National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051.

BSE Limited,
Floor 25, P J Towers,
Dalal Street,
MUMBAI – 400 001.

Dear Sir / Madam,

Declaration of voting results of Postal Ballot

This is in reference to our letter dated 21st August, 2020, enclosing therewith the Postal Ballot Notice dated 14th August, 2020 seeking approval for the Special Business as set out in the said Postal Ballot Notice.

Post-closing of voting period at 17:00 hours (IST) on 20th September, 2020, the Scrutinizer has submitted their Report on the Results of the Postal Ballot (through remote e-voting) on 21st September, 2020.

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), we would like to inform you that the said Resolution has been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the Voting results as required under Regulation 44(3) of the Listing Regulations and the Scrutinizer’s Report thereon dated 21st September, 2020.

The said information is also being made available on the website of the Company i.e. www.gillandersarbuthnot.com

Thanking You,

Yours faithfully,
For Gillanders Arbuthnot And Company Limited

[Signature]
Company Secretary

Encl: a/a
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), 2242-9140 , Fax : +91-33-2230-4185
Website : www.gillandersarbuthnot.com; E-mail : gillander@gillandersarbuthnot.com

Details of Voting Results of Postal Ballot through remote e-voting as per Regulation 44(3)

<table>
<thead>
<tr>
<th>Date of declaration of results through Postal Ballot /remote e-voting</th>
<th>21st September, 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Number of Shareholders on record date</td>
<td>10823 Shareholders as on 14th August, 2020</td>
</tr>
<tr>
<td>No. of Shareholders present in the meeting either in person or through proxy</td>
<td></td>
</tr>
<tr>
<td>Promoter &amp; Promoter group</td>
<td>NA</td>
</tr>
<tr>
<td>Public</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
</tr>
<tr>
<td>No. of shareholders attended the meeting through Video Conferencing / OAVM</td>
<td></td>
</tr>
<tr>
<td>Promoter &amp; Promoter group</td>
<td>NA</td>
</tr>
<tr>
<td>Public</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
</tr>
</tbody>
</table>

Shanerpek Karmakar
### Approval for strategic partnership / sell / transfer / dispose off / divestment of North India Spinning Mill Unit, Akbarpur, Punjab

#### Resolution required: (Ordinary/Special)
- **Special Resolution**

#### Whether promoter/promoter group are interested in the agenda/resolution?
- **No**

<table>
<thead>
<tr>
<th>Category</th>
<th>Mode of Voting</th>
<th>No. of shares held (1)</th>
<th>No. of votes polled (2)</th>
<th>% of votes polled on outstanding shares (3)=(2)/(1)*100</th>
<th>No. of votes in favour (4)</th>
<th>No. of votes against (5)</th>
<th>% of votes in favour on votes polled (6)=(4)/(2)*100</th>
<th>% of votes against on votes polled (7)=(5)/(2)*100</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Promoter &amp; Promoter Group</strong></td>
<td>Remote Evoting</td>
<td>14671715</td>
<td>14671715</td>
<td>100.00000</td>
<td>0</td>
<td>0</td>
<td>100.00000</td>
<td>0.00000</td>
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<tr>
<td></td>
<td>Poll</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>14671715</td>
<td>14671715</td>
<td>100.00000</td>
<td>0</td>
<td>0</td>
<td>100.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td><strong>Public - Institutional holders</strong></td>
<td>Remote Evoting</td>
<td>1115192</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Poll</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>1115192</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td><strong>Public - Non institution</strong></td>
<td>E-Vote</td>
<td>5555439</td>
<td>69539</td>
<td>1.25170</td>
<td>56594</td>
<td>12945</td>
<td>81.38450</td>
<td>18.61550</td>
</tr>
<tr>
<td></td>
<td>Poll</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
<td>0</td>
<td>0</td>
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<td>0</td>
<td>0</td>
<td>0.00000</td>
<td>0.00000</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>69539</td>
<td>56594</td>
<td>12945</td>
<td>81.38450</td>
<td>18.61550</td>
<td>81.38450</td>
<td>18.61550</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td>21342346</td>
<td>14741254</td>
<td>69.07045</td>
<td>14728309</td>
<td>12945</td>
<td>99.91219</td>
<td>0.08781</td>
</tr>
</tbody>
</table>

**Signature:**

Suman Roy, Chairman

Chetna Bharti, Company Secretary
Deepak Khaitan & Co.  
Company Secretaries  

-91 90070 55560 /98303 06692 /33 4004 8935@khaitan52@gmail.com/officedkk@gmail.com  
GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata - 700 071

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 14th August,2020 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 14th August, 2020 as per General Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No.22/2020 dated 15th June, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA') read with Regulation 44 of Securities and Exchange Board of India (hereinafter referred to as 'SEBI') for the purpose of remote e-voting ascertaining the requisite majority in respect of Notice of Postal Ballot dated 14th August,2020 (hereinafter referred to as the 'postal ballot') and the Management Representation Letter issued by the Company, I have examined the records of remote e-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 report w.r.t. the aforesaid postal ballot as under:-

GACL/110/21.09.2020  

CERTIFIED TRUE COPY
1. The company has completed the dispatch of the postal ballot notice dated 14th August, 2020 on 21st August, 2020 to its Members whose name(s) appeared on the Register of Members at the close of working hours on 14th August, 2020. The advertisements pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was published on 22nd August, 2020 and the remote e-voting commenced on 22nd August, 2020 at 09:00 A.M. (IST) and ended on 20th September, 2020 at 05:00 P.M. (IST). The list of shareholding has been provided by Maheshwari Datamatics Pvt. Ltd. Registrar & Share Transfer Agent and confirmed as correct by the Company.

2. The e-voting was unblocked on 20th September, 2020, in the presence of 2 witnesses, CS Siddhi Dhandharia and CS Shrutti 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
   Name: Siddhi Dhandharia

   SHRUTI SINGHANIA
   Name: Shrutti Singhania.

3. The remote e-voting rights were reckoned as per list of members as on 14th August, 2020 ("cut-off date") as mentioned in the notice of postal ballot dated 14th August, 2020.

4. The particulars of remote e-voting were downloaded from https://www.evotingindia.com.

5. Particulars of remote e-voting have been entered in a register separately maintained for the purpose of instant postal ballot.

6. I am producing before you the postal ballot register (including particulars of remote e-voting as mentioned above) and the related records for verification at your end.

GACL/110/21.09.2020

CERTIFIED TRUE COPY
7. Based on the above scrutiny, the result of the remote e-voting in respect at Item No.1 of the above-mentioned notice is as follows:

<table>
<thead>
<tr>
<th>Item No. 1 of the Notice</th>
<th>Votes cast in favour of the resolution</th>
<th>Votes cast against the resolution</th>
<th>Invalid votes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Nos.</td>
<td>% of total Valid Votes cast</td>
<td>Nos.</td>
</tr>
<tr>
<td>Remote e-voting</td>
<td>1,47,28,309</td>
<td>99.95%</td>
<td>7,541</td>
</tr>
<tr>
<td>Total</td>
<td>1,47,28,309</td>
<td>99.95%</td>
<td>7,541</td>
</tr>
</tbody>
</table>

8. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to the conduct of business through postal ballot by the shareholders on the resolution proposed in the notice of the postal ballot is the responsibility of the management. My responsibility as a scrutinizer is to render consolidated scrutinizer’s report of the total votes cast in favour or against if any, on the proposed resolution.

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

DEEPAK KUMAR
KHAITAN

CS Deepak Kumar Khaitan
Practising Company Secretary
(F.C.S. No.: 5615 /C.P. No.: 5207)
UDIN: F005615B000742857
ICSI Unique Code No.: I2003WB347200
Deepak Khaitan & Co.
ICSI Unique Code No.: S2019WB676500

Place: Kolkata
Date: 21.09.2020

Place: Kolkata
Date: 21.09.2020

Countersigned by (Chairman)

CERTIFIED TRUE COPY