

27<sup>th</sup> June, 2025

<b>The Manager, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051</b>	<b>The Secretary, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</b>
<b>Type of Security: Equity shares NSE Symbol : GILLANDERS</b>	<b>Type of Security: Equity shares BSE Scrip Code : 532716</b>

Dear Madam/Sir,

**Sub: Disclosure of voting results of the 91st Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulation") we hereby enclose the following in relation to the 91st Annual General Meeting (AGM) of the Company which was duly convened on even date i.e. Friday, 27<sup>th</sup> June, 2025 at 10:00 a.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM").

- i. Details regarding the voting results of the business transacted at the AGM of the Company in the format prescribed under Regulation 44(3) of SEBI Listing Regulation; and
- ii. Consolidated Scrutinizer's Report dated 27<sup>th</sup> June, 2025 issued by Mr. Ashok Kumar Daga, Practicing Company Secretary, Scrutinizer appointed to conduct the e-voting process for the AGM (Remote e-voting and e-voting).

Resolution No. 1 to 6 as stated in the Notice of the AGM dated 9<sup>th</sup> May, 2025 were passed by the members of the Company with requisite majority.

The above is also uploaded on the Company's website at <https://www.gillandersarbuthnot.com>.

This is for your information and dissemination.

Thanking you.

Yours truly,

For **Gillanders Arbuthnot and Company Limited**

**Mahesh Sodhani**  
**Managing Director & CEO**  
**(DIN:02100322)**

**Encl:** As above

**Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	27 <sup>th</sup> June, 2025
2.	Total Number of shareholders on Record Date i.e. 20 <sup>th</sup> June, 2025	10,574
3.	No. of Shareholders present in the meeting either in person or through proxy:	Not applicable
	Promoters and Promoter Group	
	Public	
4.	No. of Shareholders attended the meeting through video conferencing:	76
	Promoter and Promoter Group	9
	Public	67

### Agenda-wise

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025, along with the Reports of the Board of Directors and Auditors thereon.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)] * 100	(7)= [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	1,47,37,277	1,47,37,277	100.00	1,47,37,277	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,47,37,277</b>	<b>100.00</b>	<b>1,47,37,277</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,253	60	99.28	0.72
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,253</b>	<b>60</b>	<b>99.28</b>	<b>0.72</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,47,45,590</b>	<b>69.10</b>	<b>1,47,45,530</b>	<b>60</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.

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.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] * 100	(7)= [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	1,47,37,277	1,45,41,564	98.67	1,45,41,564	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,45,41,564</b>	<b>98.67</b>	<b>1,45,41,564</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,238	75	99.10	0.90
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,238</b>	<b>75</b>	<b>99.10</b>	<b>0.90</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,45,49,877</b>	<b>68.17</b>	<b>1,45,49,802</b>	<b>75</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.



3. To declare and approve payment of dividend on the 7.75% Cumulative Redeemable Preference Shares (CRPS) of the Company for the financial years 2016-17 and 2017-18.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)] * 100	(7)= [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	1,47,37,277	1,47,37,277	100.00	1,47,37,277	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,47,37,277</b>	<b>100.00</b>	<b>1,47,37,277</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,238	75	99.10	0.90
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,238</b>	<b>75</b>	<b>99.10</b>	<b>0.90</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,47,45,590</b>	<b>69.10</b>	<b>1,47,45,515</b>	<b>75</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.

4. To re-appoint the Statutory Auditors of the Company.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,47,37,277	1,47,37,277	100.00	1,47,37,277	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,47,37,277</b>	<b>100.00</b>	<b>1,47,37,277</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,238	75	99.10	0.90
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,238</b>	<b>75</b>	<b>99.10</b>	<b>0.90</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,47,45,590</b>	<b>69.10</b>	<b>1,47,45,515</b>	<b>75</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.

5. Ratification of Remuneration of Cost Auditor.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,47,37,277	1,47,37,277	100.00	1,47,37,277	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,47,37,277</b>	<b>100.00</b>	<b>1,47,37,277</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,253	60	99.28	0.72
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,253</b>	<b>60</b>	<b>99.28</b>	<b>0.72</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,47,45,590</b>	<b>69.10</b>	<b>1,47,45,530</b>	<b>60</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution has been passed with requisite majority.

6. Appointment of Secretarial Auditor of the Company.

Resolution required :				Ordinary				
Whether promoter or promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,47,37,277	1,47,37,277	100.00	1,47,37,277	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,47,37,277</b>	<b>100.00</b>	<b>1,47,37,277</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public – Institutions	E-voting	76,377	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	65,28,692	8,313	0.13	8,254	59	99.29	0.71
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,313</b>	<b>0.13</b>	<b>8,254</b>	<b>59</b>	<b>99.29</b>	<b>0.71</b>
<b>Total</b>		<b>2,13,42,346</b>	<b>1,47,45,590</b>	<b>69.10</b>	<b>1,47,45,531</b>	<b>59</b>	<b>99.99</b>	<b>0.01</b>

**Note:** The above resolution 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  
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 9th May, 2025, 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 91<sup>st</sup> Annual General Meeting of the Members of **Gillanders Arbuthnot and Company Limited** held on **Friday, 27th Day of June, 2025** 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. 20<sup>th</sup> June, 2025 were entitled to vote on the proposed resolutions (Item Nos. 1 to 6) as set out in the Notice of 91<sup>st</sup> AGM of the Company.
3. The remote e-voting period commenced on 24th June, 2025 at 9:00 A.M. and concluded on 26th June, 2025 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 27<sup>th</sup> June, 2025 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 9th May, 2025 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, 2025, along with 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	94	4	98	14745520	10	14745530	99.99	69.10
DISSENT	24	1	25	59	1	60	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	118	5	123	14745579	11	14745590	100	69.10

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 9th May, 2025 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  
KOLKATA - 700055  
Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

### **Item No.2**

**Appointment of 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.**

	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	90	4	94	14549792	10	14549802	99.99	68.17
DISSENT	25	1	26	74	1	75	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	115	5	120	14549866	11	14549877	100	68.17

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 9th May, 2025 has been passed with requisite majority.

### **Item No.3**

#### **Ordinary Resolution**

**Declaration and approval of payment of dividend on the 7.75% Cumulative Redeemable Preference Shares (CRPS) of the Company for the financial years 2016-17 and 2017-18.**

	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	93	4	97	14745505	10	14745515	99.99	69.10
DISSENT	25	1	26	74	1	75	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	118	5	123	14745579	11	14745590	100	69.10

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 9th May, 2025 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  
KOLKATA - 700055  
Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

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

#### **Ordinary Resolution**

#### **Re-appointment of Statutory Auditors 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	93	4	97	14745505	10	14745515	99.99	69.10
DISSENT	25	1	26	74	1	75	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	118	5	123	14745579	11	14745590	100	69.10

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 9th May, 2025 has been passed with requisite majority.

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

#### **Ordinary Resolution**

#### **Ratification of Remuneration of Cost Auditor**

	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	94	4	98	14745520	10	14745530	99.99	69.10
DISSENT	24	1	25	59	1	60	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	118	5	123	14745579	11	14745590	100	69.10

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 9th May, 2025 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  
KOLKATA - 700055  
Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

**Item No.6**

**Ordinary Resolution**

**Appointment of Secretarial Auditor 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	95	4	99	14745521	10	14745531	99.99	69.10
DISSENT	23	1	24	58	1	59	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	118	5	123	14745579	11	14745590	100	69.10

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 6 of the Notice dated 9th May, 2025 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

**ASHOK  
KUMAR  
DAGA** Digitally signed  
by ASHOK  
KUMAR DAGA  
Date: 2025.06.27  
16:03:15 +05'30'

**Ashok Kumar Daga**  
**(Practising Company Secretary)**  
**Membership No. - 2699**  
**C.O.P No. - 2948**  
**Place- Kolkata**  
**Date- 27.06.2025**  
**UDIN: F002699G000671831**