

Report of the Scrutinizer

[In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 (as far as applicable) of The Companies (Management and Administration) Rules, 2014]

To

The Chairman

The Board of Directors of

Gillanders Arbuthnot and Company Limited

C-4, Gillander House

Netaji Subhas Road

Kolkata – 700 001

West Bengal

Dear Sir,

Pursuant to the letter dated 30.06.2014 issued by Gillanders Arbuthnot and Company Limited having CIN : L51909WB1935PLC008194 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 110 of the Companies Act, 2013 read with Rule 22(5) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Postal Ballot dated 30.06.2014 (hereinafter referred to as the 'postal ballot'), I have examined the postal ballots and other relevant papers and records (including e-voting) as required for that purpose. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby submit my report w.r.t the aforesaid postal ballot (including e-voting) as under:-



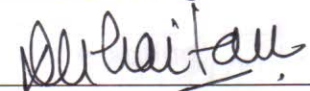
CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No. 5615 / C. P. No. 5207

1. The company has completed the despatch of the postal ballot forms along with business reply envelope on 10.07.2014 to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners at the close of working hours on 30.06.2014. The postage was paid by the Company. The list of shareholding has been provided by the Registrar & Share Transfer Agent and certified by the Company.
2. The e-voting was unblocked on 11.08.2014 in the presence of two witnesses who are not in employment of the Company i.e. CS Siddhi Dhandaria (Practising Company Secretary) and Ms.Karishma Chawla (Management Trainee) as prescribed by law and in addition thereto also in the presence of CS Dhananjoy Karmakar, Company Secretary of the Company.
3. The postal ballot forms were opened on 11.08.2014 in the presence of aforesaid three witnesses and 311 postal ballot forms were found.
4. Particulars of all the postal ballot forms (including e-voting) received from the Members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on 30.06.2014, and the votes casted have been considered accordingly.
6. All postal ballot forms received upto 5.30 PM on 09.08.2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
7. 472 envelopes containing postal ballot forms returned undelivered have been received till the date of issue of this report and there was no defaced or mutilated ballot paper.

8. A summary of the postal ballot forms received for **item no. 1** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public -Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	14612789	0	65046
	• Electronic	5501078	0	15224
(c)	Less : Invalid Votes			
	• Physical	0	0	6828
	• Electronic*	5501078	0	0
(d)	Net Valid Votes			
	• Physical	14612789	0	58218
	• Electronic	0	0	15224
(e)	Votes with assent (FOR) the resolution			
	• Physical	14612789	0	57395
	• Electronic	0	0	10121
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	823
	• Electronic	0	0	5103

* Since the member has casted vote both via physical ballot and e-voting



9. A summary of the postal ballot forms received for **item no. 2** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public - Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	14612789	0	63481
	• Electronic	5501078	0	15224
(c)	Less : Invalid Votes			
	• Physical	0	0	6828
	• Electronic*	5501078	0	0
(d)	Net Valid Votes			
	• Physical	14612789	0	56653
	• Electronic	0	0	15224
(e)	Votes with assent (FOR) the resolution			
	• Physical	14612789	0	56392
	• Electronic	0	0	8611
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	261
	• Electronic	0	0	6613

* Since the member has casted vote both via physical ballot and e-voting

10.A summary of the postal ballot forms received for **item no. 3** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public – Institutional Holders	Public – Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	14612789	0	63515
	• Electronic	5501078	0	15224
(c)	Less : Invalid Votes			
	• Physical	0	0	6828
	• Electronic*	5501078	0	0
(d)	Net Valid Votes			
	• Physical	14612789	0	56687
	• Electronic	0	0	15224
(e)	Votes with assent (FOR) the resolution			
	• Physical	14612789	0	56406
	• Electronic	0	0	8611
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	281
	• Electronic	0	0	6613

* Since the member has casted vote both via physical ballot and e-voting

Deepak Khaitan

11.A summary of the postal ballot forms received for **item no. 4** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public – Institutional Holders	Public – Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	14612789	0	63464
	• Electronic	5501078	0	15224
(c)	Less : Invalid Votes			
	• Physical	0	0	6828
	• Electronic*	5501078	0	0
(d)	Net Valid Votes			
	• Physical	14612789	0	56636
	• Electronic	0	0	15224
(e)	Votes with assent (FOR) the resolution			
	• Physical	14612789	0	55627
	• Electronic	0	0	9361
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	1009
	• Electronic	0	0	5863

* Since the member has casted vote both via physical ballot and e-voting

12.A summary of the postal ballot forms received for **item no. 5** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public – Institutional Holders	Public – Others
(a)	Total shares	14671715	1263644	5406987
(b)	Total votes casted			
	• Physical	14612789	0	63458
	• Electronic	5501078	0	15224
(c)	Less : Invalid Votes			
	• Physical	0	0	6828
	• Electronic*	5501078	0	0
(d)	Net Valid Votes			
	• Physical	14612789	0	56630
	• Electronic	0	0	15224
(e)	Votes with assent (FOR) the resolution			
	• Physical	14612789	0	56325
	• Electronic	0	0	8621
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	305
	• Electronic	0	0	6603

* Since the member has casted vote both via physical ballot and e-voting

13.I am producing before you the postal ballot forms received along with the envelopes, the postal ballot register and the related records (including print out of e-voting as available from the login Id from the website being <https://www.evotingindia.com> (as provided by Central Depository Services Limited) for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting. Thereafter the same shall be handed over to you in terms of Rule 22(11) of The Companies (Management and Administration) Rules, 2014.

14. In my opinion, based on the above scrutiny, the resolutions at item nos.1 to 5 of the above-mentioned notice may be considered to have been passed with requisite majority by means of postal ballot including voting by electronic means as understood herein below :-

Sl. No.	Item. No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
(a)	1	Votes cast in favour of the proposed resolution	14680305	99.96
(b)		Votes cast against the proposed resolution	5926	0.04
		Total	14686231	100
(a)	2	Votes cast in favour of the proposed resolution	14677792	99.95
(b)		Votes cast against the proposed resolution	6874	0.05
		Total	14684666	100
(a)	3	Votes cast in favour of the proposed resolution	14677806	99.95
(b)		Votes cast against the proposed resolution	6894	0.05
		Total	14684700	100

Sl. No.	Item. No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
(a)	4	Votes cast in favour of the proposed resolution	14677777	99.95
(b)	.	Votes cast against the proposed resolution	6872	0.05
		Total	14684649	100
(a)	5	Votes cast in favour of the proposed resolution	14677735	99.95
(b)		Votes cast against the proposed resolution	6908	0.05
		Total	14684643	100

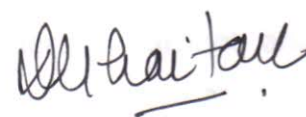
15. Decimals have been suitably rounded off, wherever required.

16. You may accordingly satisfy yourself and declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 13.08.2014



Signature of Scrutinizer

CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No. 5615 / C. P. No. 5207