

16th August, 2021

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

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

Dear Sirs,

Sub: Outcome of 87th Annual General Meeting

We wish to inform you that 87th Annual General Meeting of the Company was duly convened on 13th August, 2021 through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility.

Enclosed please find the following for your information and record:

1. The details regarding the Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Attached as Annexure-A)
2. Consolidated Report of the Scrutinizer dated 16th August, 2021. (Attached as Annexure-B)

Resolution Nos 1 to 5 as stated in the Notice dated 28th June, 2021 were passed by the Shareholders by requisite majority.

Thanking You,

Yours faithfully,
For GILLANDERS ARBUTHNOT AND COMPANY LIMITED

Rajat Arora
Rajat Arora
Company Secretary

Encl: a/a

Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954/ 033-4004 8935 @: khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

Consolidated Report of the Scrutinizer

[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the Board of Directors of
Gillanders Arbuthnot and Company Limited
C-4, Gillanders House
Netaji Subhas Road
Kolkata – 700 001**

Dear Sir,

Pursuant to the letter dated 29th June, 2021 issued by Gillanders Arbuthnot and Company Limited having CIN: L51909WB1935PLC008194 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 28th June, 2020 issued in accordance with General Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020 and Circular No.05/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA') read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter referred to as 'SEBI') for the purpose of remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting through video conferencing (hereinafter referred to as the 'VC'), I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the online verification and examinations to the extent possible due to COVID-19 and subsequent lockdown situation, carried out by me and explanations furnished to me by the Company, its officers and agents I hereby submit my consolidated report w.r.t the electronic voting as under:-

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1. Remote E-voting & E-voting at the meeting

The shareholders of the Company had the option of voting on all the resolutions as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their e-votes at the meeting through VC held on 13th August, 2021 at 10:00 A.M., if they had not casted their votes during remote e-voting.

2. Remote E-voting Process

- (a) The remote e-voting period remained open from Tuesday, 10th August, 2021 (9:00 A.M.) to Thursday, 12th August, 2021 (5:00 P.M.) .
- (b) The votes cast were unblocked on Friday, 13th August, 2021 after the conclusion of meeting, in the presence of 2 witnesses, CS Siddhi Dhandharia and CS Shruti Singhania, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

SIDDHI
DHANDHARIA
A

Digitally signed by SIDDHI DHANDHARIA
DN: c=IN, st=West Bengal,
2.5.4.20=2b19735520996998672fe4a7c2e8e7e2d
a920fb2f530dc2b45c17953a80247,
postalCode=700055, street=397 BLOCK G, NEW
ALIPORE KOLKATA,
serialNumber=069b4022b79c85d3adce97604d2c
e18949b103aecd352616b100b6b279bbfbb,
o=Personal, cn=SIDDHI DHANDHARIA,
preid=nyim=22688f7c4f1c64f941289c1af2dd51
Date: 2021.08.16 15:02:00 +05'30'

Name: CS Siddhi Dhandharia

SHRUTI
SINGHANIA
A

Digitally signed
by SHRUTI
SINGHANIA
Date: 2021.08.16
15:07:40 +05'30'

Name: CS Shruti Singhania

- (c) Thereafter, the details containing, inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website, as provided by Central Depository Services (India) Limited i.e www.evotingindia.com (herinafter referred to as the 'e-voting website').
- (d) Particulars of all the remote e-voting have been entered in a register separately maintained for the purpose.

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3. E-Voting Process at the AGM

- (a) The e-voting at the meeting was commenced upon the instructions of the Chairman of the meeting for those shares who had not casted their votes during remote e-voting.
- (b) The e-voting at the meeting was scrutinized. The votes were reconciled with the records.
- (c) Particulars of all the e-voting at the meeting have been entered in a register separately maintained for the purpose.

4. Cut-off date

The equity shareholders of the Company as on the "cut-off" date, i.e., Friday, 6th August, 2021 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice calling the AGM).

5. Documents

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login at the e-voting website for verification at your end at the time of submitting this report.

6. Consolidated Tabulation

I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the meeting based on the reports generated by Central Depository Services (India) Limited and relied upon by me as under:-

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Item No. 1 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021, the Reports of the Board of Directors and Auditors thereon: Ordinary Resolution					
Remote e-voting	1,47,41,295	99.9936	935	0.0063	750
E-voting at the meeting	0		10	0.0001	-
Total	1,47,41,295	99.9936	945	0.0064	750

Item No. 2 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To appoint a Director in place of Mr. Manoj Sodhani (DIN: 02267180), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment : Ordinary Resolution					
Remote e-voting	1,47,41,018	99.9917	1,212	0.0082	750
E-voting at the meeting	0		10	0.0001	-
Total	1,47,41,018	99.9917	1,222	0.0083	750

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Item No. 3 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2022 : Ordinary Resolution					
Remote e-voting	1,47,41,295	99.9936	935	0.0063	750
E-voting at the meeting	0		10	0.0001	-
Total	1,47,41,295	99.9936	945	0.0064	750

Item No. 4 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To re-appoint Mr. Mahesh Sodhani (DIN: 02100322), as Managing Director of the Company : Special Resolution					
Remote e-voting	3,728	75.7416	1,184	24.0552	1,47,38,068
E-voting at the meeting	0		10	0.2032	-
Total	3,728	75.7416	1,194	24.2584	1,47,38,068

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Item No. 5 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To re-appoint Mr. Manoj Sodhani (DIN: 02267180), as Executive Director and Chief Executive Officer (`CEO`) of the Company : Special Resolution					
Remote e-voting	3,728	75.7416	1,184	24.0552	1,47,38,068
E-voting at the meeting	0		10	0.2032	-
Total	3,728	75.7416	1,194	24.2584	1,47,38,068

7. It has been represented to me by the Company that the votes have been casted by only those Members who were entitled to do so through the designated system of Central Depository Services (India) Limited and that their authenticity has been confirmed by Central Depository Services (India) Limited.

8. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Circulars issued by the MCA as mentioned hereinabove above and the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 as amended relating to electronic voting on the resolutions contained in the Notice calling the AGM.

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9. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice calling the AGM, based on the reports of remote e-voting and e-voting generated from the e-voting website on the system provided by Central Depository Services (India) Limited, the Agency authorised under the Rules and engaged by the Company to provide electronic voting facilities and attendant papers/documents produced to me for my verification.

10. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of Central Depository Services (India) Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

11. You may accordingly satisfy yourself and declare the result.

Thanking You

DEEPAK KUMAR
KHAITAN

Digitally signed by
DEEPAK KUMAR KHAITAN
Date: 2021.08.16 15:08:58
+05'30'

Name: CS Deepak Kumar Khaitan

Practising Company Secretary

ICSI Unique Code No.: I2003WB347200

(F.C.S. No.: 5615 /C.P. No.: 5207)

Designated Partner - Deepak Khaitan & Co. LLP

ICSI Unique Code No.: L2020WB008100

Dated : 16th August, 2021 at Kolkata

CERTIFIED TRUE COPY

For Gillanders Arbuthnot & Co. Ltd.

Rajat Arora
Company Secretary

Countersigned by

Arun Kumar Kothari

(Non-Executive Chairmar

Dated: 16th August, 2021

GILLANDERS ARBUTHNOT AND COMPANY LIMITED

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	13-Aug-21
Total Number of Shareholders on Record Date	10479
No. of Shareholders Present in the Meeting Either in Person or Through Proxy : Promoter & Promoter Group Public Total	
No. of Shareholders Attended the Meeting Through Video Conferencing : Promoter & Promoter Group Public Total	10 51 61



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021, the Reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14737318	100.0000	14737318	0	100.0000	0.0000
	Poll	14737318	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14737318	14737318	100.0000	14737318	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	813698	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	813698	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5662	0.0978	4727	935	83.4864	16.5136
	Poll	5791330	10	0.0002	0	10	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5791330	5672	0.0979	4727	945	83.3392	16.6608
Total		21342346	14742990	69.0786	14742045	945	99.9936	0.0064
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	750



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr Manoj Sodhani (DIN: 02267180), who retires by rotation and being eligible offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14737318	100.0000	14737318	0	100.0000	0.0000
	Poll	14737318	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14737318	14737318	100.0000	14737318	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	813698	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	813698	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5662	0.0978	4450	1212	78.5941	21.4059
	Poll	5791330	10	0.0002	0	10	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5791330	5672	0.0979	4450	1222	78.4556	21.5444
Total		21342346	14742990	69.0786	14741768	1222	99.9917	0.0083
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							[REDACTED]	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	750



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year ending on 31st March, 2022				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14737318	100.0000	14737318	0	100.0000	0.0000
	Poll	14737318	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14737318	14737318	100.0000	14737318	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	813698	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	813698	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5662	0.0978	4727	935	83.4864	16.5136
	Poll	5791330	10	0.0002	0	10	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5791330	5672	0.0979	4727	945	83.3392	16.6608
Total		21342346	14742990	69.0786	14742045	945	99.9936	0.0064
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	750



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Mahesh Sodhani (DIN: 02100322), as Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14737318	100.0000	14737318	0	100.0000	0.0000
	Poll	14737318	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14737318	14737318	100.0000	14737318	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	813698	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	813698	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5662	0.0978	4478	1184	79.0887	20.9113
	Poll	5791330	10	0.0002	0	10	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5791330	5672	0.0979	4478	1194	78.9492	21.0508
Total		21342346	14742990	69.0786	14741796	1194	99.9919	0.0081
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	14737318
Public Insitutions	0
Public - Non Insitutions	750



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Manoj Sodhani (DIN: 02267180) as Executive Director & CEO of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14737318	100.0000	14737318	0	100.0000	0.0000
	Poll	14737318	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14737318	14737318	100.0000	14737318	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	813698	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	813698	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5662	0.0978	4478	1184	79.0887	20.9113
	Poll	5791330	10	0.0002	0	10	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5791330	5672	0.0979	4478	1194	78.9492	21.0508
Total		21342346	14742990	69.0786	14741796	1194	99.9919	0.0081
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	14737318
Public Insitutions	0
Public - Non Insitutions	750

