

22.09.2017

The following resolutions as per the agenda of the 44th Annual General Meeting held on Wednesday, the 20th day of September, 2017 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata – 700 017 at 03.00 P.M. were declared passed with requisite majority as per details of votes casted in both remote e-voting & ballot voting at the venue of the AGM as detailed in the attached 'outcome of AGM' and Scrutinizer's Report:

1. **As an Ordinary Resolution :** Adopted Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2017, Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.
2. **As an Ordinary Resolution:** Re-appointed Mr. Anand Kumar Agarwal (DIN : 00380908), Director who retires by rotation.
3. **As an Ordinary Resolution:** Appointed M/s. Bharat D. Sarawgee & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) until the conclusion of 49th AGM, subject to ratification by the members at every AGM and authorize the Board to fix their remuneration.
4. **As an Ordinary Resolution:** Approved remuneration of Cost Auditors.
5. **As a Special Resolution:** Re-appointed Mr. Ashish Agarwal (DIN: 00351824) as Managing Director of the Company for a period of 3(three) years w.e.f. 1st August, 2017.
6. **As a Special Resolution:** Re-appointed Mr. Anand Kumar Agarwal (DIN : 00380908) as an Executive Chairman for a period of 3(three) years w.e.f. 1st September, 2017.

Encl. Outcome and Scrutinizer Report.

OUTCOME OF ANNUAL GENERAL MEETING

Date of the AGM	Wednesday, 20 th September, 2017
Total number of shareholders on record date	4489
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	7 248
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public :	N.A. N.A.

Agenda No 1: Adoption of Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2017, Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Board of Directors' and Auditors' thereon.

Resolution required : (Ordinary/Special) :							Ordinary	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.



Agenda No 2 : Re-appointment of Mr. Anand Kumar Agarwal, (DIN: 00380908), Director who retires by rotation.

Resolution required : (Ordinary/Special) :							Ordinary	
Whether promoter / promoter group are interested in the agenda/ resolution?							Yes	
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)= [(4)/(2)]*100	% of Votes against on Votes Polled (7)-[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.



Agenda No 3: Appointment of M/s. Bharat D. Sarawgee & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 49th AGM, subject to ratification in each AGM and to fix their remuneration.

Resolution required : (Ordinary/Special) :							Ordinary	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)= [(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.



Agenda No 4: Approval of remuneration of Cost Auditors.

Resolution required : (Ordinary/Special) :							Ordinary	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)= [(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.



Agenda No 5 : Re-appointment of Mr. Ashish Agarwal (DIN: 00351824) as Managing Director of the Company for a period of 3(three) years w.e.f 1st August, 2017.

.Resolution required : (Ordinary/Special) :							Special	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)= [(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.



Agenda No 6 : Re-appointment of Mr. Anand Kumar Agarwal (DIN: 0038090) as an Executive Chairman of the Company for a period of 3(three) years w.e.f 1st September, 2017.

Resolution required : (Ordinary/Special) :							Special	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3488874	3488874	100	3488874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3488874	3488874	100	3488874	0	100
Public Institution	E-Voting	100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		100	0	0	0	0	0
Public-Non-Institution	E-Voting	1928258	212	0.01	212	0	100	0
	Poll		191	0.00	189	2	98.95	1.05
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		1928258	403	0.02	401	2	99.50
Total		5417232	3489277	64.41	3489275	2	100	0.00

Result: Passed by majority.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

For ABC India Limited

Sanjay Agarwal

SANJAY AGARWAL

Company Secretary



SANTOSH KUMAR TIBREWALLA
B.Com.(Hons.) L.L.B., FCS
Company Secretary

5A, N. C. Dutta Sarani,
(Formerly Clive Ghat Street), Practising
3rd Floor, Kolkata - 700 001
Phone : (033) 2262-8200/ 4005-4842
email : santibrewalla@rediffmail.com

Scrutinizer's Report

[Pursuant to Section 108 / 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

The Chairman,
M/s. ABC India Limited
P-10, New C.I.T Road
Kolkata - 700 073.

Dear Sir,

I, Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed by the Board of Directors of M/s. ABC India Limited (the Company) as a Scrutinizer as per the provisions of Section 108 /109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting & voting carried out by means of Ballot papers at the venue of the 44th Annual General Meeting of the Equity Shareholders of the Company and ascertaining the requisite majority on voting carried out on the resolutions contained in the notice to the 44th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 20th day of September, 2017 at 'Bharatiya Bhasha Parishad', 35A, Shakespeare Sarani, 4th Floor, Kolkata - 700017 at 03.00 P.M.

1. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means & ballot paper on the resolutions contained in the Notice to the 44th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide remote e-voting facilities, engaged by the Company and voting conducted by means of Ballot Papers at the venue of the Annual General Meeting.
2. Further to the above, I submit my report as under:-
 - i) The remote e-voting period remained open from Saturday, September 16, 2017 (09:00 A.M.) up to Tuesday, September 19, 2017 (5.00 P.M.)



- ii) The members of the Company as on the "cut-off" date i.e. Wednesday, September 13, 2017 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the AGM of the Company).
- iii) The facility of Ballot voting was provided at the venue of the AGM only to those members present who had not casted their votes by remote e-voting.
- iv) The ballot box for voting by means of ballot paper was locked and sealed by me in the presence of the members and proxies present at the Annual General Meeting.
- v) On conclusion of the Voting at the venue of the AGM held on 20th September, 2017, the ballot box was opened by me in the presence of 2 witnesses, Ms. Puja Shaw and Ms. Priyanka Gupta. The votes casted through Ballot Papers were duly scrutinized and were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
- vi) The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes casted through e-voting and found not in accordance to the rules provided were also treated as invalid.
- vii) Thereafter, votes casted through remote e-voting were unblocked on 20th September, 2017 in the presence of 2 witnesses, Ms. Puja Shaw and Ms. Priyanka Gupta, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Puja Shaw

Name: Puja Shaw

Priyanka Gupta

Name: Priyanka Gupta

- viii) Thereafter, the details containing, inter alia, list of Equity Share Holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of the Central Depository Services (India) Limited ("CDSL"), i.e. <https://www.evotingindia.com>.
- ix) Based on such reports generated from the website of CDSL and the votes casted through the Ballot Papers at the venue of the AGM, the result of the voting stands as under:



Item No. 1:-

Ordinary Resolution: Adoption of Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2017, Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Board of Directors' and Auditors' thereon.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.

Item No. 2:-

Ordinary Resolution: Re-appointment of Mr. Anand Kumar Agarwal, (DIN: 00380908), Director who retires by rotation.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.



Item No. 3:-

Ordinary Resolution: Appointment of M/s. Bharat D. Sarawgee & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting(AGM) until the conclusion of the 49th AGM, subject to ratification in each AGM and to fix their remuneration.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.



Item No. 4:-**Ordinary Resolution: Approval of remuneration of Cost Auditors.**

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.



Item No. 5:-

Special Resolution: Re-appointment of Mr. Ashish Agarwal (DIN : 00351824) as Managing Director of the Company for a period of 3(three) years w.e.f. 1st August, 2017.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.



Item No. 6:-

Special Resolution: Re-appointment of Mr. Anand Kumar Agarwal (DIN : 0038090) as an Executive Chairman of the Company for a period of 3(three) years w.e.f. 1st September, 2017.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	20	3489086	59	189	79	3489275	100
Votes against the resolution	0	0	1	2	1	2	0
Invalid Votes	0	0	7	20	7	20	N.A.

- x) The relevant information of ballot papers were provided to the Company for preparation of requisite reports and the ballot papers shall be handed over to the Chairman after signing the minutes of the Annual General Meeting.

You may accordingly declare the results and display the same on the website of the Company and convey to Stock Exchange(s) and Central Depository Services (India) Limited ("CDSL").

Please acknowledge the receipt.

Thanking You,

Yours faithfully,



SANTOSH KUMAR TIBREWALLA
Scrutinizer
Membership No. : 3811, C. P. No. : 3982

Place: Kolkata
Date: 22.09.2017

Accepted

For ABC INDIA LTD.

Anand Kumar Agarwal
Chairman

Anand Kumar Agarwal
(DIN: 00380908)