



GILLANDERS ARBUTHNOT AND COMPANY LIMITED

CIN: L51909WB1935PLC008194

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

Phone : +91-33-2230-2331, Fax : +91-33-2230-4185

e-mail: secretarial@gillandersarbuthnot.com

website: www.gillandersarbuthnot.com

NOTICE

Notice is hereby given that the **Eighty Fifth Annual General Meeting** of the Members of the Company will be held on **Friday, the 9TH DAY OF AUGUST, 2019 at 10.30 A.M.** at the Seminar Hall, S-18 (A & B) of the Science City, J.B.S. Haldane Avenue, Kolkata – 700046, to transact the following businesses:

ORDINARY BUSINESSSES:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2019, 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.

SPECIAL BUSINESSSES:

3. **To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2020 and in this regard to consider and, if thought fit, to pass 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 and Textile Divisions of the Company for the financial year ending on 31st March, 2020, be paid the remuneration as set out in the statement annexed to the Notice convening this 85th 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.”

4. **To appoint Mr. Kothaneth Ashok (DIN: 02272068), Additional Director, as an Independent Director, and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, as amended, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kothaneth Ashok (DIN: 02272068), who was on the recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director (Independent) of the Company, with effect from 28th May, 2019, and who holds office upto the date of this 85th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 28th May, 2019.

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 appoint Mr. Charudatta Raghvendra Prayag (DIN: 08463106), Additional Director, as an Independent Director, and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, as amended, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Charudatta Raghvendra Prayag (DIN: 08463106), who was on the recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director (Independent) of the Company, with effect from 28th May, 2019, and who holds office upto the date of this 85th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 28th May, 2019”.

Notice (Contd.)

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.”

6. To re-appoint Mr. Naresh Pachisia (DIN: 00233768) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Pachisia (DIN: 00233768), whose current tenure as Independent Director shall expire on the conclusion of the ensuing 85th Annual General Meeting of the Company, and whose re-appointment as an Independent Director for a second term of 5 (five) consecutive years has been recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years with effect from 9th August, 2019.

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.”

7. 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 ₹ 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

Place: Kolkata
Date: 28th May, 2019

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

Notice (Contd.)

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 85TH 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. 16. Communication relating to remote e-voting, which inter-alia, would contain details about User ID and password are being sent alongwith this Notice.
- 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 appointment/re-appointment at the Meeting alongwith 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 1st August, 2019 to 9th August, 2019 (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, 2011 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 2011-2012 or any subsequent financial years are requested to submit their claims at the Registered Office of the Company. The dividend for the financial year 2011-2012 is due to be transferred to IEPF immediately after 18th September, 2019. 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 provisions 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 transferred all the shares in respect of which dividend declared for the financial year 2010-2011, which has not been claimed for seven consecutive years or more to the Investor Education and Protection Fund. Members are advised to visit the Company's website at www.gillandersarbutnot.com to ascertain details of shares liable for transfer to IEPF Authority for the financial year 2011-2012.

- 8) The Ordinary Shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges. Annual Custody / Issuer fees to CDSL for the financial year ending on 31st March, 2020 has already been paid, while, payment to NSDL shall be made on receipt of their bill.

Notice (Contd.)

- 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 their 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 vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 has 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) **In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form. With regard to the same, the Company's RTA has already sent three reminder letters to the shareholders during the financial year 2018-19, for updating their KYC details and for dematerializing their physical holding of securities.**
- 14) 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.
- 15) 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 8th August, 2019, and will also be available for inspection at the Meeting.
- 16) **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, 2nd August, 2019 (cut-off date fixed for this purpose)**. The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615), and / or CS Shruti Singhania, Practising Company Secretary, (ACS No.49632), to act as the Scrutinizer(s), for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, 6th August, 2019 at 9.30 a.m.** and ends on **Thursday, 8th August, 2019 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 (record date) of **Friday, 2nd August, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Notice (Contd.)

- (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. Eg. 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.

Notice (Contd.)

- (xv) After selecting the resolution 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 Corporates.
 - 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 85th Annual General Meeting and holds shares as on the ‘cut off’ date of 2nd August, 2019, may obtain the sequence number for remote e-voting by sending a request to the Company’s RTA at mdpldc@yahoo.com.
- 17) 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.
- 18) The Scrutinizer will submit, not later than 2 days of conclusion of the 85th AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any authorised person of the Company. The result shall be declared forthwith upon receipt of the Scrutinizers’ Report. The result declared along with the Scrutinizers’ 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 or any person authorized by the Chairman 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 resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e. 9th August, 2019.
- 19) Route-map to the venue of the Meeting is provided for the convenience of the Members.

ANNEXURE TO THE NOTICE

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

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, had proposed to the Central Government, appointment of the following Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2020, as detailed below:

Division	Cost Auditors	Proposed Remuneration (₹)
Tea	M/s. B. Ray & Associates, Kolkata	₹ 78,500/- plus reimbursement of out of pocket expenses.
Textile	M/s. D. Sabyasachi & Co., Kolkata	₹ 50,500/- 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 an Ordinary Resolution, as set out in Item No. 3 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2020.

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. 3 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 8th August, 2019, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as 'the Act') and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kothaneth Ashok (DIN: 02272068), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors ('the Board') as an Additional Director (Independent) of the Company with effect from 28th May, 2019. Mr. Kothaneth Ashok, holds office as a Director of the Company upto the date of the ensuing 85th Annual General Meeting.

The Company has received declaration from Mr. Kothaneth Ashok that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mr. Kothaneth Ashok as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 28th May, 2019.

In the opinion of the Board, Mr. Kothaneth Ashok fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Kothaneth Ashok is independent of the management.

Brief resume of Mr. Kothaneth Ashok, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* are provided in Annexure to this Notice.

Copy of the draft letter for appointment of Mr. Kothaneth Ashok as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Annexure to the Notice (Contd.)

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Kothaneth Ashok, is interested in the Resolution set out at Item No. 4 of the Notice with respect to his appointment. The relatives of Mr. Kothaneth Ashok, may be deemed to be interested in the Resolution set out at Item No.4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

All the documents referred to 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 8th August, 2019, 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as 'the Act') and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Charudatta Raghvendra Prayag (DIN: 08463106), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors ('the Board') as an Additional Director (Independent) of the Company with effect from 28th May, 2019. Mr. Charudatta Raghvendra Prayag, holds office as a Director of the Company upto the date of the ensuing 85th Annual General Meeting.

The Company has received declaration from Mr. Charudatta Raghvendra Prayag that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mr. Charudatta Raghvendra Prayag as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 28th May, 2019.

In the opinion of the Board, Mr. Charudatta Raghvendra Prayag fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Charudatta Raghvendra Prayag is independent of the management.

Brief resume of Mr. Charudatta Raghvendra Prayag, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* are provided in Annexure to this Notice.

Copy of the draft letter for appointment of Mr. Charudatta Raghvendra Prayag as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Charudatta Raghvendra Prayag, is interested in the Resolution set out at Item No. 5 of the Notice with respect to his appointment. The relatives of Mr. Charudatta Raghvendra Prayag, may be deemed to be interested in the Resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

Annexure to the Notice (Contd.)

All the documents referred to 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 8th August, 2019, and will also be available for inspection at the Meeting.

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

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as 'the Act') and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the Board of Directors of the Company has proposed the re-appointment of Mr. Naresh Pachisia (DIN: 00233768), as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 9th August, 2019.

The Company has received declaration from Mr. Naresh Pachisia that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for re-appointment of Independent Directors. It is proposed to re-appoint Mr. Naresh Pachisia as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for second term of 5 (Five) consecutive years with effect from 9th August, 2019.

A notice in writing pursuant to Section 160 of the Act has been received by the Company from a Member proposing the re-appointment of Mr. Naresh Pachisia as an Independent Director of the Company.

In the opinion of the Board, Mr. Naresh Pachisia fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Naresh Pachisia is independent of the management.

Brief resume of Mr. Naresh Pachisia, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

Copy of the draft letter for re-appointment of Mr. Naresh Pachisia as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Naresh Pachisia, is interested in the Resolution set out at Item No. 6 of the Notice with respect to his appointment. The relatives of Mr. Naresh Pachisia, may be deemed to be interested in the Resolution set out at Item No.6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

All the documents referred to 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 8th August, 2019, and will also be available for inspection at the Meeting.

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

Annexure to the Notice (Contd.)

Item No. 7

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, deals with private placement of securities by a Company. Rule 14(2) of the said Rules state 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. 7 of the Notice. This resolution authorizes 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. 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 8th August, 2019, 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.

By Order of the Board
For **Gillanders Arbuthnot and Company Limited**

Place: Kolkata
Date: 28th May, 2019

D. Karmakar
Company Secretary

Annexure to the Notice (Contd.)

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 appointment / re-appointment at the ensuing 85th Annual General Meeting (Refer Item Nos. 2, 4, 5 and 6 of the Notice)

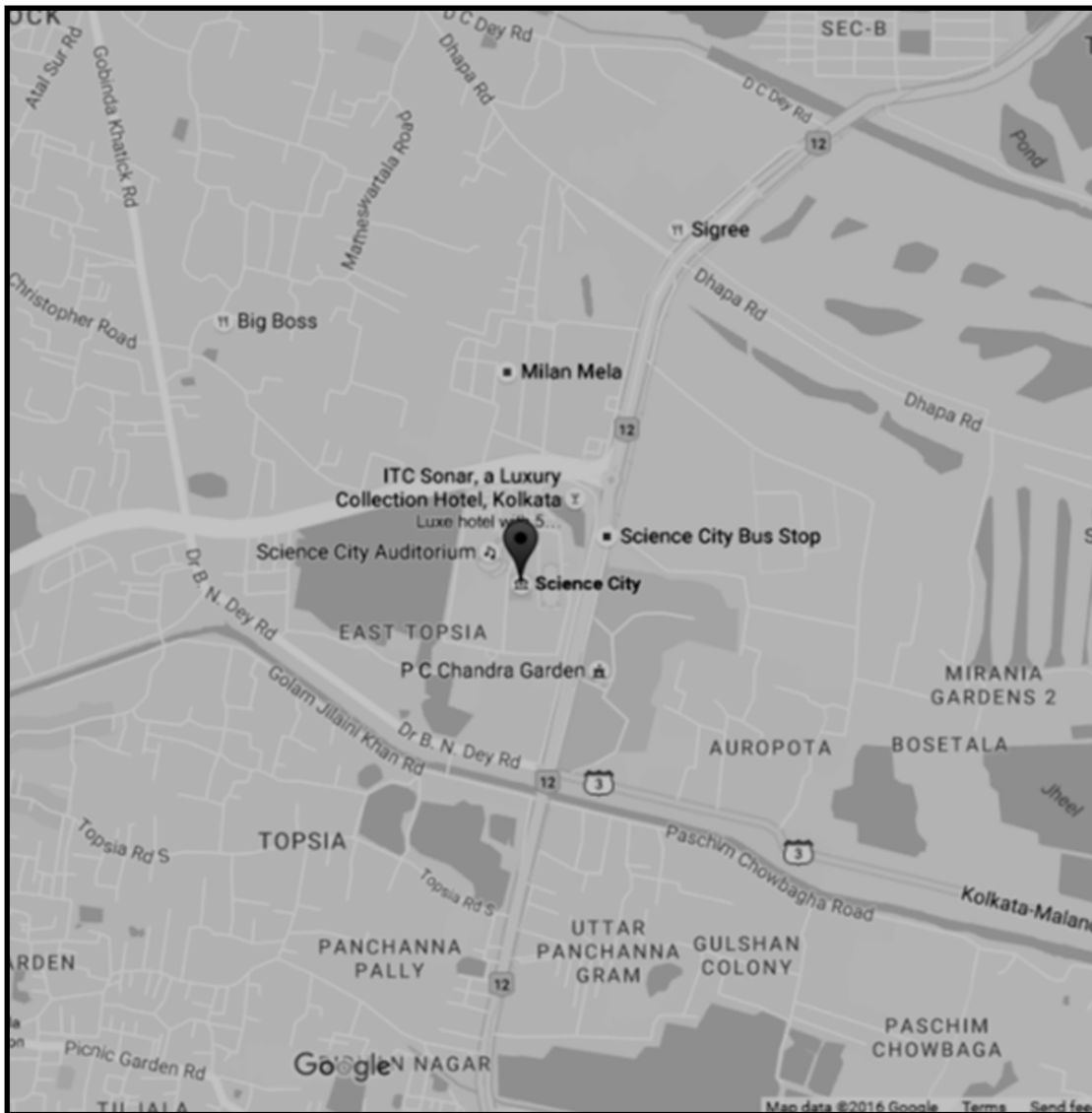
Name of the Director	Mr. Arun Kumar Kothari	Mr. Kothaneth Ashok
Date of Birth	10th July, 1953	10th December, 1955
Qualification	B. Com. (Hons.)	M.A. (Economics)
Date of Appointment	26th August, 1985	28th May, 2019
Brief Resume and nature of expertise in functional area	Mr. Arun Kumar Kothari is a well known Industrialist having knowledge, experience & expertise in areas relating to tea, pharmaceuticals, chemical, engineering and spinning industry.	Mr. K. Ashok had been the Vice Chairman and Managing Director of J. Thomas & Co. (P) Limited, largest and oldest tea auctioneers in the world. His rich and varied experience enhanced his progress and respect in the above stated Company, as well as in Tea Trade Associations, both in North and South India.
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	5 (Five)	-
Directorship(s), Membership(s)/ Chairmanship(s) of Committees of other Boards*	<p>Directorships: Listed Companies Albert David Limited Pilani Investments & Industries Corporation Ltd.</p> <p>Unlisted Companies Bharat Fritz Werner Limited Arvind Engineering Works Ltd. Karunasindhu Properties Pvt Ltd Shubh Ananda Advisory Private Limited Arunodaya Consultancy Private Limited</p> <p>Committee Memberships* Member of Stakeholders Relationship Committee Albert David Ltd. Pilani Investments & Industries Corporation Ltd.</p> <p>Member of Audit Committee Albert David Ltd. Pilani Investments & Industries Corporation Ltd.</p>	<p>Directorships: Listed Companies Nil</p> <p>Unlisted Companies The Highland Produce Co. Ltd.</p> <p>Committee Memberships* Nil</p>
Number of Ordinary Shares held in the Company	1,08,472	Nil

Annexure to the Notice (Contd.)

Name of the Director	Mr. Charudatta Raghvendra Prayag	Mr. Naresh Pachisia
Date of Birth	27th August, 1959	26th September, 1962
Qualification	B.Tech (Textile) and M. Text. (By Research)	CFP, AMP (ISB, Hyderabad)
Date of Appointment	28th May, 2019	14th August, 2014
Brief Resume and nature of expertise in functional area	Mr. C.R. Prayag has over 34 years of experience in Research and Development, Technical Textiles, Geotextiles, Nanofiber, composites, quality assurance and Technology Development in cotton yarn and manmade fiber textiles. He has been the Deputy Director of Ahmedabad Textile Industry's Research Association (ATIRA)	Mr. N. Pachisia aged about 57 years is a B.Com, CFP, AMP (ISB, Hyderabad) and Promoter-Managing Director of SKP Securities Ltd, carrying a rich experience of over 37 years in capital markets, especially in investment banking, wealth management and stock broking services.
Relationship with other Directors, Key Managerial Personnel of the Company	-	-
Number of Meetings of the Board attended during the year	-	4 (Four)
Directorship(s), Membership(s)/ Chairmanship(s) of Committees of other Boards*	Directorships: Listed Companies Nil Unlisted Companies Nil Committee Memberships* Nil	Directorships: Listed Companies Linc Pen & Plastics Ltd. SKP Securities Ltd. Unlisted Companies Orbit Regency Maintenance Company Private Limited SKP Commodities Limited SKP Insurance Advisors Private Limited Committee Memberships* Member of Stakeholders Relationship Committee SKP Securities Limited Member of Audit Committee SKP Securities Limited Linc Pen & Plastics Ltd.
Number of Ordinary Shares held in the Company	-	-

* 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 85th Annual General Meeting– Seminar Hall, S-18 (A & B) of the Science City, J.B.S. Haldane Avenue, Kolkata – 700046



**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), Fax: +91-33-2230-4185

Website: www.gillandersarbuthnot.com; E-mail: secretarial@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 85th Annual General Meeting of the Company being held on **Friday, the 09th day of August, 2019 at 10:30 A.M.** at the Seminar Hall, S-18 (A & B) 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 **Tuesday, 06th August, 2019 at 9.30 a.m.** and ends on **Thursday, 08th August, 2019 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.)

INSTRUCTIONS ON ELECTRONIC VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, 6th August, 2019 at 9.30 a.m.** and ends on **Thursday, 8th August, 2019 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 (record date) of **Friday, 2nd August, 2019** 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	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. Eg. 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 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 Corporates.
 - 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 85th Annual General Meeting and holds shares as on the 'cut off' date of **2nd August, 2019**, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com.

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.

The Scrutinizer will submit, not later than 2 days of conclusion of the 85th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any authorised person 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.gillandersarbuthnot.com and on the website of CDSL immediately after the declaration by the Chairman of the Meeting or any person authorized by the Chairman 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 resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e. 9th August, 2019.

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 85th Annual General Meeting of the Company, to be held on **FRIDAY, the 09TH DAY OF AUGUST, 2019** at **10:30 A.M.** at the Seminar Hall, S-18 (A & B) 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
Ordinary Businesses			
1.	Adoption of the audited financial statements of the Company for the financial year ended on 31 st March, 2019, 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.		
Special Businesses			
3.	Ratification of remuneration payable to Cost Auditors of Tea and Textile Divisions of the Company for the financial year 2019-2020. - Ordinary Resolution.		
4.	Appointment of Mr. Kothaneth Ashok (DIN: 02272068), Additional Director, as an Independent Director for a period of five consecutive years with effect from 28 th May, 2019 - Ordinary Resolution.		
5.	Appointment of Mr. Charudatta Raghvendra Prayag (DIN: 08463106), Additional Director, as an Independent Director for a period of five consecutive years with effect from 28 th May, 2019 - Ordinary Resolution.		
6.	Re-appointment of Mr. Naresh Pachisia (DIN: 00233768) as an Independent Director for a period of 5 (five) consecutive years with effect from 9th August, 2019 – Special Resolution.		
7.	Approval to invite subscription 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 _____, 2019

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____



Notes:

- 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.
- For the Resolutions, Statement and Notes please refer to the Notice of the 85th Annual General Meeting.
- # 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.