda, designated as the 'Managing Director & CEO' of the Company shall, subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company shall perform such duties and exercise such powers as have been or may from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

2. REMUNERATION:

I. Basic Salary ` 2,90,000/- per month.

II. PERQUISITES: Apart from Salary, Mr. D. K. Sharda will also be entitled to the perquisites classified into the following three parts viz., Part A, B and C.

PART – A

- i) Housing: The Company shall provide rent free furnished accommodation with free electricity. In case, no accommodation is provided by the Company the Managing Director & CEO shall be entitled to House Rent Allowance limited to 25% of his salary.
- ii) Medical Reimbursement and Leave Travel Concession: The Managing Director & CEO shall be reimbursed to the extent of 10% of his salary towards expenses incurred for self and family for Medical Expenses and Leave Travel, anywhere in India.
- iii) Fees of Clubs: Upto a maximum of two Clubs. This will not include any admission or life membership fees.
- iv) Personal Accident Insurance/ Medclaim Insurance: Personal Accident Insurance policy / Medclaim Insurance policy in accordance with the scheme applicable to senior employees of the Company.

PART – B

- i) Company's contribution to Provident Fund as per Rules of the Company.
- ii) Gratuity on retirement at the rate of one half month's salary for each completed year of service subject to the ceiling as provided in law.
- iii) Encashment of leave: Encashment of leave as per Rules of the Company.

PART – C

- i) Use of car for Company's business.
- ii) Free telephone facility at residence.
- iii) Subject to the overall ceiling on remuneration, the Managing Director & CEO may be given other allowances, benefits and perquisites, as may be decided by the Board of Directors from time to time. However, the overall amount of perquisites shall not exceed an amount equal to the annual Basic Salary. In computing the monetary ceilings on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during the period of service of Mr. D. K. Sharda, as Managing Director & CEO of the Company, he shall be entitled to the same Salary and Perquisites as stated herein above.

The remaining provisions of the Agreement sets out the mutual rights and obligations of the parties thereto and other administrative details.

As per the requirement of Schedule V, the relevant information are set out at one or more places in the documents forming part of the Annual Report and the aforesaid paragraphs should be taken as information that are required to be provided under Schedule V Part II of the Companies Act, 2013 dealing with 'Minimum Remuneration'.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. D. K. Sharda, as Managing Director & CEO of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Managing Director & CEO will be beneficial to and in the interest of the Company.

Save and except Mr. D. K. Sharda and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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.7 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 31<sup>st</sup> August, 2017, and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No. 8

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a Company. Rule 14(2) of the said Rules states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its shareholders by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors, from time to time, will decide whether to issue debentures as secured or unsecured.

In order to augment long term resources for financing, inter alia, the expansion and modernization programs and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item No. 8 of the Notice. This

resolution authorises the Board of Directors of the Company to offer or invite subscription for secured / unsecured non-convertible debentures, as may be required by the Company, from time to time, for a year, from the date of passing of this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 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 31<sup>st</sup> August, 2017, and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 8 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: 29<sup>th</sup> May, 2017  
Place: Kolkata

Annexure

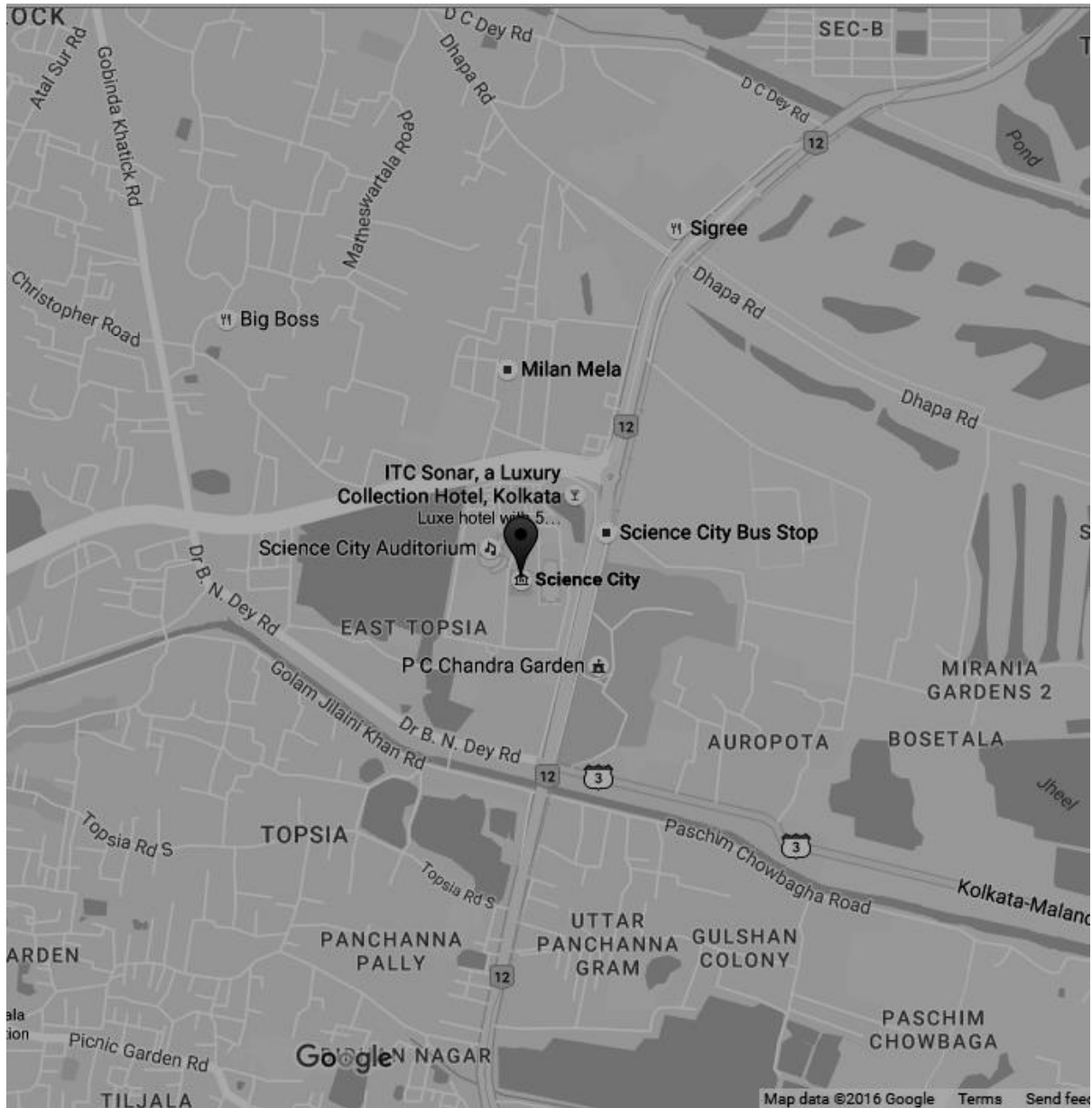
Information pursuant to Regulations 26(4) and 36(3), as applicable, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards with regard to the Directors seeking re-appointment at the ensuing Annual General Meeting (Refer Item No. 2 & 7 of the Notice)

Name of the Director	Mr. Arun Kumar Kothari	Mr. Dev Kishan Sharda
Date of Birth	10 <sup>th</sup> July, 1953	5 <sup>th</sup> November, 1947
Qualification	B. Com. (HONS.)	B. Com, CA (Inter)
Date of Appointment	26 <sup>th</sup> August, 1985	27 <sup>th</sup> October, 2005
Brief Resume and nature of expertise in functional area	Mr. Arun Kumar Kothari is a well known industrialist having knowledge, experience & expertise on areas relating to tea, pharmaceuticals, Chemical, engineering and spinning industry.	Mr. D. K. Sharda has rich experience & expertise in the field of Finance, Administration, Jute and Textile Industry for more than 44 years.
Relationship with other Directors, Key Managerial Personnel of the Company	Mr. Arun Kumar Kothari is the husband of Smt. Prabhawati Devi Kothari, Non- Executive Promoter Director of the Company.	-
Number of Meetings of the Board attended during the year	Five	Seven
Directorships, Membership/ Chairmanship of Committees of other Boards*	<p>Directorships:</p> <p>Listed Companies Albert David Limited Kothari Phytochemicals &amp; Industries Limited Pilani Investment &amp; Industries Corporation Limited</p> <p>Unlisted Companies Arvind Engineering Works Limited Bharat Fritz Werner Limited Karunasindhu Properties Private Limited</p> <p>Committee Memberships Member of Audit Committee Albert David Limited Kothari Phytochemicals &amp; Industries Limited Pilani Investment &amp; Industries Corporation Limited</p> <p>Member of Stakeholders Relationship Committee Albert David Limited Pilani Investment &amp; Industries Corporation Limited</p>	<p>Directorship: Group Developments Limited, Malawi</p>
Number of Ordinary Shares held in the Company	1,84,213	Nil

\*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.



**Route Map of the Venue of the 83<sup>rd</sup> 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

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



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 83<sup>rd</sup> Annual General Meeting of the Company being held on Friday, the 1<sup>st</sup> Day of September, 2017 at 11-00 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 Monday, 28<sup>th</sup> August, 2017 at 9.30 A.M. and ends on Thursday, 31<sup>st</sup> August, 2017 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 Monday, 28<sup>th</sup> August, 2017 at 9.30 A.M. and ends on Thursday, 31<sup>st</sup> August, 2017 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 25<sup>th</sup> August, 2017 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Any person who acquire shares and becomes Member after dispatch of Notice of the 83<sup>rd</sup> Annual General Meeting and holds shares as on the 'cut off' date of 25<sup>th</sup> August, 2017, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

**GILLANDERS ARBUTHNOT AND COMPANY LIMITED**

Registered Office:

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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

**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 83<sup>rd</sup> Annual General Meeting of the Company, to be held on FRIDAY, the 1<sup>st</sup> DAY OF SEPTEMBER, 2017 at 11-00 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:

Resolution No.	Resolutions	#	
		For	Against
<b>Ordinary Businesses</b>			
1.	Adoption of the audited financial statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon. - Ordinary Resolution.		
2.	Re-appointment of Mr. A. K. Kothari (DIN 00051900) who retires by rotation, and being eligible, offers himself for re-appointment. - Ordinary Resolution.		
3.	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 84 <sup>th</sup> Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. - Ordinary Resolution.		
4.	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 84 <sup>th</sup> Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. - Ordinary Resolution.		
5.	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 for 5 consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 88 <sup>th</sup> Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration. - Ordinary Resolution.		

P.T.O.

Special Businesses			
6.	Ratification of remuneration payable to Cost Auditors of Tea, Textile and Engineering (MICCO) Divisions of the Company for the financial year 2017-2017. - Ordinary Resolution.		
7.	Approval of re-appointment of Mr. D. K. Sharda (DIN: 00105406) as Managing Director of the Company, designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of one year with effect from 1 <sup>st</sup> April, 2017 till 31 <sup>st</sup> March, 2018. - Special Resolution.		
8.	Approval to invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating up to Rs. 100 crores (Rupees One hundred crores), on private placement. - Special Resolution.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



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 83<sup>rd</sup> 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.