

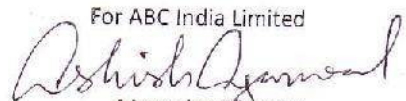
E-VOTING RESULT OF ANNUAL GENERAL MEETING (AGM)

This is to declare that based on the Report of the Scrutinizer, dated 22nd September, 2014, the E-voting Result of the 41st Annual General Meeting on the resolutions as per Notice dated 11th August, 2014 of the Company in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 is as under:

Resolution no. as given in the AGM Notice dated 11 th August, 2014	Particulars of the Votes Cast			Result
		No. of Votes	%	
Resolution No. 1 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 2 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 3 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 4 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 5 as a Special Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 6 as an Ordinary Resolution	Votes Cast in favour	3458055	95.45	Approved by requisite majority
	Votes Cast against	164818	4.55	
Resolution No. 7 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 8 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 9 as an Ordinary Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 10 as a Special Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	
Resolution No. 11 as a Special Resolution	Votes Cast in favour	3622873	100	Approved by requisite majority
	Votes Cast against	NIL	NIL	

A copy of the Scrutinizer's Report is attached as reference

Place: Guwahati
 Date: 25th September, 2014

For ABC India Limited

 Managing Director

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; Email: droliapravin@yahoo.co.in

To,

The Chairman

ABC India Limited

Kedar Road,

Guwahati – 7810019 (Assam)

Dear Sir,

RE: SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on **August 11, 2014** pursuant to the authority granted by the Board of Directors of **ABC India Limited** to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules thereunder for the 41st Annual General Meeting of **ABC India Limited** to be held on **September 25, 2014 at Hotel Nakshatra, Beltola, Opposite Sankar Netralaya , Guwahati 781028.**

I have carried out the work as Scrutinizer from the close of working hours on **September 20, 2014.** In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed The National Securities Depository Limited (NSDL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the Members in the AGM notice dated August 11, 2014.
2. The E-voting period commenced on September 18, 2014 from 10:00 AM (IST) and ended on September 20, 2014 at 6:00 PM (IST).
3. I enclose herewith my report and e voting result downloaded from NSDL E VOTING Portal dated September 22, 2014 for your record.

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No. 2366,

Certificate of Practice No.1362

Place: Kolkata

Date: 22-09-2014



DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata 700069

Mobile: 9831196869; Email – droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

ABC India Limited

Kedar Road,

Guwahati- 781001(Assam)

Dear Sir,

I, Pravin Kumar Drolia (M/N: F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, of Kolkata. appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of M/s **ABC INDIA LIMITED** ("the Company") (CIN:L60231AS1972PLC001393) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the notice of the 41st Annual General Meeting of the Company to be held on Thursday **September 25, 2014** submit my report as under: I was appointed to act as a Scrutinizer by the Board of Directors of the Company in their meeting held on **11th August, 2014**.

1. The e-voting period commenced on 18th September, 2014 from 10:00 AM (IST) and concluded on 20th September, 2014 at 6:00 PM (IST) The e-voting services were provided by The National Securities Depository Limited (NSDL).

2. The Shareholders holding shares as on the "Record date" i.e. **August 8, 2014** were entitled to vote on the proposed resolutions stated in the Notice of the Company. As per provisions of the Companies Act, 2013, the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.

3. The votes were unblocked on 20th September 2014 around 7.30 P.M. in the presence of two witnesses **Ms. Chetana Goel** residing at 146, Bangur Avenue, Block A, 3rd Floor, Kolkata-700055 and **Mr. Keshav Rathi** residing at 9, Atindra Mukherjee Lane, 2nd Floor, Howrah-711102 who are not in the employment of the Company.

4. The results of e-Voting alongwith the list of Shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of NSDL.

The results of the e-voting are as under:



A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at March 31,2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

B. RESOLUTION NO. 2 – ORDINARY RESOLUTION

To sanction dividend on Equity Shares for the year ended 31st March,2014

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



C. RESOLUTION NO. 3 – ORDINARY RESOLUTION

To appoint retiring auditors, M/s. Agarwal Kejriwal & Company, Chartered Accountants (Firm Registration No. 316112E) as Auditors of the Company pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder to hold office from the conclusion of 41st Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter. Further that subject to approval of Audit Committee, Shri Anand Kumar Agarwal, Chairman be and is hereby authorized to fix the remuneration of the Auditors.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	NOT APPLICABLE

D. RESOLUTION NO. 4 – ORDINARY RESOLUTION

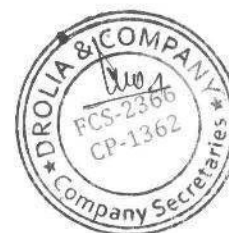
To appoint Dr. Ashok Kumar Agarwal (DIN 01237294), who retires by rotation and being eligible offers himself for reappointment, as a non-executive director of the Company whose period of office is liable to determination by retirement of directors by rotation.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE



(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

E. RESOLUTION NO. 5 – SPECIAL RESOLUTION

To appoint Shri Krishan Arya (DIN 02318774), who retires by rotation and being eligible offers himself for reappointment as an independent director, as an independent director of the Company for a consecutive period upto March 31, 2019 not liable to retire by rotation pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further that pursuant to the provisions of sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Krishan Arya be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

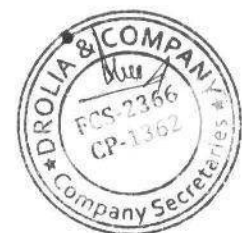
Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

F. RESOLUTION NO. 6 –ORDINARY RESOLUTION

To appoint Shri Vijay Kumar Jain (DIN 00491871), who retires by rotation and being eligible offers himself for reappointment as an independent director of the Company for a consecutive period upto March 31, 2019 not liable to retire by rotation pursuant to the provisions of section 149, 152, other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further that pursuant to the provisions of sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Vijay Kumar Jain be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.



(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24	3458055	95.45

(ii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
4	164818	4.55

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

G. RESOLUTION NO. 7 –ORDINARY RESOLUTION

To appoint Shri Rajyavardhan Kajaria (DIN 00443001) who was appointed by the Board of Directors as an additional director and who vacates his office on the date of this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner as a non-executive director of the Company pursuant to section 149 of the Companies Act, 2013 whose period of office is liable to determination by retirement of directors by rotation.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



H. RESOLUTION NO. 8 –ORDINARY RESOLUTION

To appoint Dr. Debasis Sengupta (DIN 00343736), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received, as an independent director for a consecutive period upto March 31, 2019 not liable to retire by rotation pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further that pursuant to the provisions of sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Dr. Debasis Sengupta be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

I. RESOLUTION NO. 9 – ORDINARY RESOLUTION

To appoint Prof. Ashoke Kumar Dutta (DIN 00045170), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received, as an independent director for a consecutive period upto March 31, 2019 not liable to retire by rotation pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further that pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Prof. Ashoke Kumar Dutta be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100



(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

J. RESOLUTION NO. 10 –SPECIAL RESOLUTION

To appoint Shri Ashish Agarwal (DIN 00351824), as Managing Director w.e.f. 1st August, 2014 for a period of 3 years on the given terms and conditions pursuant to the provisions of Sections 196,197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013, and as approved by the Nomination & Remuneration Committee.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

K. RESOLUTION NO. 11 –SPECIAL RESOLUTION

To appoint Shri Anand Kumar Agarwal (DIN 00380908), as Chairman in supersession of resolution passed or consent recorded earlier w.e.f. 1st September, 2014 for a period of 3 years on the given terms and conditions pursuant to the provisions of Sections 196,197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013, and as approved by the Nomination & Remuneration Committee.



K. RESOLUTION NO. 11 –SPECIAL RESOLUTION

To appoint Shri Anand Kumar Agarwal (DIN 00380908), as Chairman in supersession of resolution passed or consent recorded earlier w.e.f. 1st September, 2014 for a period of 3 years on the given terms and conditions pursuant to the provisions of Sections 196,197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013, and as approved by the Nomination & Remuneration Committee.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	3622873	100

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

FOR DROLIA & COMPANY

(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362

Place: Kolkata

Date:22-09-2014



We the undersigned witnessed that the votes were unblocked from the e-voting website of NSDL (<http://www.evoting.nsdl.com>) in our presence at 7:30 P.M. on 20th September 2014 at the office of the Scrutinizer.

Chetana Goel
i) Ms. Chetana Goel

146, Bangur Avenue, block a,

3rd Floor,

Kolkata-700055

Keshav Rathi
ii) Mr. Keshav Rathi

9, Atindra Mukherjee Lane

2nd Floor

Howrah-711102