

# GILLANDERS ARBUTHNOT AND COMPANY LIMITED



## Annual Report 2018



**Kothari**  
**Group**  
Imagine Inspire Deliver



**Mr. A. K. Kothari**

Chairman

### **Mission**

To be a good corporate citizen and to inspire and nurture the human spirit for a sustainable value based wealth creation, contributing in the socio economic progress of India in harmony with the environment.

### **Vision**

Innovative, Dynamic and Holistic Global Conglomerate with passion for delivering outstanding performance based on integrity, professionalism, accountability and evolving in a vertical growth trajectory while enriching everyone we touch and enhancing value for all the stakeholders.



## GILLANDERS ARBUTHNOT AND COMPANY LIMITED

Registered Office :

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

CIN: L51909WB1935PLC008194

Phone: +91-33 2230-2331 (6 Lines), Fax: +91-33-2230-4185

Website: [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com); E-mail: [gillander@gillandersarbuthnot.com](mailto:gillander@gillandersarbuthnot.com)



### NOTICE

Notice is hereby given that the **Eighty Fourth Annual General Meeting** of the Members of the Company will be held on **Monday, the 30<sup>TH</sup> DAY OF JULY, 2018 at 10.30 A.M.** at the Mini Auditorium Hall of the Science City, J.B.S. Haldane Avenue, Kolkata – 700046, to transact the following businesses:

#### ORDINARY BUSINESSSES:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Prabhawati Devi Kothari (DIN 00051860), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESSSES:

3. **To approve the remuneration of the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2019 and in this regard to consider and, if thought fit, to pass 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 and other applicable Rules, [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 Engineering (MCCO) Divisions of the Company for the financial year ending on 31<sup>st</sup> March, 2019, be paid the remuneration as set out in the statement annexed to the Notice convening this 84<sup>th</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

4. **To appoint Mr. Arvind Baheti (DIN: 08094824), Additional Director as an Independent Director and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 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 amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Baheti (DIN: 08094824), on the recommendation of the Nomination and Remuneration Committee, who was appointed by the Board of Directors of the Company as an Additional Director (Independent) of the Company with effect from 28<sup>th</sup> March, 2018, and who holds office upto the date of this 84<sup>th</sup> Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 28<sup>th</sup> March, 2018 to 27<sup>th</sup> March, 2023.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including, without limitation, to settle any question, difficulty or doubt that may arise in this regard."

5. **To appoint Mr. Mahesh Sodhani (DIN: 02100322), Additional Director, as a Director, and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 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(s) thereof, for the time being in force] and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahesh Sodhani (DIN: 02100322), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Whole time) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

**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."

6. **To appoint Mr. Manoj Sodhani (DIN: 02267180), Additional Director as a Director and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 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(s) thereof, for the time being in force] and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Sodhani (DIN: 02267180), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Whole time) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

**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."

7. **To appoint Mr. Mahesh Sodhani (DIN: 02100322), as Managing Director of the Company and in this regard to consider and, if thought fit, to pass 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(s) thereof for the time being in force), approval of the Company be and is hereby accorded for appointment of Mr. Mahesh Sodhani (DIN: 02100322), as 'Managing Director', (liable to retire by rotation) of the Company, for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2018, on the terms and conditions, including remuneration, 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 appointment and / or remuneration, as it may deem fit, and as may be acceptable to Mr. Mahesh Sodhani, 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."

8. **To appoint Mr. Manoj Sodhani (DIN: 02267180), as Whole time Director of the Company, and in this regard to consider and, if thought fit, to pass 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 appointment of Mr. Manoj Sodhani (DIN: 02267180), as 'Whole time Director', designated as 'Executive Director & Chief Executive Officer', (liable to retire by rotation) of the Company, for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2018, on the terms and conditions, including remuneration, 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 appointment and / or remuneration, as it may deem fit, and as may be acceptable to Mr. Manoj Sodhani, 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."

9. **To approve invitation or offer to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the Regulations / Guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Articles of Associations of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches, aggregating up to Rs. 100 crores (Rupees One hundred crores), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, utilization of the issue proceeds, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including, without limitation, to settle any question, difficulty or doubt that may arise in this regard."

**By Order of the Board**  
**For Gillanders Arbuthnot and Company Limited**

**D. Karmakar**  
**Company Secretary**

**Date: 30<sup>th</sup> May, 2018**  
**Place: Kolkata**

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

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 84<sup>TH</sup> 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 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) The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 15. Communication relating to remote e-voting, which inter-alia, would contain details about User ID and password are being sent alongwith the copy of this Notice to the Members.
- 3) 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.
- 4) Brief resume of Directors seeking appointment/re-appointment at the Meeting alongwith details of their other Directorships and shareholding in the Company pursuant to Regulations 26(4) and 36(3), as applicable, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as an annexure to this Notice.
- 5) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 23<sup>rd</sup> July, 2018 to 30<sup>th</sup> July, 2018 (both days inclusive).
- 7) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, all unclaimed dividend till the financial year ended on 31<sup>st</sup> March, 2010 has already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid dividend will be transferred to IEPF, from time to time. Members who have not yet encashed the dividend warrant(s), for the financial year 2010-2011 or any subsequent financial year(s) are requested to submit their claims at the Registered Office of the Company. The dividend for the financial year(s) 2010-2011 is due to be transferred to IEPF immediately after 16<sup>th</sup> September, 2018. Hence, it is in the shareholders' interest to claim any uncashed dividends / unclaimed dividends. It may also be noted that once the unclaimed dividend is transferred to IEPF, as stated, no further claim shall be entertained by the Company in that respect. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which require Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.  
  
In accordance with the aforesaid provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred all the shares in respect of which dividend declared for the financial year 2008-2009 and 2009-2010, which has not been claimed for seven consecutive years or more to the Investor Education and Protection Fund. Members are advised to visit the Company's website at [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com) to ascertain details of shares liable for transfer to IEPF Authority for the financial year 2010-2011.
- 8) The Ordinary Shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges and Annual Custody / Issuer fees to CDSL for the financial year ending on 31st March, 2019. Payment of Annual Custody/Issuer fees to NSDL for the said period is under process.
- 9) (i) 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 (RTA)-

Maheshwari Datamatics Pvt. Ltd.  
(Unit : Gillanders Arbuthnot and Company Limited )  
23, R. N. Mukherjee Road,  
5<sup>th</sup> Floor, Kolkata – 700 001.

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

**(ii) Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, has mandated Guidelines and steps, which are to be taken by the Company through its RTA to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption.**

**Accordingly, a letter is being sent to the Members by Speed Post/ Registered Post. Members are requested to provide the details and documents, as requested in the said letter, to our RTA.**

- 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 their share certificates to the 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 obtaining the Nomination Form.
- 12) SEBI vide Circular no. MRD/DoP/Cir-05/2009 dated 20<sup>th</sup> May, 2009 has 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 the RTA.
- 13) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made thereunder, 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.
- 14) All the documents referred to in this 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 29<sup>th</sup> July, 2018, and will also be available for inspection at the Meeting.



**15) Information and other instructions for Members relating to remote e-voting are as under:**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 **Monday, 23<sup>rd</sup> July, 2018 (cut-off date fixed for this purpose)**. The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615), and / or CS Siddhi Dhandharia, Practising Company Secretary, (ACS No.35042), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are as follows:

- (i) The voting period begins on **Friday, 27<sup>th</sup> July, 2018 at 9.30 a.m.** and ends on **Sunday, 29<sup>th</sup> July, 2018 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 23<sup>rd</sup> July, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **<Gillanders Arbuthnot and Company Limited>** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxii) Any person who acquire shares and becomes Member after dispatch of Notice of the 84<sup>th</sup> Annual General Meeting and holds shares as on the 'cut off' date of 23<sup>rd</sup> July, 2018, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

16. The facility for voting shall be made available at the venue of the Meeting to the Members attending the Meeting who has not cast their votes by remote e-voting. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
17. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company. The result shall be declared forthwith upon receipt of the Scrutinizers' Report. The result declared along with the Scrutinizers' report shall be placed on the Company's website at [www.gillandersarbutnot.com](http://www.gillandersarbutnot.com) and on the website of CDSL immediately after the declaration by the Chairman of the Meeting and would also be communicated to the Stock Exchanges where the shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e. 30<sup>th</sup> July, 2018.
18. Route-map to the venue of the Meeting is enclosed herewith for the convenience of the Members.

**ANNEXURE TO THE NOTICE**

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

**Item No. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has proposed to the Central Government, appointment of the following Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2019, as detailed below:

Division	Cost Auditors	Proposed Remuneration
Tea	M/s. B. Ray & Associates, Kolkata	₹ 78,500/- plus reimbursement of out of pocket expenses.
Textile	M/s. D. Sabyasachi & Co, Kolkata	₹ 50,500/- plus reimbursement of out of pocket expenses.
Engineering (MICCO)	M/s. D. Sabyasachi & Co, Kolkata	₹ 40,000/- 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. 3 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2019.

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. 3 of the Notice.

All the documents referred to in the said Resolution 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 29<sup>th</sup> July, 2018, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**Item no. 4**

Pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as 'the Act') and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Arvind Baheti (DIN: 08094824), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors ('the Board') as an Additional Director (Independent) of the Company with effect from 28<sup>th</sup> March, 2018. Mr. Arvind Baheti, holds office as a Director of the Company upto the date of the ensuing 84<sup>th</sup> Annual General Meeting.

The Company has received declaration from Mr. Arvind Baheti that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mr. Arvind Baheti as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 28<sup>th</sup> March, 2018 to 27<sup>th</sup> March, 2023.

In the opinion of the Board, Mr. Arvind Baheti fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Arvind Baheti is independent of the management.

Brief resume of Mr. Arvind Baheti, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* are provided in Annexure to this Notice.

Copy of the draft letter for appointment of Mr. Arvind Baheti as an Independent Director 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Arvind Baheti, is interested in the Resolution set out at Item No. 4 of the Notice with respect to his appointment. The relatives of Mr. Arvind Baheti, may be deemed to be interested in the Resolution set out at Item No.4 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 this Resolution.

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 29<sup>th</sup> July, 2018, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

#### **Item Nos. 5 & 7**

The Nomination and Remuneration Committee at its meeting held on 28<sup>th</sup> March, 2018, did not recommend re-appointment of Mr. D. K. Sharda, who was 70 years of age, as 'Managing Director & CEO' of the Company. The said Committee, instead, recommended that Mr. Mahesh Sodhani and Mr. Manoj Sodhani, be promoted and inducted as Board Members. The Committee was also of the opinion that the position of 'Managing Director' and 'Chief Executive Officer' should be separate.

Thereafter, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Mahesh Sodhani (DIN: 02100322) as an Additional Director (Whole time) with effect from 1<sup>st</sup> April, 2018, to hold office till the conclusion of the ensuing 84<sup>th</sup> Annual General Meeting of the Company.

Subsequent to resignation of Mr. D. K. Sharda as 'Managing Director & CEO' of the Company with effect from close of business hours on 31<sup>st</sup> March, 2018, and on the recommendation of the Nomination and Remuneration Committee (NRC), at their Meetings held on 28<sup>th</sup> March, 2018, the Board of Directors of the Company had appointed Mr. Mahesh Sodhani as 'Managing Director', of the Company, for a period of period of 3 (three) years with effect from 1<sup>st</sup> April, 2018, subject to approval of the Members of the Company.

Accordingly, an Agreement dated 3<sup>rd</sup> April, 2018, effective from 1<sup>st</sup> April, 2018, was entered into between the Company and Mr. Mahesh Sodhani, Managing Director of the Company, subject to the approval of the members of the Company.

The Board of Directors of the Company at their meeting held on 29<sup>th</sup> May, 2018, has varied the terms of appointment of Mr. Mahesh Sodhani, Managing Director, subject to the approval of the members of the Company. The variations primarily deal with retirement of Mr. Sodhani by rotation, as a Director. Accordingly, a supplementary Agreement was entered into between the Company and Mr. Mahesh Sodhani, Managing Director on 30<sup>th</sup> May, 2018.

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile and engineering and has manufacturing units in West Bengal, Assam and Punjab. During the last three financial years 2014-2015, 2015-2016 and 2016-2017 the Company has reported Standalone Profit/(Loss) After Tax (PAT) of (₹ 321.10 lakhs), (₹ 2,266.92 lakhs) and (₹1361.84 lakhs) respectively.

The reasons for loss during the financial year ended on 31<sup>st</sup> March, 2018 and steps taken or proposed to be taken for improvement and increase in productivity has been explained / dealt with in the Directors' Report of the Company for financial year ended on 31<sup>st</sup> March, 2018.

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company viz. Group Developments Limited (GDL), Malawi. GDL has three wholly owned subsidiaries viz., Naming'omba Tea Estates Limited, Mafisi Tea Estates Limited and Group Holdings Limited, all located at Malawi.

Mr. Mahesh Sodhani is associated with the Company since 1<sup>st</sup> May, 2001. Mr. Sodhani has vast experience in Tea Industry and he also has experience in EPC business. Prior to his promotion and appointment as 'Managing Director' he was designated as President of the Company and was looking after the Tea, MICCO (Engineering) and Property Divisions of the Company. Mr. Sodhani also has expertise in finance, marketing and administration.

Brief resume of Mr. Mahesh Sodhani, nature of his expertise in specific functional areas and names of the Company in which he hold Directorship, shareholding and relationships between Directors *inter se* are provided in the Annexure to this Notice.

Mr. Mahesh Sodhani 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. During the preceding 3 financial years 2015-2016, 2016-2017 and 2017-2018, Mr. Mahesh Sodhani received remuneration of ₹ 37.33 lakhs, ₹ 41.23 lakhs and ₹ 57.79 lakhs respectively.

The remuneration proposed for Mr. Mahesh Sodhani is commensurate with the industry and size of the Company. Mr. Mahesh Sodhani has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Manoj Sodhani as brothers.

During the financial year 2017-18, your Company has reported Standalone Loss After Tax of ₹ 1,063.51 lakhs and have taken steps 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 Agreements entered into by the Company with Mr. Mahesh Sodhani are set out herein below:

#### **1. DUTIES AND RESPONSIBILITIES:**

Mr. Mahesh Sodhani, the 'Managing Director' 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, shall 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.
  - a) Basic Salary Rs.2,00,000/- per month for the period 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 and thereafter an increase of not exceeding 25 per cent every year with effect from 1<sup>st</sup> April, 2019, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.
  - b) Special Allowance Rs.3,16,350 per month for the period 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 and thereafter an increase of not exceeding 25 per cent every year with effect from 1<sup>st</sup> April, 2019, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.  
This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
- II. PERQUISITES: Apart from Salary, Mr. Mahesh Sodhani 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, to the Managing Director shall be entitled to House Rent Allowance limited to 25% of his basic salary.
- ii) Medical Reimbursement and Leave Travel Concession: The Managing Director shall be reimbursed to the extent of 10% of his basic 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 National Pension Scheme as per Rules of the Company.
- ii) Company's contribution to Provident Fund as per Rules of the Company.
- iii) 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.
- iv) Encashment of leave: Encashment of leave as per Rules of the Company.

### **PART – C**

- i) Use of car for Company's business.
- ii) Subject to the overall ceiling on remuneration, the Managing Director 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.

## **MINIMUM REMUNERATION:**

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

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

As per the requirement of Schedule V, the relevant information are set out at one or more places in the 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 dealing with 'Minimum Remuneration'.

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

Save and except Mr. Mahesh Sodhani and his relatives, including Mr. Manoj Sodhani, 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 Nos. 5 & 7 of the Notice.

All the documents referred to in the said Resolution 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 29<sup>th</sup> July, 2018, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution and the Special Resolution as set out at Item Nos. 5 & 7 respectively of the Notice for approval of the Members.

### **Item Nos. 6 & 8**

The Nomination and Remuneration Committee at its meeting held on 28<sup>th</sup> March, 2018 did not recommend re-appointment of Mr. D. K. Sharda, who was 70 years of age, as 'Managing Director & CEO' of the Company. The said Committee, instead, recommended that Mr. Mahesh Sodhani and Mr. Manoj Sodhani, be promoted and inducted as Board Members. The Committee was also of the opinion that the position of 'Managing Director' and 'Chief Executive Officer' should be separate.

Thereafter, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Manoj Sodhani (DIN: 02267180) as an Additional Director (Whole time) with effect from 1<sup>st</sup> April, 2018 to hold office till the conclusion of the ensuing 84<sup>th</sup> Annual General Meeting of the Company.

Subsequent to resignation of Mr. D. K. Sharda as 'Managing Director & CEO' of the Company with effect from close of business hours on 31<sup>st</sup> March, 2018, and on the recommendation of the Nomination and Remuneration Committee (NRC), at their Meetings held on 28<sup>th</sup> March, 2018, the Board of Directors of the Company had appointed him as 'Wholetime Director', designated as 'Executive Director & Chief Executive Officer', of the Company, for a period of period of 3 (three) years with effect from 1<sup>st</sup> April, 2018, subject to approval of the Members of the Company.

Accordingly, an Agreement dated 3<sup>rd</sup> April, 2018, effective from 1<sup>st</sup> April, 2018, was entered into between the Company and Mr. Manoj Sodhani, 'Executive Director & CEO' of the Company, subject to the approval of the members of the Company.

The Board of Directors of the Company at their meeting held on 29<sup>th</sup> May, 2018, has varied the terms of appointment of Mr. Manoj Sodhani, Executive Director & CEO, subject to the approval of the members of the Company. The variations primarily deal with retirement of Mr. Sodhani by rotation, as a Director. Accordingly, a supplementary Agreement was entered into between the Company and Mr. Manoj Sodhani, Executive Director & CEO on 30<sup>th</sup> May, 2018.

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile and engineering and has manufacturing units in West Bengal, Assam and Punjab. During the last three financial years 2014-2015, 2015-2016 and 2016-2017 the Company has reported Standalone Profit/(Loss) After Tax (PAT) of (₹ 321.10 lakhs), (₹ 2,266.92 lakhs) and (₹1361.84 lakhs) respectively.

The reasons for loss during the financial year ended on 31<sup>st</sup> March, 2018 and steps taken or proposed to be taken for improvement and increase in productivity has been explained / dealt with in the Directors' Report of the Company for financial year ended on 31<sup>st</sup> March, 2018.

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company viz. Group Developments Limited (GDL), Malawi. GDL has three wholly owned subsidiaries viz., Naming'omba Tea Estates Limited, Mafisi Tea Estates Limited and Group Holdings Limited, all located at Malawi.

Mr. Manoj Sodhani is associated with the Company since 1<sup>st</sup> April, 1996. Mr. Sodhani has vast experience in Textile Industry. Prior to his promotion and appointment as 'Executive Director & CEO,' he was designated as President of the Company and was primarily looking after the Textile Division of the Company. Mr. Sodhani has expertise in finance, marketing and administration.

Brief resume of Mr. Manoj Sodhani, nature of his expertise in specific functional areas and names of the Company in which he hold Directorship, shareholding and relationships between Directors inter se are provided in the Annexure to this Notice.

Mr. Manoj Sodhani 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. During the preceding 3 financial years 2015-2016, 2016-2017 and 2017-2018, Mr. Manoj Sodhani received remuneration of ₹ 37.21 lakhs, ₹ 41.39 lakhs and ₹ 58.36 lakhs respectively.

The remuneration proposed for Mr. Manoj Sodhani is commensurate with the industry and size of the Company. Mr. Manoj Sodhani has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Mahesh Sodhani as brothers.

During the financial year 2017-18, your Company has reported Standalone Loss After Tax of ₹ 1,063.51 lakhs and have taken steps 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 Agreements entered into by the Company with Mr. Manoj Sodhani are set out herein below:

## 1. DUTIES AND RESPONSIBILITIES:

Mr. Manoj Sodhani, the 'Executive 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 shall 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.  | a) Basic Salary   | Rs.2,00,000/- per month for the period 1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019 and thereafter an increase of not exceeding 25 per cent every year with effect from 1 <sup>st</sup> April, 2019, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. |
|     | b) Special Allowance  | Rs.3,16,350 per month for the period 1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019 and thereafter an increase of not exceeding 25 per cent every year with effect from 1 <sup>st</sup> April, 2019, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.   |
|     |   | This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.  |
| II. | PERQUISITES: Apart from Salary, Mr. Manoj Sodhani 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, to the 'Executive Director & CEO', shall be entitled to House Rent Allowance limited to 25% of his basic salary.
- ii) Medical Reimbursement and Leave Travel Concession: The 'Executive Director & CEO' shall be reimbursed to the extent of 10% of his basic 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.