

**Voting Result of the Court Convened Meeting**

Date of the Court Convened Meeting	29.09.2016
Total number of shareholders on record date	15532
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	11
Public	525
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL
Public	NIL

Agenda no. 1: Resolved that the Scheme of Arrangement between Gillanders Arbuthnot And Company Limited and Barfani Builder Limited and their respective shareholders presented in Company Application No.611 of 2016 filed jointly by Gillanders Arbuthnot And Company Limited and Barfani Builder Limited before the Hon'ble High Court at Calcutta be and is hereby approved.

Resolution required: (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
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		14487502	98.744	14487502	0	100	0
	Poll	14671715	0	0.000	0	0	0	0
	Postal Ballot\$		0	0.000	0	0	0	0
	<b>Total</b>	<b>14671715</b>	<b>14487502</b>	<b>98.744</b>	<b>14487502</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting		1187278	93.957	1187278	0	100	0
	Poll	1263644	0	0.000	0	0	0	0
	Postal Ballot\$							
	<b>Total</b>	<b>1263644</b>	<b>1187278</b>	<b>93.957</b>	<b>1187278</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-voting		25675	0.475	25106	569	97.784	2.2162
	Poll	5406987	2070	0.038	2070	0	100.000	0.0000
	Postal Ballot\$							
	<b>Total</b>	<b>5406987</b>	<b>27745</b>	<b>0.513</b>	<b>27176</b>	<b>569</b>	<b>97.949</b>	<b>2.0508</b>
<b>TOATL</b>		<b>21342346</b>	<b>15702525</b>	<b>73.575</b>	<b>15701956</b>	<b>569</b>	<b>99.996</b>	<b>0.0036</b>

# Valid votes polled have been considered.

\$ Postal Ballot - Not Applicable.

For Gillanders Arbuthnot & Co. Ltd.

*Dhananjay Karmakar*  
(D. Karmakar)  
Company Secretary

Company Application No.611 of 2016  
In The High Court at Calcutta  
Original Jurisdiction

In the matter of:  
The Companies Act, 1956  
And

In the matter of:  
An application under Sections 391(1) and 393 of the said Act  
And

- In the matter of:
1. Gillanders Arbuthnot And Company Limited
  2. Barfani Builder Limited

..... Applicants

**Declaration of Results of voting on Resolution for approval of Scheme**

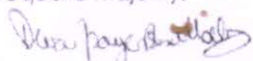
1. In terms of the order dated 22nd August, 2016 of the Hon'ble High Court at Calcutta in the aforesaid matter, the following resolution for approval of the Scheme ("Resolution") was put to vote by the Ordinary Shareholders of Gillanders Arbuthnot And Company Limited:-

*"Resolved that the Scheme of Arrangement between Gillanders Arbuthnot And Company Limited and Barfani Builder Limited and their respective shareholders presented in Company Application No.611 of 2016 filed jointly by Gillanders Arbuthnot And Company Limited and Barfani Builder Limited before the Hon'ble High Court at Calcutta be and is hereby approved."*

2. The shareholders were given the option of voting on the Resolution by either casting their votes physically at the venue of the meeting on 29<sup>th</sup> September, 2016 or electronically from any place other than the venue of the meeting ("e-voting") during the prior e-voting period which commenced on 26<sup>th</sup> September, 2016 at 9:30 A.M. and ended on 28<sup>th</sup> September, 2016 at 5:00 P.M. At the venue of the meeting only shareholders who had not already cast their votes by e-voting were allowed to vote.
3. The appointed Scrutinizer, namely Mr Deepak Kumar Khaitan, Practising Company Secretary, has scrutinized the votes cast physically and by e-voting as aforesaid and submitted his consolidated report to me.
4. The results of the voting are as follows:-

	Particulars	No. of Members	No of votes
A.	In favour of the Resolution		
	By e-voting	20	1,56,99,886
	By Ballot Paper	124	2,070
	<b>Sub Total (A)</b>	<b>144</b>	<b>1,57,01,956</b>
B.	Against the Resolution		
	By e-voting	9	569
	By Ballot Paper	0	0
	<b>Sub Total (B)</b>	<b>9</b>	<b>569</b>
C.	<b>Grand Total (A+B)</b>	<b>153</b>	<b>1,57,02,525</b>

5. I declare that the Resolution for approval of the Scheme has been passed by requisite majority.

  
Dwaipayan Basu Mallick, Advocate  
Chairperson of the Meeting

Dated the 1<sup>st</sup> day of October, 2016.



Consolidated Report of the Scrutinizer

[In terms of Order dated 22<sup>nd</sup> August, 2016 of the Hon'ble Court at Calcutta]

To

Shri Dwaipayan Basu Mallick, Advocate, High Court at Calcutta  
(Court appointed Chairperson of the Meeting of  
Ordinary Shareholders of Gillanders Arbuthnot and Company Limited)

Dear Sir,

1. In terms of the order dated 22<sup>nd</sup> August, 2016 of the Hon'ble High Court at Calcutta I was appointed by Gillanders Arbuthnot and Company Limited having CIN: L51909WB1935PLC008194 (herein after referred to as the 'Company') to be the Scrutinizer for the purpose of scrutinizing the voting on the following resolution :-

*" Resolved that the Scheme of Arrangement between Gillanders Arbuthnot And Company Limited and Barfani Builder Limited and their respective shareholders presented in Company Application No.611 of 2016 filed jointly by Gillanders Arbuthnot And Company Limited and Barfani Builder Limited before the Hon'ble High Court at Calcutta be and is hereby approved. "*

2. The shareholders of the Company had the option of voting on the above resolution by casting their votes physically at the venue of the meeting held on 29<sup>th</sup> September, 2016 at 11:30 A.M., or electronically during the e-voting period commencing on 26<sup>th</sup> September, 2016 at 09:30 A.M. and ending on 28<sup>th</sup> September, 2016 at 5:00 P.M.
3. Immediately prior to commencement of the voting physically by ballot papers, I opened the ballot box and after showing the shareholders that the same was empty I locked the same at the meeting.
4. After the voting physically by ballot papers was over, I took custody of the ballot box and opened the same in presence of the shareholders and two witnesses who are not in the employment of the Company i.e. Ms.Siddhi Dhandharia and Ms.Pruna Verma.

*Deepak Kumar Khaitan*



5. Thereafter the votes cast electronically was unblocked at the website being <https://www.evotingindia.com> (as provided by Central Depository Services Limited) on 29<sup>th</sup> September, 2016, also in the presence of the aforesaid two witnesses and thereafter the votes cast electronically as well as votes cast physically by ballot were scrutinized and counted.
6. Particulars of votes cast electronically as well as votes cast physically by ballot have been entered in a register separately maintained for the purpose.
7. The shareholding details were tallied with the closing status of the Register of Members on the cut-off date i.e. 22<sup>nd</sup> September, 2016 as provided by the Company and the votes cast have been considered accordingly. The validity of the ballot papers were checked, inter alia, as per the notes mentioned in the ballot papers and the Register of Members. The signatures of the members casting their votes physically, including signature on proxies, were also checked with records of the Company.
8. Based on the above scrutiny, I hereby submit my consolidated report on voting on the Resolution as aforesaid:-

	Particulars	No. of Members	No of votes cast	% of total no. of valid votes cast (Decimal upto 4 places)
A.	<b>IN FAVOUR OF THE RESOLUTION</b>			
	Electronically	20	15699886	99.9819
	Ballot Paper	124	2070	0.01318
	<b>Sub Total (A)</b>	<b>144</b>	<b>15701956</b>	<b>99.9964</b>
B.	<b>AGAINST THE RESOLUTION</b>			
	Electronically	9	569	00.0036
	Ballot Paper	0	0	00.0000
	<b>Sub Total (B)</b>	<b>9</b>	<b>569</b>	<b>00.0036</b>
C.	<b>Total valid votes (A+B)</b>	<b>153</b>	<b>15702525</b>	<b>100</b>
D.	<b>Total invalid votes</b>	<b>27</b>	<b>622</b>	

*Deepak Khaitan*





**CS Deepak Kumar Khaitan**

**B.Com(H), M.Com, F.C.S.,DCG(ICSI)**

**Practising Company Secretary**

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9. In terms of the said order dated 22<sup>nd</sup> August, 2016 of the Hon'ble High Court at Calcutta, I am also handing over to you simultaneously with this report all the papers relating to the e-voting and the list of shareholders containing the necessary particulars as directed by the said Order.

Thanking you,

Place: Kolkata

Date: 01.10.2016



Signature:

*Deepak Kumar Khaitan*

Name: Deepak Kumar Khaitan

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

ICSI Unique Code No. : I2003WB347200

*Deepak Kumar Khaitan*