

**29<sup>th</sup> June, 2024**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
**Mumbai** – 400 051.  
NSE SYMBOL - GILLANDERS

**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
**Mumbai** – 400 001.  
BSE SCRIP CODE - 532716

Dear Sirs,

**Sub: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that 90<sup>th</sup> Annual General Meeting ("**AGM**") of the Company was duly convened on 28<sup>th</sup> June, 2024 through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**") facility.

Enclosed please find the following for your information and record:

1. The details regarding the Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Report of the Scrutinizer dated 29<sup>th</sup> June, 2024.

Resolution Nos. 1 to 6 as stated in the Notice dated 13<sup>th</sup> May, 2024 were passed by the Shareholders by requisite majority.

Thanking You,

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

**Rajat Arora**  
**Company Secretary & Compliance Officer**

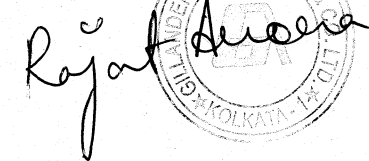
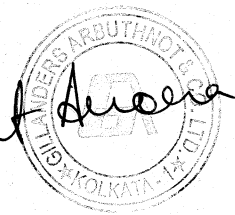
Encl: a/a

Date of the AGM	28 <sup>th</sup> June, 2024
Record Date	21 <sup>st</sup> June, 2024
Total Number of Shareholders on Record Date	10490
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	
Promoter & Promoter Group	NA
Public	NA
<b>Total</b>	<b>NA</b>
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	10
Public	65
<b>Total</b>	<b>75</b>

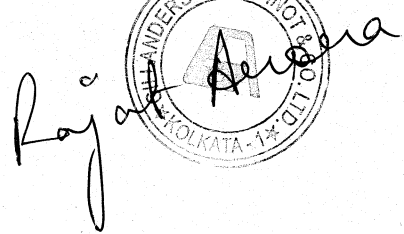

1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024, the Reports of the Board of Directors and Auditors thereon
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Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	14743318	14743318	100.00000	14743318	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14743318	100.00000	14743318	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting at AGM	74404	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting at AGM	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Postal Ballot (if applicable)		3900	0.05977	3900	0	100.00000	0.00000
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11052	0.16939	7672	3380	69.41730	30.58270
Total		21342346	14754370	69.13190	14750990	3380	99.97709	0.02291





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							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	14743318	14420424	97.80990	14420424	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14420424	97.80990	14420424	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	74404	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Evoting at AGM		3900	0.05977	3900	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11052	0.16939	7672	3380	69.41730	30.58270
Total		21342346	14431476	67.61898	14428096	3380	99.97658	0.02342

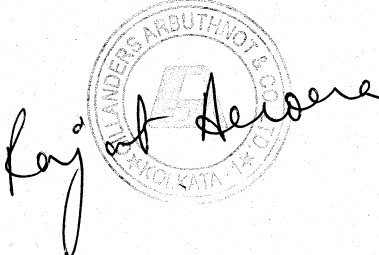
  


3		Ratification of Remuneration of Cost Auditor						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	14743318	14743318	100.00000	14743318	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14743318	100.00000	14743318	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting at AGM	74404	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting at AGM	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Postal Ballot (if applicable)		301	0.00461	301	0	100.00000	0.00000
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7453	0.11423	4073	3380	54.64913	45.35087
Total		21342346	14750771	69.11504	14747391	3380	99.97709	0.02291

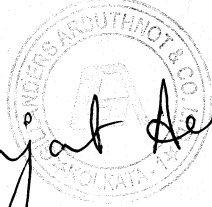
*Rajat Anand*



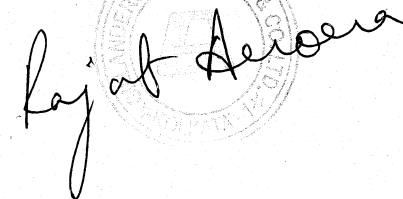
4		Re-appointment of Mr. Kothaneth Ashok (DIN: 02272068) as an Independent Director of the Company						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evot	14743318	14743318	100.00000	14743318	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14743318	100.00000	14743318	0	100.00000	0.00000
Public-Institutional holders	Remote Evot	74404	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evot	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Evoting at AGM		301	0.00461	301	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7453	0.11423	4073	3380	54.64913	45.35087
Total		21342346	14750771	69.11504	14747391	3380	99.97709	0.02291



5		Re-appointment of Mr. Charudatta Raghvendra Prayag (DIN: 08463106) as an Independent Director of the Company						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	14743318	14743318	100.00000	14743318	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14743318	100.00000	14743318	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting at AGM	74404	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting at AGM	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Postal Ballot (if applicable)		301	0.00461	301	0	100.00000	0.00000
			N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7453	0.11423	4073	3380	54.64913	45.35087
Total		21342346	14750771	69.11504	14747391	3380	99.97709	0.02291

  
*Charudatta Raghvendra Prayag*

6		Re-appointment and re-designation of Mr. Mahesh Sodhani (DIN: 02100322), as Managing Director and CEO of the Company						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-voting	14743318	14743318	100.00000	14743318	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		14743318	100.00000	14743318	0	100.00000	0.00000
Public-Institutional holders	Remote E-voting	74404	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote E-voting	6524624	7152	0.10962	3772	3380	52.74049	47.25951
	Evoting at AGM		3900	0.05977	301	3599	7.71795	92.28205
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		11052	0.16939	4073	6979	36.85306	63.14694
Total		21342346	14754370	69.13190	14747391	6979	99.95270	0.04730

  
 RAJAT ARORA  
 CHARTERED ACCOUNTANTS  
 17-18





**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

AVANI OXFORD, PHASE II  
136, JESSORE ROAD, BLOCK - 1  
FLAT # 1B, 1ST FLOOR  
KOLKATA - 700055  
Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman,  
Gillanders Arbuthnot & Co Ltd  
C-4, Gillander House,  
Netaji Subhas Road,  
Kolkata - 700 001

Dear Sir,

I, Ashok Kumar Daga, Practising Company Secretary having office at 1, Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company at their meeting held on 13th May, 2024, as Scrutinizer for the purpose of remote e-Voting and e-Voting at the meeting (hereinafter collectively referred to as the 'electronic voting') members at the Annual General Meeting (hereinafter referred to as AGM) through Video Conferencing / other Audio Visual Means (VC/OAVM) for the below mentioned resolutions passed at the 90<sup>th</sup> Annual General Meeting of the Members of **Gillanders Arbuthnot and Company Limited** held on **Friday, 28th Day of June, 2024 at 10:00 A.M.** submit my report as under:

1. The electronic voting facility for the AGM was provided by Central Depository Services (India) Limited (CDSL).
2. The Members holding shares as on the cut-off date i.e. 21<sup>st</sup> June, 2024 were entitled to vote on the proposed resolutions (Item Nos. 1 to 6) as set out in the Notice of 90th AGM of the Company.
3. The remote e-voting period commenced on 25th June, 2024 at 9:00 A.M. and concluded on 27th June, 2024 at 5.00 PM.
4. After the time fixed for e-voting facility provided to the members after the AGM, E-voting system for voting was stopped.



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

AVANI OXFORD, PHASE II  
136, JESSORE ROAD, BLOCK - 1  
FLAT # 1B, 1ST FLOOR  
KOLKATA - 700055  
Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

5. The votes were unblocked at Kolkata on 28<sup>th</sup> June, at 12.30 p.m.
6. There is no instance of duplication of voting of Members by electronic voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through electronic voting facility provided for AGM in respect of resolutions contained in Notice dated 13th May, 2024 are as under :

**Item No.1:-**

**Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024, the Reports of the Board of Directors and Auditors thereon.**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	77	3	<b>80</b>	14747090	3900	<b>14750990</b>	<b>99.98</b>	<b>44.11</b>
DISSENT	20	0	<b>20</b>	3380	0	<b>3380</b>	<b>0.02</b>	<b>0.01</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	97	3	<b>100</b>	14750470	3900	<b>14754370</b>	<b>100</b>	<b>44.12</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 13th May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

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E-mail : daga.ashok@gmail.com

### **Item No.2**

**Appointment of 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.**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	72	3	<b>75</b>	14424196	3900	<b>14428096</b>	<b>99.98</b>	<b>43.14</b>
DISSENT	20	0	<b>20</b>	3380	0	<b>3380</b>	<b>0.02</b>	<b>0.01</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	92	3	<b>95</b>	14427576	3900	<b>14431476</b>	<b>100</b>	<b>43.15</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 13th May, 2024 has been passed with requisite majority.

### **Item No.3**

#### **Ordinary Resolution**

#### **Ratification of Remuneration of Cost Auditors**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	77	2	<b>79</b>	14747090	301	<b>14747391</b>	<b>99.98</b>	<b>44.10</b>
DISSENT	20	0	<b>20</b>	3380	0	<b>3380</b>	<b>0.02</b>	<b>0.01</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	97	2	<b>99</b>	14750470	301	<b>14750771</b>	<b>100</b>	<b>44.11</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 13th May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

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E-mail : daga.ashok@gmail.com

#### **Item No.4**

#### **Special Resolution**

**Re-appointment of Mr. Kothaneth Ashok (DIN: 02272068) as an Independent Director of the Company.**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	77	2	<b>79</b>	14747090	301	<b>14747391</b>	<b>99.98</b>	<b>44.10</b>
DISSENT	20	0	<b>20</b>	3380	0	<b>3380</b>	<b>0.02</b>	<b>0.01</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	97	2	<b>99</b>	14750470	301	<b>14750771</b>	<b>100</b>	<b>44.11</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 4 of the Notice dated 13th May, 2024 has been passed with requisite majority.

#### **Item No.5**

#### **Special Resolution**

**Re-appointment of Mr. Charudatta Raghvendra Prayag (DIN: 08463106) as an Independent Director of the Company.**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	77	2	<b>79</b>	14747090	301	<b>14747391</b>	<b>99.98</b>	<b>44.10</b>
DISSENT	20	0	<b>20</b>	3380	0	<b>3380</b>	<b>0.02</b>	<b>0.01</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	97	2	<b>99</b>	14750470	301	<b>14750771</b>	<b>100</b>	<b>44.11</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 13th May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

AVANI OXFORD, PHASE II  
136, JESSORE ROAD, BLOCK - 1  
FLAT # 1B, 1ST FLOOR  
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Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

**Item No.6**

**Special Resolution**

**Re-appointment and re-designation of Mr. Mahesh Sodhani (DIN: 02100322), as Managing Director & CEO of the Company.**

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	77	2	<b>79</b>	14747090	301	<b>14747391</b>	<b>99.95</b>	<b>44.10</b>
DISSENT	20	1	<b>21</b>	3380	3599	<b>6979</b>	<b>0.05</b>	<b>0.02</b>
INVALID	0	0	<b>0</b>	0	0	<b>0</b>	<b>0</b>	<b>0</b>
TOTAL	97	3	<b>100</b>	14750470	3900	<b>14754370</b>	<b>100</b>	<b>44.12</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 13th May, 2024 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

ASHOK KUMAR DAGA  
Digitally signed by ASHOK KUMAR DAGA  
Date: 2024.06.29 13:19:32 +05'30'

**Ashok Kumar Daga**  
(Practising Company Secretary)

Membership No. - 2699

C.O.P No. - 2948

UDIN: F002699F000632328

Place- Kolkata

Date- 29.06.2024