

81ST ANNUAL GENERAL MEETING (AGM) of GILLANDERS ARBUTHNOT AND COMPANY LIMITED

Date of the AGM	3rd September, 2015
Total Number of Shareholders on record date (being the cut-off date for determining shareholders entitled to e-voting- 27 th August, 2015)	16106
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	13
Public:	725
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	N.A.
Public:	
Mode of Voting	(i) Remote e-voting from 31 st August, 2015 at 9.30. A.M. to 2 nd September, 2015 at 5.00 P.M. (ii) Postal Ballot (Clause 35B) (iii) Ballot Process at the AGM.

Handwritten signature



Handwritten initials 'DY'

Agenda –Wise

ORDINARY BUSINESSES:

Item No. 1 of the Notice - Ordinary Resolution

Adoption of the financial statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2197	2799	43.98	56.02
Total	21342346	14574479	68.29	14571680	2799	99.98	0.02

Item No. 2 of the Notice - Ordinary Resolution

Re-appointment of Mr. A. K. Kothari (DIN 00051900) who retires by rotation, and being eligible, offers himself for re-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2196	2800	43.96	56.04
Total	21342346	14574479	68.29	14571679	2800	99.98	0.02



Item No. 3(a) of the Notice - Ordinary Resolution

Re-appointment of M/s. Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E) as the Auditor of the Company, to hold office for 5 (five) consecutive years for a term up to the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2194	2802	43.92	56.08
Total	21342346	14574479	68.29	14571677	2802	99.98	0.02

Item No. 3(b) of the Notice - Ordinary Resolution

Ratification of re-appointment of M/s. Dutta Ghosh & Associates, Chartered Accountants, Kolkata, (Firm Registration No. 309088E), as Branch Auditor of GIS Cotton Mill, Champdany, a Unit of the Textile Division of the Company, to hold office till the conclusion of the 82nd Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2194	2802	43.92	56.08
Total	21342346	14574479	68.29	14571677	2802	99.98	0.02



Item No. 3(c) of the Notice - Ordinary Resolution

Ratification of re-appointment of M/s. Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), as Branch Auditor of Engineering (MICCO) Division of the Company, to hold office till the conclusion of the 82nd Annual General Meeting of the Company and authority to the Board of Directors to fix remuneration.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2194	2802	43.92	56.08
Total	21342346	14574479	68.29	14571677	2802	99.98	0.02

SPECIAL BUSINESSES:

Item No. 4 of the Notice - Ordinary Resolution

Ratification of remuneration payable to Cost Auditor of Engineering (MICCO) Division for the financial year 2014-15.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2197	2799	43.98	56.02
Total	21342346	14574479	68.29	14571680	2799	99.98	0.02



Item No. 5 of the Notice- Ordinary Resolution

Ratification of remuneration payable to Cost Auditors of Tea, Textile, Engineering (MICCO) and Chemical (Waldies) Divisions of the Company for the financial year 2015-16.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2197	2799	43.98	56.02
Total	21342346	14574479	68.29	14571680	2799	99.98	0.02

Item No. 6 of the Notice - Ordinary Resolution

Appointment of Mrs. Sucharita Basu De (DIN: 06921540), as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation, and to hold office for 5 (five) consecutive years for a term upto the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2196	2800	43.96	56.04
Total	21342346	14574479	68.29	14571679	2800	99.98	0.02



Item No. 7 of the Notice- Special Resolution

Consent to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches, aggregating up to Rs.100 crores (Rupees one hundred crores), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may determine from time to time.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14671715	14569483	99.30	14569483	0	100	0
Public – Institutional holders	1263644	0	0	0	0	0	0
Public-Others	5406987	4996	0.09	2196	2800	43.96	56.04
Total	21342346	14574479	68.29	14571679	2800	99.98	0.02

All the resolutions with respect to the agenda items were passed by the requisite majority. The resolutions as approved by the Members of the Company in terms of the Notice 30th June, 2015 will form part of the Minutes of the 81st Annual General Meeting.

For **Gillanders Arbuthnot and Company Limited**



A. K. Kothari
Chairman

Place: Kolkata

Date: 5th September, 2015

Time: 10:30 A.M





