

NOTICE

Notice is hereby given that the Eightieth Annual General Meeting of the Members of the Company will be held on Thursday, the 14TH DAY OF AUGUST, 2014 at 11-30 A.M. at the Williamson Magor Hall of the Bengal Chamber of Commerce and Industry, (1st Floor), Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700 001 to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the financial statement of the Company for the financial year ended 31st March, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To approve payment of Dividend on 8% Redeemable Cumulative Preference Shares of ` 100 each for the financial year ended 31st March, 2014.
3. To declare dividend on Ordinary Shares for the financial year ended 31st March, 2014.
4. To appoint a Director in place of Mr. A. K. Kothari (DIN 00051900), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
5. To appoint a Director in place of Smt. P. D. Kothari (DIN 00051860), who retires by rotation at this Annual General Meeting, and being eligible has offered herself for re-appointment.
6. To consider and, if thought fit, to pass, with or without modification(s) the following Resolutions as Ordinary Resolutions:
 - (a) "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E), be and is hereby re-appointed as the Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."
 - (b) "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Dutta Ghosh & Associates, Chartered Accountants, Kolkata, (Firm

Registration No. 309088E), be and is hereby re-appointed as Branch Auditor of GIS Cotton Mill, Champdany, a unit of the Textile Division of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 84th Annual General Meeting of the Company to be held in the calendar year 2018 (subject to ratification by the members at 81st, 82nd and 83rd Annual General Meetings) and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."

- (c) "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), be and is hereby re-appointed as Branch Auditor of Engineering (MICCO) Division of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 83rd Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification by the members at 81st and 82nd Annual General Meeting) and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."

SPECIAL BUSINESSES:

7. To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2015 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Tea, Textile and Chemical (Waldies) Divisions of the Company for the financial year ending on 31st March 2015, be paid the remuneration as set out in the statement



annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

8. To appoint Mr. Naresh Pachisia (DIN: 00233768) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Naresh Pachisia (DIN: 00233768) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed 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 up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

9. To appoint Mr. Jayant Narayan Godbole (DIN: 00056830) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jayant Narayan Godbole (DIN: 00056830) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the

office of Director, be and is hereby appointed 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 up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

10. To appoint Dr. Hari Prasad Kanoria (DIN:00286685) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Hari Prasad Kanoria (DIN: 00286685) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed 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 up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

11. To appoint Mr. Harishchandra Maneklal Parekh (DIN: 00026530) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014



(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harishchandra Maneklal Parekh (DIN: 00026530), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed 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 up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

12. To re-appoint Mr. Dev Kishan Sharda (DIN: 00105406) as Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Dev Kishan Sharda (DIN: 00105406) as 'Managing Director', (not liable to retire by rotation) designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of 3 (three) years with effect from 1st April, 2014, on the terms and conditions including remuneration (for a period of three years) as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Dev Kishan Sharda, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby

authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

13. To approve the payment of remuneration to Non-Executive Directors (including Independent Directors) and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT in supersession of all the earlier resolutions passed by the members in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company i.e. Directors other than the Managing Director and /or Wholtime Directors, in addition to the sitting fees paid for attending the meetings of the Board of Directors and / or Committee(s) thereof and reimbursement of expenses for attending the meetings, as the Board may from time to time determine in such proportion and manner, not exceeding 1% (one percent) of the Net Profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Gillanders Arbuthnot and Company Limited

D. Karmakar
Company Secretary and Compliance Officer

Date: 26th May, 2014

Registered Office :

C-4, Gillander House,

Netaji Subhas Road,

Kolkata – 700 001, India

CIN: L51909WB1935PLC008194

e-mail : secretarial@gillandersarbuthnot.com



NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) Brief resume of Directors seeking appointment / re-appointment at the Meeting alongwith details of their other Directorships and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are provided as an annexure to this Notice.
- 4) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from 7th August, 2014 to 14th August, 2014 (both days inclusive) for the purpose of payment of final dividend, if approved by the Members, at the Meeting for the year ended 31st March, 2014.
- 6) The dividend, as recommended by the Board, if approved by the Members at the Meeting, will be paid on or after 14th August, 2014 to those Members or their mandates whose names are registered on the Company's Register of Members:
- a) As Beneficial Owners as at the end of business on 6th August, 2014 as per the lists to be furnished by National Securities Depository Limited (NSDL) and Central

Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and

b) As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form, which are lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before 6th August, 2014.

- 7) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, all unclaimed dividends till the financial years 2005-2006 and 2006-2007 have already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid / unclaimed dividends will be transferred to the said Fund from time to time. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2007-2008 to 2012-2013 are therefore, advised to approach the Company for the payment thereof.
- 8) The Ordinary Shares of the Company are listed on the Calcutta Stock Exchange Limited, Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2014-2015.
- 9) Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent-
Maheshwari Datamatics Pvt. Ltd.
(Unit : Gillanders Arbuthnot and Company Limited)
6, Mangoe Lane (Surendra Mohan Ghosh Sarani),
2nd Floor, Kolkata - 700 001.
- Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.
- 10) Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 11) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
- 12) The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares



in electronic form /physical form are therefore, requested to submit their PAN to the Company or its RTA.

- 13) The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form, which is being sent along with the Annual Report. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).
- 14) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 15) All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata - 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 13th August, 2014, and will also be available for inspection at the meeting.
- 16) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 4th July, 2014. (Cut -off date fixed for this purpose). The e-voting period will commence at 10.00 a.m. on Friday, 8th August, 2014 and will end at 5.00 p.m. on Sunday, 10th August, 2014. The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are being sent separately as a part of this Notice.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2015, as detailed below:

Division	Cost Auditors	Audit fees
Tea	M/s. B. Ray & Associates, Cost Accountants, Kolkata	` 71,500 plus reimbursement of out of pocket expenses
Textile - North India Spinning Mill Unit & GIS CottonMill Unit	M/s. D. Sabyasachi & Co., Cost Accountants, Kolkata	` 46,000 plus reimbursement of out of pocket expenses
Chemical (Waldies)	M/s Rammani Sarkar & Co., Cost Accountants, Hooghly	` 27,000 plus reimbursement of out of pocket expenses

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary resolution as set out in item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 7 of the Notice.

All the documents referred to are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 13th August, 2014, and will also be available for inspection at the meeting.

The Board recommends the Ordinary resolution set out at Item No. 7 of the Notice for approval of the Members.

Item Nos. 8 to 11

Mr. Naresh Pachisia is an Independent Director and will hold the position as such in the Board of the Company for a period of less than 5 years as on 1st October, 2014.



Mr. J. N. Godbole, Dr. H. P. Kanoria and Mr. H. M. Parekh are Independent Director and will hold the position as such in the Board of the Company for more than 5 years as on 1st October, 2014.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by listed Companies.

Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors.

It is proposed to appoint Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019.

Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh for the office of Directors of the Company.

The Company has also received declaration from Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh are independent of the management.

Brief resume of Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se as

stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Copy of the draft letters for respective appointments of Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh are interested in the resolutions set out respectively at item Nos. 8 to 11 of the Notice with regard to their respective appointments.

The relatives of Mr. Naresh Pachisia, Mr. Jayant Narayan Godbole, Dr. Hari Prasad Kanoria and Mr. Harishchandra Maneklal Parekh may be deemed to be interested in the resolutions set out respectively at Item Nos. 8 to 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in these resolutions.

All the documents referred to are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 13th August, 2014, and will also be available for inspection at the meeting.

The Board recommends the Ordinary resolution set out at Item No. 8 and Special Resolutions as set out in Item Nos. 9 to 11 of the Notice for approval of the Members.

Item No. 12

Subject to the approval of the Members of the Company in General Meeting, the Board of Directors of the Company at its Meeting held on 10th February, 2014 had re-appointed Mr. D. K. Sharda as 'Managing Director', designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of three years with effect from 1st April, 2014 under the provisions of the Companies Act, 1956 from the expiry of his present term, which expired on 31st March, 2014.

An Agreement dated 27th March, 2014, effective from 1st April, 2014, was entered into between the Company and Mr. D. K. Sharda, Managing Director & CEO of the Company, subject to the approval of the members of the Company.

Meanwhile, the relevant provisions of the Companies Act, 2013 was made effective from 1st April, 2014. Therefore, a meeting of



the Remuneration Committee of the Board was held on 26th May, 2014, wherein the aforesaid re-appointment of Mr. D. K. Sharda as 'Managing Director', designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company under the same terms and conditions including remuneration as contained in the Agreement dated 27th March, 2014, for a period of three years with effect from 1st April, 2014, was noted and formalized under the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Audit Committee and the Board also noted and formalized the above facts at their respective meetings held on 26th May, 2014.

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile, chemicals and engineering and has manufacturing units in West Bengal, Assam and Punjab. During the last three financial years of 2010-11, 2011-12 and 2012-13, the Company has reported Profit/(Loss) After Tax (PAT) of ₹ 5,419.30 lakhs, (₹ 926.85 lakhs) and ₹ 2,059.04 lakhs.

Regarding foreign investments, it is submitted that your Company has signed a Share Purchase Agreement for purchase of 100 per cent fully paid up Ordinary Shares of Group Development Limited alongwith its wholly owned subsidiaries viz., Naming'omba Tea Estates Limited, Mafisi Tea Estates Limited and Group Holdings Limited all at a total consideration of US\$12,010,000.00 (United States Dollars twelve million and ten thousand only).

Brief resume of Mr. D. K. Sharda, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Mr. D. K. Sharda by his expertise, knowledge and business acumen is managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel, and the expansion and diversification plans that the Company may undertake. During the preceding 3 financial years of 2010-11, 2011-12 and 2012-13, Mr. D. K. Sharda received remuneration of ₹ 24.43 lakhs, ₹ 27.51 lakhs and ₹ 29.95 lakhs.

The remuneration proposed for Mr. D. K. Sharda is commensurate with the industry and size of the Company. Mr. D. K. Sharda has no pecuniary relationship directly or indirectly with the company, or relationship with any of the managerial personnel.

During the financial year 2013-14, your Company has reported

Profit After Tax of ₹ 557.92 lakhs and continuous steps are being taken for improvement in the operations of the Company, which is expected to increase the productivity and profits of the Company.

The terms and conditions of the said Agreement entered into by the Company with Mr. D. K. Sharda are set out herein below:

1. DUTIES AND RESPONSIBILITIES:

Mr. D. K. Sharda, designated as the 'Managing Director & CEO' of the Company shall, subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred on him by the Board of Directors of the Company.

2. REMUNERATION:

- I. Basic Salary : ₹ 254,000 per month for the period 1st April, 2014 to 31st March, 2015 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2015, subject to recommendation of the Remuneration Committee and approval of the Board of Directors.
- II. Perquisites: Apart from Salary, Mr. D. K. Sharda will also be entitled to the perquisites classified into the following three parts viz., Part A, B and C.

PART - A

- i) Housing: The Company shall provide rent free furnished accommodation with free electricity. In case, no accommodation is provided by the Company, the Managing Director & CEO shall be entitled to House Rent Allowance limited to 8% of his salary.
- ii) Medical Reimbursement and Leave Travel Concession: The Managing Director & CEO shall be reimbursed to the extent of 10% of his salary towards expenses incurred for self and family for Medical Expenses and Leave Travel, anywhere in India.
- iii) Fees of Clubs: Upto a maximum of two Clubs. This will not include any admission or life membership fees.
- iv) Personal Accident Insurance / Medclaim Insurance: Personal Accident Insurance policy / Medclaim Insurance policy in accordance with the scheme applicable to senior employees of the Company.

PART - B

- i) Company's contribution to Provident Fund as per Rules of the Company.
- ii) Gratuity on retirement at the rate of one half month's salary



for each completed year of service subject to the ceiling as provided in law.

- iii) Encashment of leave: Encashment of leave as per Rules of the Company.

PART - C

- i) Use of car for Company's business.
ii) Free telephone facility at residence.
iii) Subject to the overall ceiling on remuneration, the Managing Director & CEO may be given other allowances, benefits and perquisites, as may be decided by the Board of Directors, from time to time. However, the overall amount of perquisites shall not exceed an amount equal to the annual Basic Salary. In computing the monetary ceilings on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

3. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during the period of service of Mr. D. K. Sharda, as Managing Director & CEO of the Company, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

The remaining provisions of the Agreement sets out the mutual rights and obligations of the parties thereto and other administrative details.

Considering the progress and profitability of the Company, which is expected to continue in the future years, occasion is not likely to arise for payment of remuneration to him as 'Minimum Remuneration' during any of the years comprised by the period of his office. However, as per the requirement of Schedule V, the relevant information are set out at one or other places of the other documents forming part of the Annual Report and the aforesaid paragraphs should be taken as information that are required to be provided under Schedule V Part II of the Companies Act, 2013.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. D. K. Sharda, as Managing Director & CEO of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Managing Director & CEO will be beneficial to and in the interest of the Company.

Save and except Mr. D. K. Sharda and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no.12 of the Notice.

All the documents referred to are open for inspection at the

Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 13th August, 2014, and will also be available for inspection at the meeting.

The Board recommends the Special resolution set out at Item No. 12 of the Notice for approval of the Members.

Item No. 13

In the current competitive business environment and under the Companies Act, 2013, Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in mind the enhanced role, duties and responsibilities of the Directors, it would be appropriate that the remuneration payable to the Directors by the Company be commensurate with their increased role, duties and responsibilities.

Section 197 of the Act provides for payment of remuneration to Non-Executive Directors i.e. Directors who are neither Managing Directors nor Wholetime Directors, not exceeding 1 (one) per cent of the Net profits of the Company.

The Board of Directors of the Company, subject to the approval of the members of the Company, proposes to pay remuneration to the Non-executive Directors (Including Independent Directors) not exceeding in aggregate 1(one) per cent of the Net Profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

Save and except all the Non-Executive Directors (Including Independent Directors) of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no.13 of the Notice.

The Board recommends the special resolution set out at Item No. 13 of the Notice for approval of the Members.

By Order of the Board
For Gillanders Arbuthnot and Company Limited

D. Karmakar
Company Secretary and Compliance Officer

Date: 26th May, 2014

Registered Office :
C-4, Gillander House,
Netaji Subhas Road,
Kolkata – 700 001, India
CIN: L51909WB1935PLC008194
e-mail : secretarial@gillandersarbuthnot.com



Annexure

Particulars of Directors proposed to be appointed/re-appointed at the 80th Annual General Meeting of the Company to be held on Thursday, the 14th day of August, 2014 at 11-30 A.M.

Name of the Director	Brief resume and nature of expertise in functional area	Number of Ordinary Shares held in the Company	Other Directorship/Other Committee Membership held*
Mr. A.K. Kothari	Mr. A.K. Kothari aged about 61 years is a well known industrialist having knowledge, experience & expertise on areas relating to tea, pharmaceuticals, chemical, engineering and spinning industry.	1,25,287	<p>Directorships:</p> <p>Albert David Limited Bhaktwatsal Investments Limited Kothari Phytochemicals & Industries Limited Vishnuhari Investments & Properties Limited Bharat Fritz Werner Limited Indian Glass & Electricals Limited Arvind Engineering Works Limited</p> <p>Committee Memberships</p> <p>Member of Audit Committee Albert David Limited Kothari Phytochemicals & Industries Limited</p> <p>Member of Shareholders' / Investors' Grievance Committee Albert David Limited</p>
Smt. P. D. Kothari	Smt. P. D. Kothari aged about 57 years is a well known Industrialist having wide experience in the field of tea, engineering, chemical, pharmaceuticals and spinning industry.	67,875	<p>Directorships:</p> <p>Bhaktwatsal Investments Limited Vishnuhari Investments & Properties Limited Bharat Fritz Werner Limited M. D. Kothari & Co. Limited Kothari Phytochemicals & Industries Limited</p> <p>Committee Memberships</p> <p>-</p>
Mr. N. Pachisia	Mr. N. Pachisia aged about 52 years is a CFP, AMP (ISB, Hyderabad) and Promoter-Managing Director of SKP Securities Ltd, carrying a rich experience of over 32 years in capital markets, especially in investment banking, wealth management and stock broking services. He is actively associated with Entrepreneurs' Organisation, CII and Financial Planning Standards Board, India.	-	<p>Directorships:</p> <p>SKP Commodities Limited Murlidhar Ratanlal Exports Limited Linc Pen & Plastics Limited Diana Tea Company Limited Sarda Plywood Industries Limited Electrosteel Steel Limited SKP Securities Limited Mallcom (India) Limited</p>



Name of the Director	Brief resume and nature of expertise in functional area	Number of Ordinary Shares held in the Company	Other Directorship/Other Committee Membership held*
			Committee Memberships Member of Audit Committee Linc Pen & Plastics Limited Diana Tea Company Limited Electrosteel Steel Limited SKP Securities Limited Member of Shareholders' / Investors' Grievance Committee Electrosteel Steel Limited SKP Securities Limited
Mr. J. N. Godbole	<p>Mr. J.N. Godbole aged about 69 years is a Chemical Engineer from IIT, Pawai and has qualification in financial management. He has diversified experience of more than 37 years ranging from Production - incharge in a private sector SSI, Development Banker with IDBI to Advisor to State Government of Sabah in Malaysia. Presently, he is in the Board of several Companies as an Independent Director.</p>	-	Directorships: Embio Limited J.K. Cements Limited I.M.P. Powers Limited Emami Paper Mills Limited Kesar Terminals & Infrastructure Limited Madhya Bharat Papers Limited Saurashtra Cement Limited IDBI Asset Management Limited Kesar Multimodal Logistics Limited Gujarat Alkalies & Chemicals Limited Zuari Agro Chemicals Limited IITL Projects Limited Zuari Global Limited Committee Memberships Chairman of Audit Committee Gujarat Alkalies & Chemicals Limited Emami Paper Mills Limited Member of Audit Committee Embio Limited Zuari Global Limited Kesar Terminals & Infrastructure Limited IDBI Asset Management Limited Zuari Agro Chemicals Limited Kesar Multimodal Logistics Limited Chairman of Shareholders' / Investors' Grievance Committee Zuari Agro Chemicals Limited



Name of the Director	Brief resume and nature of expertise in functional area	Number of Ordinary Shares held in the Company	Other Directorship/Other Committee Membership held*
Dr. H. P. Kanoria	Dr. H. P. Kanoria aged about 72 years is a well known industrialist who has been actively involved in the promotion and development of various corporate bodies. He is Editor in Chief of 'Business Economics' and is the past President of Calcutta Chamber of Commerce and former Judge of Lok Adalat, Calcutta High Court. He is also recipient of several prestigious awards.	-	Directorships: Asian Health Care Services Limited Committee Memberships -
Mr. H. M. Parekh	Mr. H. M. Parekh aged about 77 years is having over 53 years of experience in tea industry. He is a ex-Chairman of J. Thomas & Co. Pvt. Ltd, one of the largest brokers in tea industry. Mr. Parekh was a member of the Tea Board of India and at present is on the Board of eminent Tea Companies.	-	Directorships: The Methoni Tea Co., Limited Rossel Tea Limited Diana Tea Co. Limited The Grob Tea Co. Limited Williamson Magor & Co. Limited Peria Karamalai Tea & Produce Co. Limited. Rasoi Limited BMG Enterprises Limited Committee Memberships Chairman of Audit Committee Rasoi Limited Diana Tea Co. Limited Member of Audit Committee Rossel Tea Limited Williamson Magor & Co. Limited Peria Karamalai Tea & Produce Co. Limited. Chairman of Shareholders'/ Investors' Grievance Committee Rossel Tea Limited Member of Shareholders'/ Investors' Grievance Committee Rasoi Limited.
Mr. D. K. Sharda	Mr. D. K. Sharda aged about 67 years has rich experience & expertise in the field of Finance, Administration, Jute and Textile Industry for more than 41 years.	-	Directorships: M.D.Kothari & Co. Limited Bhaktwatsal Investments Limited Committee Memberships -

* Only Audit Committee & Shareholders'/Investors' Grievance Committee of Indian Public Limited Companies have been taken into account.

**National Electronic Clearing Service (NECS)
MANDATE FORM**

Maheshwari Datamatics Pvt. Ltd.
Unit: Gillanders Arbuthnot and Company Limited
6, Mangoe Lane, 2nd Floor
(Surendra Mohan Ghosh Sarani)
Kolkata - 700 001
Telephone No.: (033) 2248 2248, 2243 5029
E-mail: mdpl@cal.vsnl.net.in

Shareholders holding shares in Physical Mode are requested to complete this form and send it to Maheshwari Datamatics Pvt. Ltd.

Shareholders holding shares in Electronic Mode are requested to contact their respective Depository Participants.

Dear Sirs,

Payment through NECS

I hereby consent to have the amount of dividend on my Ordinary (Equity) Shares credited through the National Electronic Clearing Service (NECS). The particulars are :

1. Folio No./ Client ID No./DP ID No.....
(Folio No. Given in ordinary (equity) share certificate(s)/DP & Client ID Nos. given by your DP)
2. Shareholder's Name (First / Sole)
3. Shareholder's Address.....
.....
.....
4. Telephone No..... E-mail ID
5. Income Tax Permanent Account (PAN) No.....
6. Particulars of the Bank
 - Bank Name.....
 - Branch Name and Address
 -
 - Mention the 9 digit-code number of the Bank and Branch appearing on the MICR cheque issued by the Bank.....
(Please attach the photocopy of a cheque or a cancelled blank cheque issued by your bank for verifying the accuracy of the code number)
 - Account type:- Please Tick (✓) Savings Current Cash Credit
 - Account number (as appearing on the MICR cheque book).....
 - Date from which the mandate should be effective.....

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information or non-availability of NECS facility with Company's banks at my place/city. I would not hold the Company/Registrar & Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updating of records for purpose of credit of dividend amount through NECS.

Date :

Signature of the first/sole shareholder

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No.:	
Client ID / DP ID:	

I / We, being the Member(s), holding _____ shares of the above named Company, hereby appoint:

(1) Name:	Address:
E-mail ID:	Signature:
OR failing him /her	
(2) Name:	Address:
E-mail ID:	Signature:
OR failing him /her	
(3) Name:	Address:
E-mail ID:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held on Thursday, August 14, 2014 at 11.30 a.m. at the Williamson Magor Hall of the Bengal Chamber of Commerce and Industry, (1st Floor), Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	#	
		For	Against
Ordinary Business			
1.	Adoption of the financial statement of the Company for the financial year ended on 31 st March, 2014, the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on 8% Redeemable Cumulative Preference Shares of Rs.100 each for the financial year ended on 31 st March, 2014.		
3.	Declaration of dividend on Ordinary Shares for the financial year ended on 31 st March, 2014.		
4.	Re-appointment of Mr. A. K. Kothari who retires by rotation, and being eligible, offers himself for re-appointment.		
5.	Re-appointment of Smt. P. D. Kothari who retires by rotation, and being eligible, offers herself for re-appointment.		
6(a)	Re-appointment of Singhi & Co., Chartered Accountants as Statutory Auditors.		
6(b)	Re-appointment of M/s. Dutta Ghosh & Associates, Chartered Accountants, as Branch Auditors of GIS Cotton Mill Unit of the Company.		
6(c)	Re-appointment of M/s. Kothari & Company, Chartered Accountants, as Branch Auditors of Engineering (MICCO) Division of the Company.		
Special Business			
7.	Ratification of remuneration payable to Cost Auditors for 2014-15.		
8.	Appointment of Mr. Naresh Pachisia (DIN: 00233768) as an Independent Director.		
9.	Appointment of Mr. Jayant Narayan Godbole (DIN: 00056830) as an Independent Director.		
10.	Appointment of Dr. Hari Prasad Kanoria (DIN: 00286685) as an Independent Director.		
11.	Appointment of Mr. Harishchandra Maneklal Parekh (DIN: 00026530) as an Independent Director.		
12.	Re-appointment of Mr. Dev Kishan Sharda (DIN: 00105406) as Managing Director & CEO of the Company.		
13.	Approval for payment of remuneration to Non-Executive Directors (including Independent Directors).		

Signed this _____ day of _____, 2014

Signature of Shareholder(s) _____

Signature of Proxyholder(s) _____

Affix Revenue Stamp

Notes:

- This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Statement and Notes please refer to the Notice of the 80th Annual General Meeting.
- # It is optional to put a 'X' in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



ATTENDANCE SLIP

Serial No.:

Regd. Folio No. / DP ID & Client ID:	
Name and Address of the Shareholder:	
Joint Holder(s)	
Number of Ordinary Shares held	

1. I hereby record my presence at the 80th Annual General Meeting of the Company being held on Thursday, August 14, 2014 at 11.30 a.m. at the Williamson Magor Hall of the Bengal Chamber of Commerce and Industry, (1st Floor), Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700 001.
2. Signature of the Shareholder / Proxy present _____
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance slip, duly signed, to the meeting and hand it over at the entrance.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the Meeting.

Note: *Please cut here and bring the above Attendance Slip to the Meeting.*

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password

Note:

The voting period starts from 10.00 a.m. on Friday, August 08, 2014 and will end at 5.00 p.m. on Sunday, August 10, 2014. Thereafter, the voting module shall be disabled by CDSL. Kindly refer to the e-voting instructions on the reverse of this page.

INSTRUCTIONS ON ELECTRONIC VOTING

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <GILLANDERS ARBUTHNOT AND COMPANY LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (C)** The e-voting period commences from at 10.00 a.m. on Friday, August 08, 2014 and will end at 5.00 p.m. on Sunday, August 10, 2014. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 04, 2014 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (D)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.