

Notice

NOTICE is hereby given that the **Eighty Eighth ("88th") Annual General Meeting ("AGM")** of the Members of the Company will be held on **Friday, 12th Day of August, 2022 at 2:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2022, the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint a Director in place of Smt. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS:

3. **Ratification of Remuneration of Cost Auditor**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on **31st March, 2023**, be paid the remuneration as set out in the statement annexed to the Notice convening this 88th 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. **Appointment of Branch Auditor of Engineering (MICCO) Division of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], **M/s. Neha Bothra & Co.**, Chartered Accountants, Kolkata, (**Firm Registration No.- 326938E**), be and is hereby appointed as Branch Auditor of Engineering (MICCO) Division of the Company, to hold office for **5 (Five)** consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 93rd Annual General Meeting of the Company to be held in the calendar year 2027 and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor in connection with the said Audit."

5. **Acceptance of Deposits from Members of the Company and Public**

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

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time and other applicable provisions, if any, and subject to such conditions, approvals, permissions as may be necessary, consent of Members be and

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is hereby accorded for inviting and accepting deposits from time to time from the Members of the Company and from Public to such extent that the deposits outstanding and deposits to accepted shall not exceed 10% of the aggregate paid-up share capital, free reserves and securities premium account of the Company and 25% of the aggregate paid-up share capital, free reserves and securities premium account of the Company in respect of the deposits to be accepted from the Members of the Company and Public respectively.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such necessary actions, as may be required, to give effect to this resolution."

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

Rajat Arora
Company Secretary
(ACS : 51588)

Place: Kolkata
Date: 12th May, 2022

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") setting out material facts concerning the businesses under **Item Nos. 3 to 5** of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 88th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. In view of the ongoing COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('**MCA**') vide its General Circular no. 02/2022 dated 5th May, 2022 read with General Circular Nos. 02/2021 dated 13th January, 2021, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 (collectively referred to as '**MCA Circulars**'). Further, the Securities and Exchange Board of India ('**SEBI**') vide its Circulars dated 12th May, 2020, 15th January, 2021 and 13th May 2022 ('**SEBI Circulars**') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('**the Act**'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), MCA Circulars and SEBI Circulars, the forthcoming **88th AGM** of the Company will thus be held through Video Conferencing ('**VC**') or Other Audio Visual Means ('**OAVM**'). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('**CDSL**') for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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- c. The Members can join the 88th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the 88th AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Since the AGM will be held through VC / OAVM facility, Proxy Form, Attendance Slip including the Route Map is not annexed in this Notice.
- e. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participating in the 88th AGM through VC / OAVM facility and cast their votes through e-Voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the 88th AGM has been uploaded on the website of the Company at www.gillandersarbutnot.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 88th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com

3. Instructions for Members for Remote e-Voting are as under:

- i. The voting period begins on **Tuesday, 9th August, 2022 at 9:00 A.M.** and ends on **Thursday, 11th August, 2022 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, 5th August, 2022** 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. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining AGM through VC/OAVM for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL easi / easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to easi / easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System myeasi .

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Type of shareholders	Login Method
	<p>2) After successful login the easi / easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining AGM & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for easi/easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining AGM & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining AGM & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining AGM & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iv. Login method for e-Voting and joining AGM through VC/OAVM for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
 - a. The shareholders should log on to the e-Voting website www.evotingindia.com.
 - b. Click on “Shareholders” module.
 - c. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on “Login”.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA.
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.

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- i. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
 - j. Click on the EVSN for **“Gillanders Arbuthnot and Company Limited”** on which you choose to vote.
 - k. 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.
 - l. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
 - m. 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.
 - n. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
 - p. 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.
- 4. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-Voting for the resolutions proposed in this Notice:**
- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to secretarial@gillandersarbuthnot.com or by visiting the following link: <http://mdpl/in/form>.
 - b. For Demat shareholders -, please provide Demat account details (CDSL 16 digit beneficiary ID or NSDL 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to secretarial@gillandersarbuthnot.com.
 - c. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
- 5. Instructions for Members for participating in the 88th AGM through VC/OAVM & e-Voting during meeting are as under:**
- a. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
 - b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
 - c. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - e. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - f. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **15 days prior to meeting** i.e. by **Thursday, 28th July, 2022** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@

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gillandersarbuthnot.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** i.e. by **Thursday, 28th July, 2022** mentioning their name, demat account number/folio number, email id, mobile number at **secretarial@gillandersarbuthnot.com**. These queries will be replied to by the company suitably by email.

- g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- h. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

SINCE SOME BROWSERS ARE NOT OPTIMISED, SHAREHOLDERS ARE REQUESTED TO DOWNLOAD CISCO WEBEX MEETINGS APP FOR BEST RESULTS IN ATTENDING THE AGM. IT IS AVAILABLE IN GOOGLE PLAY STORE.

6. Note for Non – Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the **“Corporates”** module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- c. 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.
- d. 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.
- e. 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.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at **daga.ashok@gmail.com** and to the Company at **secretarial@gillandersarbuthnot.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g. 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** or call 1800225533.
- h. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call 1800225533.

7. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 88th AGM and the Annual Report for the financial year 2021-2022 including therein the Audited Financial Statements for financial year 2021-2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 88th AGM and the Annual Report for the financial year 2021-2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

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- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address i.e. secretarial@gillandersarbuthnot.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).
8. The Notice of the 88th AGM and the Annual Report for the financial year 2021-2022 including therein the Audited Financial Statements for the financial year 2021 -2022, will be available on the website of the Company at www.gillandersarbuthnot.com and the website of BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of 88th AGM will also be available on the website of CDSL at www.evotingindia.com.
 9. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 6th August, 2022 to Friday, 12th August 2022**, both days inclusive, for the purpose of the 88th AGM.
 10. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 88th AGM by email and holds shares as on the cut-off date i.e., **Friday, 5th August, 2022**, may obtain the User ID and password by sending a request to the Company's email address secretarial@gillandersarbuthnot.com. However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evotingindia.com.
 11. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
 12. **CS Ashok Daga**, Practising Company Secretary, (**FCS 2699, CP NO. 2948**), proprietor of Ashok Daga & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
 13. During the 88th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 88th AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the 88th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 88th AGM.
 14. The Scrutinizer will submit, not later than two working days of conclusion of the 88th 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., **Friday, 12th August, 2022**.
 15. Electronic copy of all the documents referred to in the accompanying Notice of the 88th AGM and the Explanatory Statement shall be available for inspection in the **'Investors Section'** of the website of the Company at www.gillandersarbuthnot.com.

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16. During the 88th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to CDSL e-Voting system at www.evotingindia.com.
17. Brief resume of Directors seeking re-appointment at the Meeting alongwith details of their other Directorships and shareholding in the Company pursuant to 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.
18. 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, 2014** 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. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form **IEPF – 5** available on www.iepf.gov.in.
19. 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 and NSDL for the financial year ending on **31st March, 2022** have already been paid.
20. 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, e-mail, mobile number etc. to the Company's Registrar & Share Transfer Agent (RTA) in prescribed Form **ISR – 1** and other forms pursuant to SEBI Circular dated 3rd November, 2021.

Maheshwari Datamatics Pvt. Ltd.
(Unit: Gillanders Arbuthnot and Company Limited)
23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001
E-mail: mdpldc@yahoo.com • Website: www.mdpl.in

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

21. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR – 4**, the format of which is available on the Company's website at www.gillandersarbuthnot.com/kycph.php
22. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request for nomination may be made to the Company or its RTA in **Form SH – 13**. If a Member desires to opt out or cancel the earlier nomination and record afresh nomination, he / she may submit the same in **Form ISR – 3** or **Form SH – 14** as the case may be. The said form can be downloaded from the Company's website at www.gillandersarbuthnot.com/kycph.php
23. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form / physical form are therefore, requested to submit their PAN to the Company or the RTA.
24. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical form.

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 approved the appointment of **M/s. B. Ray & Associates, Cost Accountants, Kolkata** to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2023, at a total remuneration of ₹ **1,00,000/- p.a.** 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 Auditor 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 Auditor for the financial year ending on **31st March, 2023**.

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.

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

Item No. 4

The second term of 5 (five) consecutive years of M/s. Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No.- 301178E), as Branch Auditor of the Company shall come to an end on the conclusion of the ensuing 88th Annual General Meeting of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommends to the members appointment of **M/s. Neha Bothra & Co., Chartered Accountants, Kolkata, (Firm Registration No.- 326938E)**, as Branch Auditor of the Company for a period of 5 (five) consecutive years from the conclusion of this 88th AGM till the conclusion of 93rd AGM.

The remuneration to M/s. Neha Bothra & Co., would be paid on the recommendation of the Audit Committee and as approved by the Board of Directors during their tenure as branch auditor of the Company. The proposed remuneration for the financial year 2022-2023 is ₹ **4,00,000/-** plus taxes and reimbursement of out of pocket expenses.

The Audit Committee has considered various parameters viz., capability, team size, experience, clientele served, technical knowledge and the ability to serve a diverse Company like Gillanders Arbuthnot and Company Limited and found M/s. Neha Bothra & Co. to be suitable to be the Branch Auditor of the Company.

M/s Neha Bothra & Co., a partnership firm established in the year 2009, has been offering its clientele wide spectrum of services including Audit and Assurance, Risk Advisory, Consulting, Taxation, Bank Audits, Internal Audits.

M/s. Neha Bothra & Co. Chartered Accountants, has given their consent to be the Branch Auditor of the Company, if appointed, at the ensuing 88th AGM of the Company for a period of 5 (five) consecutive years. M/s. Neha Bothra & Co., Chartered Accountants, has also confirmed that their appointment would be in compliance with the provisions of the Companies Act, 2013 and applicable Rules and that they are not disqualified under any Act from being Branch Auditor of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out in Item No. 4 of the Notice.

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

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

Annexure to the Notice *(Contd.)*

Item No. 5

The Company is eligible to invite, accept or renew deposits from its Members and Public on fulfillment of certain conditions, as stipulated under the provisions of the Companies Act, 2013, and Companies (Acceptance of Deposits) Rules, 2014.

In order to enable the Board of Directors to take a decision about acceptance or renewal of deposits, from time to time, depending on the financial position of the Company and prevalent rate of interest, the Board of Directors recommend that powers to be vested on the Directors of the Company to accept the deposits from the Members of the Company and from the public, up to the permitted limits. The Company, before accepting deposits, shall comply with all other formalities as prescribed by the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out in Item No. 5 of the Notice.

Save and except to the extent of their fixed deposits in the Company, if any, none of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

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

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

Rajat Arora
Company Secretary
(ACS : 51588)

Place: Kolkata
Date: 12th May, 2022

Annexure to the Notice (Contd.)

Annexure

Information pursuant to Regulation 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 Director seeking re-appointment at the ensuing 88th Annual General Meeting (Refer Item No. 2 of the Notice)

Name of the Director	Smt. Prabhawati Devi Kothari
DIN	00051860
Category of Director	Non-Executive Non-Independent Promoter
Date of Birth	10th September, 1957
Qualification	B. Com. (Hons.)
Date of first Appointment on the Board	31st March, 2010
Brief Resume and nature of expertise in functional area	Smt. P. D. Kothari is a well-known Industrialist having wide experience in the field of tea, engineering, chemical, pharmaceuticals and spinning industry.
Relationship with other Directors, Key Managerial Personnel of the Company	Smt. P. D. Kothari is the wife of Mr. Arun Kumar Kothari, Non-Executive Non-Independent Promoter Chairman of the Company.
Remuneration last drawn (₹ in lakhs)	Nil
Number of Meetings of the Board attended during the year	4
Directorships, Membership/ Chairmanship of Committees of other Boards	Directorships: Listed Company: Albert David Limited Unlisted Companies: i. Bharat Fritz Werner Limited ii. G. Das & Co. Pvt. Limited Member of Stakeholders Relationship Committee: Albert David Limited
Number of Ordinary Shares held in the Company	67,875