



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 / Mediclaim Insurance: Personal Accident Insurance policy / Mediclaim 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 Wholtime 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*
			<p>Committee Memberships</p> <p>Member of Audit Committee</p> <p>Linc Pen & Plastics Limited</p> <p>Diana Tea Company Limited</p> <p>Electrosteel Steel Limited</p> <p>SKP Securities Limited</p> <p>Member of Shareholders' / Investors' Grievance Committee</p> <p>Electrosteel Steel Limited</p> <p>SKP Securities Limited</p>
Mr. J. N. Godbole	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:</p> <p>Embio Limited</p> <p>J.K. Cements Limited</p> <p>I.M.P. Powers Limited</p> <p>Emami Paper Mills Limited</p> <p>Kesar Terminals & Infrastructure Limited</p> <p>Madhya Bharat Papers Limited</p> <p>Saurashtra Cement Limited</p> <p>IDBI Asset Management Limited</p> <p>Kesar Multimodal Logistics Limited</p> <p>Gujarat Alkalies & Chemicals Limited</p> <p>Zuari Agro Chemicals Limited</p> <p>IITL Projects Limited</p> <p>Zuari Global Limited</p> <p>Committee Memberships</p> <p>Chairman of Audit Committee</p> <p>Gujarat Alkalies & Chemicals Limited</p> <p>Emami Paper Mills Limited</p> <p>Member of Audit Committee</p> <p>Embio Limited</p> <p>Zuari Global Limited</p> <p>Kesar Terminals & Infrastructure Limited</p> <p>IDBI Asset Management Limited</p> <p>Zuari Agro Chemicals Limited</p> <p>Kesar Multimodal Logistics Limited</p> <p>Chairman of Shareholders' / Investors' Grievance Committee</p> <p>Zuari Agro Chemicals Limited</p>