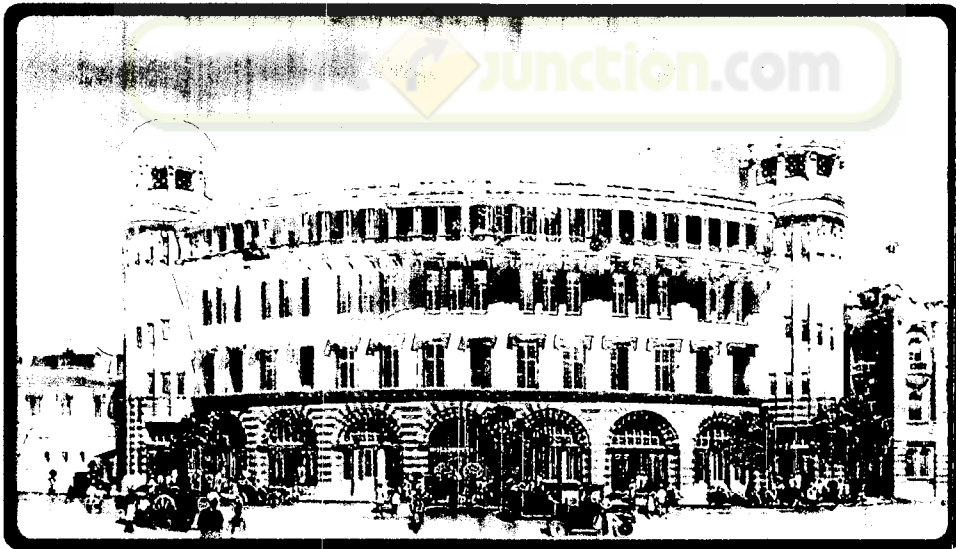
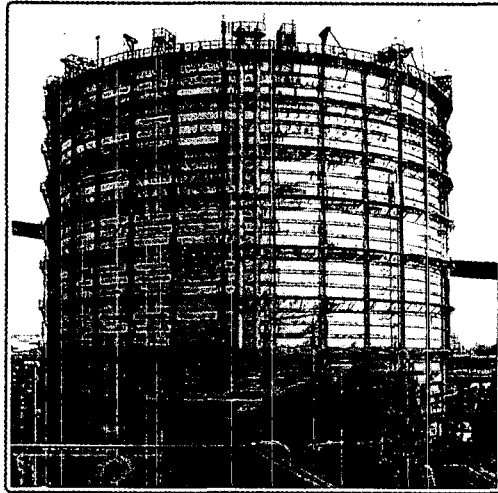




GILLANDERS ARBUTHNOT & COMPANY LIMITED

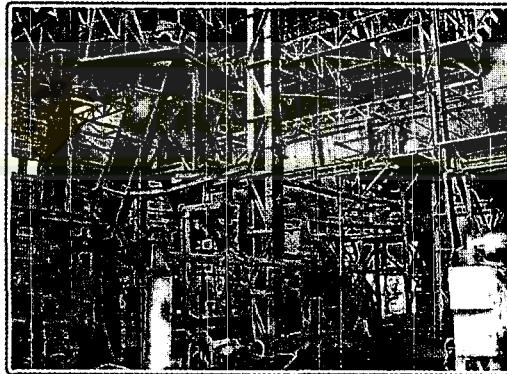


REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2008

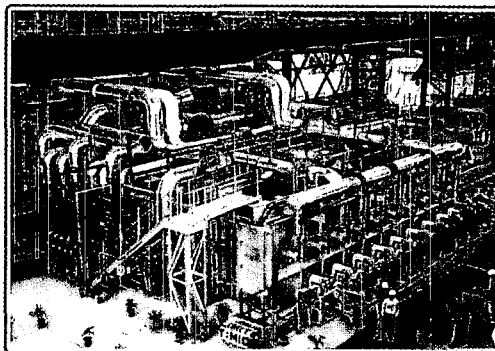


Gas Holder-Tata Steel
Fabricated by Engineering
(MICCO) Division

Report



Sectional View of
Lead Oxide Production Area
- Waldies Division



Reheating Furnace-Tata Steel
Fabricated by
Engineering (MICCO) Division



BOARD OF DIRECTORS

A. K. Kothari

Chairman (with effect from 30th April, 2008)

G. D. Kothari (up to 28th April, 2008)

S. Shah (up to 8th May, 2008)

R. L. Kanoria

A. K. Basu

J. N. Godbole

P. K. Khaitan

S. S. Rathore

Managing Director (up to 31st March, 2008)

D. K. Sharda

Joint Managing Director

A. Mallick

Executive Director

S. K Lakhotia

Executive Director (with effect from 30th April, 2008)

SENIOR VICE PRESIDENT & SECRETARY

S. Balakrishnan

BANKERS

State Bank of India

Industrial Development Bank of India Ltd.

State Bank of Patiala

United Bank of India

Bank of India

Vijaya Bank

SOLICITORS

Khaitan & Co.

AUDITORS

Price Waterhouse

REGISTERED OFFICE

C-4, Gillander House,

Netaji Subhas Road,

Kolkata - 700 001

Phone : 2230-2331-6, 2230-4182-4

Fax : 2230-4185

Website : www.gillandersindia.com

BRANCHES/OFFICES

Ahmedabad, Amritsar, Bangalore, Chennai, Coimbatore, Delhi, Ernakulam, Hyderabad, Kundli, Ludhiana, Mumbai, Panipat, Salem, Solapur.



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NOTICE

NOTICE is hereby given that the Seventy Fourth Annual General Meeting of the Members of the Company will be held at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, (1st Floor), Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700 001 on Thursday, the 11th September, 2008 at 10-30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2008, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To Declare Dividend on Preference & Ordinary Shares.
3. To appoint a Director in place of Mr. P. K. Khaitan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. K. Kothari, who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modifications the following Resolution which will be proposed as Ordinary Resolution:

"Resolved that Messrs. Price Waterhouse, Chartered Accountants, be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be fixed by the Directors and reimbursement of their out-of-pocket expenses actually incurred in the performance of their duties.

Further Resolved that consent of the Company be and is hereby accorded to the Board of Directors of the Company to appoint as Branch Auditors, such person or persons other than the Company's Auditors as are qualified for appointment as Auditors under Section 226 of the Companies Act, 1956, to audit the accounts of such branches/divisions/units of the Company for the financial year ending 31st March, 2009 as the Board of Directors of the Company may decide in consultation with the Company's Auditors and also to fix their remuneration and other terms of appointment".

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications the following Resolutions which will be proposed as Ordinary Resolutions:

6. "Resolved in supersession of the resolution passed at the Annual General Meeting held on 4th September, 1990, the Board of Directors of the Company be and is hereby authorized to contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amounts the aggregate of which shall in any financial year not exceed Rs.100 Lacs notwithstanding the fact that the amount so contributed would exceed the limits provided in Section 293(1)(e) of the Companies Act, 1956 viz, 5% of the average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956 during the three immediately preceding financial years.
7. "Resolved that Mr. S.K. Lakhota be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."



GILLANDERS ARBUTHNOT & CO. LTD.

8. "Resolved that pursuant to the provisions of Sections 198, 269, 309 and 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956 the Company hereby approves the re-appointment of Mr. D. K. Sharda as Joint Managing Director of the Company for a period of one year with effect from 1st April, 2008 on the terms and conditions and payment of remuneration and other perquisites/benefits as set out in the Agreement entered into between the Company and Mr. D. K. Sharda (copy whereof duly authenticated is placed before this Annual General Meeting), such remuneration, perquisites/benefits being also set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting with liberty to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration provided that the same are in accordance with the provisions of the Companies Act, 1956 or any re-enactment thereof and/or any Rules/Regulations framed thereunder."
9. "Resolved that pursuant to the provisions of Sections 198, 269, 309 and 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956 the Company hereby approves the re-appointment of Mr. A. Mallick as Executive Director of the Company for a period of one year with effect from 1st April, 2008 on the terms and conditions and payment of remuneration and other perquisites/benefits as set out in the Agreement entered into between the Company and Mr. A. Mallick (copy whereof duly authenticated is placed before this Annual General Meeting), such remuneration, perquisites/benefits being also set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting with liberty to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration provided that the same are in accordance with the provisions of the Companies Act, 1956 or any re-enactment thereof and/or any Rules/Regulations framed thereunder."
10. "Resolved that pursuant to the provisions of Sections 198, 269, 309 and 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956 the Company hereby approves the appointment of Mr. S. K. Lakhotia as Executive Director of the Company with effect from 30th April, 2008 for the period upto 31st March, 2009 on the terms and conditions and payment of remuneration and other perquisites/benefits as set out in the Agreement entered into between the Company and Mr. S. K. Lakhotia (copy whereof duly authenticated is placed before this Annual General Meeting), such remuneration, perquisites/benefits being also set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting with liberty to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration provided the same are in accordance with the provisions of the Companies Act, 1956 or any re-enactment thereof and/or any Rules/Regulations framed thereunder."

Registered Office :

C-4, Gillander House,
Netaji Subhas Road,
Kolkata – 700 001.

14th July, 2008.

By Order of the Board
For GILLANDERS ARBUTHNOT & CO. LTD.

S. BALAKRISHNAN
Senior Vice President and Secretary.

Notes :

- 1) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll on his behalf. Such proxy/proxies need not be a Member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the Meeting.
- 2) An Explanatory Statement under Section 173(2) of the Companies Act, 1956, in respect of the Special Business of the Meeting is annexed hereto.



- 3) The Register of Members of the Company will remain closed from 8th September, 2008 to 11th September, 2008 both days inclusive.
- 4) Dividend, if declared, will be paid within the statutory period to those Members whose names appear on the Register of Members of the Company on 11th September, 2008.
- 5) Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 as amended with effect from 31st October, 1998, dividends for the financial year ended 31st March, 1996 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date of transfer of the same under subsection (1) of the said Section will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government established under Section 205C of the Act. In compliance with the said provisions of the Act, all unclaimed dividends pertaining to the financial years ended 31st March, 1996 to 31st March, 2000 have already been transferred to the IEPF and all subsequent unpaid dividends will be transferred to the said Fund from time to time. Members are advised that no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims. Shareholders who have not encashed the dividend warrants for the subsequent years are, therefore, advised to approach the Company for the payment thereof.
- 6) The Ordinary Shares of the Company are listed on the Calcutta Stock Exchange Association Limited and Bombay Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2008-2009.
- 7) 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 & Transfer Agents-

Maheshwari Datamatics Pvt. Ltd.
(Unit : Gillanders Arbuthnot & Co. Ltd)
6, Mangoe Lane, 2nd Floor
Kolkata - 700001.

Members holding shares in dematerialized form are requested to furnish these information to their respective depository participants for updation of the changes.

- 8) Members holding shares in multiple folios or joint accounts in the same order of names, are requested to consolidate their shareholdings into one folio.
- 9) A brief resume of the Directors seeking reappointment/ appointment at the Annual General Meeting along with 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.

EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

The Company being an old and reputed business house receives requests for donations for various purposes of public utility not directly related to the business of the Company or Welfare of its employees. Besides, the Company's Corporate Governance philosophy also emphasizes the ensuring of welfare of all those associated with the Company including the society at large. In order to discharge its social obligations as well as for maintaining its goodwill & reputation the Company has regularly been making donations for various philanthropic activities. Since the aggregate amount of such donations at times may exceed the limits laid down in Section 293(1)(e) of the Companies Act, 1956 your Directors feel that it is desirable to increase the existing limit of Rs.30 Lacs approved by the shareholders at the Annual General Meeting held on 4th September, 1990 to Rs.100 Lacs.



GILLANDERS ARBUTHNOT & CO. LTD.

Yours Directors recommend that the resolution be passed. None of the Directors of your Company is interested or concerned in the proposed Resolution.

Item Nos. 7 and 10

At the meeting of the Board of Directors held on 30th April, 2008 Mr. S. K. Lakhota was appointed as an Additional Director and thereafter as Executive Director of the Company with effect from 30th April, 2008 for the period upto 31st March, 2009 subject to the approval of the members.

As per the provisions of Section 260 of the Companies Act, 1956, the appointment of Mr. S. K. Lakhota as Additional Director would terminate at the forthcoming Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member, signifying his intention to appoint Mr. S. K. Lakhota as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation. Hence approval of the members is now being sought for his appointment as a rotational director at the forthcoming Annual General Meeting as well as to his appointment as Executive Director of the Company for the period mentioned in the preceding paragraph.

The appointment of Mr. S. K. Lakhota, as the Executive Director of the Company and the remuneration paid/payable to him as recommended by the Remuneration Committee of the Board of Directors of the Company are in accordance with the conditions specified in Parts I and II of Schedule XIII of the Companies Act, 1956.

In compliance of Section 302 of the Companies Act, 1956 an abstract of the terms and conditions of the appointment of Mr. S. K. Lakhota as Executive Director of the Company and the remuneration paid/payable to him as Executive Director was sent by the Company to all the shareholders and others entitled thereto on 30th April, 2008. The said terms and conditions including remuneration which were later embodied in the Agreement entered into by the Company with him are set out below:

1. DUTIES AND RESPONSIBILITIES :

Mr. S. K. Lakhota as the Executive Director of the Company shall, subject to the provisions of the Companies Act, 1956 and the overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as may from time to time be entrusted to or conferred on him by the Board of Directors of the Company.

2. REMUNERATION :

- I. SALARY : Rs.1,30,000/- per month subject to such periodical increments as may be approved by the Board of Directors of the Company from time to time up to a limit of Rs.2,00,000/- per month.
- II. Bonus Rs.8,400/- per annum.
- III. PERQUISITES : Apart from salary and Bonus Mr. S. K. Lakhota will also be entitled to the perquisites classified into the following three categories, Parts A, B and C.

PART - A

- i) Housing : The Company shall provide rent free furnished accommodation with free electricity which will be maintained by the Company. In case no accommodation is provided by the Company the Executive Director shall be entitled to House Rent Allowance limited to 8% of his salary plus reimbursement of expenses incurred on electricity.
- ii) Medical Reimbursement and Leave Travel Concession: The Executive Director 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/Mediclaim Insurance : Premium not exceeding Rs.6,000/- per annum.

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) Leave with full pay and allowances. Encashment of leave will be permitted.

PART – C

- i) Free use of car.
- ii) Free telephone facility at residence.
- iii) Provision of car for use on Company's business will not be considered as perquisite. Use of car for private purposes will be valued as per Income Tax Rules, 1962.

3. MINIMUM REMUNERATION :

In the event of absence or inadequacy of profits during the period of service Mr. S. K. Lakhotia, as the Executive Director shall be entitled to the same Salary and Perquisites as stated hereinbefore.

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

The Board of Directors is of the opinion that the above remuneration being paid/ payable to Mr. S. K. Lakhotia, as Executive Director of the Company as approved and recommended by the Remuneration Committee is commensurate with his duties and responsibilities and is well within the limits specified in Part II of Schedule XIII of the Companies Act, 1956. The Resolution set out in the Notice is to be considered accordingly and the Board recommends that the same be passed. A copy of the Agreement referred to in the Resolution is available for inspection by the Members at the Registered Office of the Company between 10-00 A.M. and 12-00 Noon on any working day other than Saturdays till 11th September, 2008 and will also be available for inspection at the Meeting.

No Director of the Company other than Mr. S. K. Lakhotia is interested or concerned in the resolution.

Item No. 8

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 31st January, 2008 re-appointed Mr. D. K. Sharda, as Joint Managing Director of the Company for a period of one year from 1st April, 2008. The previous term of Mr. D. K. Sharda, as Joint Managing Director expired on 31st March, 2008.

The re-appointment of Mr. D. K. Sharda, as Joint Managing Director of the Company and the remuneration being paid/ payable to him as recommended by the Remuneration Committee of the Board of Directors of the Company are in accordance with the conditions specified in Parts I and II of Schedule XIII of the Companies Act, 1956.

In Compliance of Section 302 of the Companies Act, 1956 an abstract of the terms and conditions of the re-appointment of Mr. D. K. Sharda, as Joint Managing Director of the Company and the remuneration



payable to him was sent by the Company to all its shareholders and others entitled to receive the same on 31st January, 2008. The said terms and conditions including remuneration which were later embodied in the Agreement entered into by the Company with him are set out below :

1. DUTIES AND RESPONSIBILITIES :

Mr. D. K. Sharda, as the Joint Managing Director of the Company shall, subject to the provisions of the Companies Act, 1956 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. SALARY: Rs.77,500/- per month subject to such periodical increments as may be approved by the Board of Directors of the Company from time to time upto a limit of Rs.1,50,000/- per month.
- II. Bonus Rs.8,400/- per annum.
- III. PERQUISITES : Apart from salary and Bonus Mr. D. K. Sharda will also be entitled to the perquisites classified into the following three categories, Parts A, B and C.

PART – A

- i) Housing : The Company shall provide rent free furnished accommodation with free electricity which will be maintained by the Company. In case no accommodation is provided by the Company the Joint Managing Director shall be entitled to House Rent Allowance limited to 8% of his salary.
- ii) Medical Reimbursement and Leave Travel Concession: The Joint Managing Director 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/Mediclaim Insurance : Premium not exceeding Rs.6,000/- per annum.

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) Leave with full pay and allowances. Encashment of leave will be permitted.

PART – C

- i) Free use of car.
- ii) Free telephone facility at residence.
- iii) Provision of car for use on Company's business will not be considered as perquisite. Use of car for private purposes will be valued as per Income Tax Rules, 1962.

3. Minimum Remuneration

In the event of absence or inadequacy of profits during the period of service Mr. D. K. Sharda, as the Joint Managing Director shall be entitled to the same salary and perquisites as stated hereinbefore.