

Date: 9<sup>th</sup> May, 2024

The Secretary, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001  <u>Code – 520123</u>	The Secretary, The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata- 700 001  <u>Code No.- 10011146</u>
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**Subject: Voting Result & Scrutinizer Report of Postal Ballot (e-voting)**

Dear Sir/Madam,

With reference to our letter dated 30<sup>th</sup> March, 2024, we would like to update that the approval of shareholders of the Company by way of special resolution was sought for following:

1. **Appointment of Mrs. Ishani Ray (DIN: 08800793) as an Independent Director of the Company**
2. **Appointment of Mrs. Twinkle Agarwal (DIN: 08641698) as an Independent Director of the Company**

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, please find enclosed the proceeding & results of Postal Ballot (e-voting) as **Annexure-A**, along with the report of the scrutinizer appointed by the Company for conducting the Postal Ballot as **Annexure-B**.

The same will also be uploaded on the website of the Company at [www.abcindia.com](http://www.abcindia.com) and CDSL at [www.cdslindia.com](http://www.cdslindia.com). The aforesaid resolutions have been **passed by 3/4<sup>th</sup> Majority** of Members through Postal Ballot.

You are requested to take the above information on record.

Thanking You

Yours faithfully

**For ABC India Limited.**

**Sanjay Agarwal**  
Company Secretary & Compliance Officer

**Encl: As Above**

**SUMMARY OF THE PROCEEDINGS RELATING TO RESULTS DECLARED ON 9<sup>th</sup> MAY, 2024 FOR THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, ON THE SPECIAL RESOLUTION DEEMED TO BE PASSED ON 9<sup>th</sup> MAY, 2024 BY THE SHAREHOLDERS OF ABC INDIA LIMITED.**

Pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and the last Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 (the "Relevant Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to approve the following resolutions **by means of Special Resolution** through postal ballot by voting through electronic means only ("remote e-voting").

1. 'Appointment of Mrs. Ishani Ray (DIN: 08800793) as an Independent Director of the Company'
2. 'Appointment of Mrs. Twinkle Agarwal (DIN: 08641698) as an Independent Director of the Company'

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company need to send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The remote e-voting commenced from Wednesday, April 10, 2024 at 9:00 A.M. and ended on Thursday, May 9, 2024 at 5:00 P.M.

Mr. Santosh Kumar Tibrewalla, a Practicing Company Secretary who was appointed by the Board of Directors at its meeting held on 30<sup>th</sup> March, 2024 as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.



Thereafter, on the basis of the report of the Scrutinizer, Mr. Sanjay Agarwal, Company Secretary under the Authority of Mr. Ashish Agarwal, Managing Director of the Company declared the results on 9<sup>th</sup> May, 2024 at 7.00 P.M. on the following resolutions as set out in the Postal Ballot notice and informed that the results would be placed on the website of the Company at [www.abcindia.com](http://www.abcindia.com) and would also be intimated to Stock Exchanges and the depositories along with Scrutinizer's Report.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

The Scrutinizer's in his Report (e-voting) reported the voting on the resolution as follows:

### VOTING RESULTS

#### POSTAL BALLOT NOTICE DATED 30<sup>TH</sup> MARCH, 2024 OF ABC INDIA LIMITED

General information about company	
BSE Code	520123
CSE Code	10011146
ISIN	INE125D01011
Name of the company	ABC India Ltd.
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	Date of declaration of results: 9 <sup>th</sup> May, 2024 Deemed dated of passing of resolution : 9 <sup>th</sup> May, 2024
Start time of the meeting	Not Applicable
End time of the meeting	Not Applicable

Scrutinizer Details	
Name of the Scrutinizer	Mr. Santosh Kumar Tibrewalla
Firms Name	Mr. Santosh Kumar Tibrewalla
Qualification	Practicing Company Secretary
Membership Number	3811
Date of Board Meeting in which appointed	30 <sup>th</sup> March, 2024
Date of Issuance of Report to the Company	9 <sup>th</sup> May, 2024

Voting results	
Record date	29 <sup>th</sup> March, 2024
Total number of shareholders on record date	5843
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolutions passed in the meeting	2 (Two)
Disclosure of notes on voting results	

**RESOLUTION NO.1:**

**APPOINTMENT OF MRS. ISHANI RAY (DIN: 08800793) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

*(As a Special Resolution)*

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution? (Refer Note 1)				No				
Description of resolution considered				Appointment of Mrs. Ishani Ray (DIN: 08800793) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	35,04,148	34,44,148	98.29	34,44,148	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		35,04,148	34,44,148	98.29	34,44,148	-	100.00
Public-Institutions	E-Voting	100	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		100	-	-	-	-	-
Public-Non Institutions	E-Voting	19,12,984	16,85	0.09	16,69	16	99.05	0.95
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		19,12,984	16,85	0.09	16,69	16	99.05
<b>Total</b>		<b>54,17,232</b>	<b>34,45,833</b>	<b>63.61</b>	<b>34,45,817</b>	<b>16</b>	<b>100</b>	<b>0.00</b>
Whether resolution is Passed or Not.			Yes					
Disclosure of notes on resolution			NA					



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	NIL
Public Institutions	NIL
Public - Non Institutions	NIL

**RESOLUTION NO.2:**

**APPOINTMENT OF MRS. TWINKLE AGARWAL (DIN: 08641698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

*(As a Special Resolution)*

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution? (Refer Note 1)				No				
Description of resolution considered				Appointment of Mrs. Twinkle Agarwal (DIN: 08641698) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	35,04,148	34,44,148	98.29	34,44,148	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	35,04,148	34,44,148	98.29	34,44,148	-	100.00	-
Public-Institutions	E-Voting	100	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	100	-	-	-	-	-	
Public-Non Institutions	E-Voting	19,12,984	16,85	0.09	16,69	16	99.05	0.95
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	19,12,984	16,85	0.09	16,69	16	99.05	0.95
<b>Total</b>		<b>54,17,232</b>	<b>34,45,833</b>	<b>63.60</b>	<b>34,45,817</b>	<b>16</b>	<b>100</b>	<b>0.00</b>

Whether resolution is Passed or Not.	Yes
Disclosure of notes on resolution	NA
<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	NIL
Public Institutions	NIL
Public - Non Institutions	NIL

Based on the aforesaid report, Mr. Sanjay Agarwal, Company Secretary under the Authority of Mr. Ashish Agarwal, Managing Director, announced the result on Resolution Nos. 1 & 2 as declared **passed by 3/4<sup>th</sup> Majority**.

As per Secretarial Standard II the aforesaid resolutions are deemed to be passed on 9<sup>th</sup> May, 2024 being the last date of the postal ballot remote e-voting.

**For ABC India Limited.**

**Sanjay Agarwal**  
**Company Secretary & Compliance Officer**

**Date: 9<sup>th</sup> May, 2024**  
**Place: Kolkata**

Annexure-B  
**Scrutinizer's Report**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and 2016]

09.05.2024

The Chairman,  
M/s. ABC India Limited.  
40/8, Ballygunge Circular Road,  
Kolkata – 700 019.

Dear Sir,

**Reg: Scrutinizer's Report on Postal Ballot**

I, Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed by the Board of Directors of M/s. ABC India Ltd. (the Company) at its meeting held on 30<sup>th</sup> March, 2024 as a Scrutinizer as per the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and 2016 for the purpose of scrutinizing the process of postal ballot (remote e-voting only) by the Equity Shareholders of the Company and ascertaining the requisite majority on voting carried out on the resolutions contained in the notice of the Postal Ballot of the members of the Company.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company need to send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not required be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only. To facilitate such members to receive the notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the



MCA Circulars. The Notice had also been placed on website of the Company at [www.abcindia.com](http://www.abcindia.com) and e-voting website at [www.cdslindia.com](http://www.cdslindia.com) and was also available on the website of Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com).

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 for conducting the Postal Ballot (E-voting only) process on the resolutions contained in the Notice 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 e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency to provide remote e-voting facilities.

Further to the above, I submit my report as under:-

- 1.1 The Company had completed dispatch of Notice of Postal Ballot dated 30<sup>th</sup> March, 2024 along with remote e-voting instructions on Monday, 8<sup>th</sup> April, 2024 to its Members by email who had registered their email ids with depositories/the company and in physical mode, who did not registered their email ids and whose name(s) appeared on the Register of Members/ list of beneficiaries as on March 29, 2024 and also published Newspaper Advertisement in English and Bengali (Regional Language) in Business Standard (English) and Ei Samay- Kolkata (Bengali) respectively regarding dispatch of Notice of Postal Ballot alongwith Remote e-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on 9<sup>th</sup> April, 2024.
- 1.2 The remote e-voting period remained open from Wednesday, 10<sup>th</sup> April, 2024 (9:00 A.M.) to Thursday, 9<sup>th</sup> <sup>o</sup>May, 2024 (5:00 P.M.). The Company has offered e-voting through link Central Depository Services (India) Limited (hereinafter referred to as "CDSL") and the report contains the details of E-voting only.
- 1.3 The members of the Company as on the "cut-off" date i.e. Friday, 29<sup>th</sup> March, 2024 were entitled to vote on the resolutions (item no. 1 & 2 as set out in the notice of the Postal Ballot of the Company dated 30<sup>th</sup> March, 2024).
- 1.4 Particulars of the votes casted (electronically) have been entered in a register separately maintained for the purpose.
- 1.5 The votes casted electronically were unblocked by me on 9<sup>th</sup> May, 2024 after closure of e-voting process.
- 1.6 All the votes casted electronically upto 5:00 P.M., the close of working hours on 9<sup>th</sup> May, 2024, the last date and time fixed by the Company for the closure of remote e-voting facility was considered for scrutiny.
- 1.7 The votes casted through remote e-voting and found not in accordance to the rules provided were also treated as invalid.





2.0 The summary of the postal ballot e-voting as casted is given below:

Sl. No.	Particulars	Resolution 1	
		No. of Postal Ballot / e-voting	No of shares voted
1	Total Postal Ballot forms received	NA	NA
2	Total E-voting	68	34,45,833
3	Less : Invalid Postal Ballot Forms	NA	NA
4	Less : Invalid e-voting	-	-
5	Net Valid Postal Ballot / e-voting confirmations	68	34,45,833
6	Postal Ballot Forms/e-voting "Assent for the Resolution"	55	34,45,817
7	% of "Assent" with respect to the votes casted (6/5*100)	80.88%	100%
8	Postal Ballot Forms/e-voting "Dissent for the Resolution"	13	16
9	% of "Dissent" with respect to the votes casted (8/5*100)	19.12%	0%
	<b>Result</b>	<b>Passed by 3/4<sup>th</sup> Majority</b>	

2.1 The detailed results of the Postal Ballot (E-voting) are as under:

**Item No. 1:-**

**Special Resolution - Appointment of Mrs. Ishani Ray (DIN: 08800793) as an Independent Director of the Company**

Mode of Voting	Remote e-Voting		Postal Ballot		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	68	34,45,817	NA	NA	68	34,45,817	100
Votes against the resolution	13	16	NA	NA	13	16	100
Invalid Votes	-	-	-	-	-	-	-



3.0 The summary of the postal ballot e-voting as casted is given below:

Sl. No.	Particulars	Resolution 2	
		No. of Postal Ballot / e-voting	No of shares voted
1	Total Postal Ballot forms received	NA	NA
2	Total E-voting	68	34,45,833
3	Less : Invalid Postal Ballot Forms	NA	NA
4	Less : Invalid e-voting	-	-
5	Net Valid Postal Ballot / e-voting confirmations	68	34,45,833
6	Postal Ballot Forms/e-voting "Assent for the Resolution"	55	34,45,817
7	% of "Assent" with respect to the votes casted (6/5*100)	80.88%	100%
8	Postal Ballot Forms/e-voting "Dissent for the Resolution"	13	16
9	% of "Dissent" with respect to the votes casted (8/5*100)	19.12%	0%
	<b>Result</b>	<b>Passed by 3/4<sup>th</sup> Majority</b>	

3.1 The detailed results of the Postal Ballot (E-voting) are as under:

**Item No. 2:-**

**Special Resolution - Appointment of Mrs. Twinkle Agarwal (DIN: 08641698) as an Independent Director of the Company**

Mode of Voting	Remote e-Voting		Postal Ballot		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	68	34,45,817	NA	NA	68	34,45,817	100
Votes against the resolution	13	16	NA	NA	13	16	100
Invalid Votes	-	-	-	-	-	-	-



The relevant information of postal ballot e-voting was provided to the Company for preparation of requisite reports and related papers/ registers and records shall be handed over to the Company Secretary after the Chairman signs the minutes.

You may accordingly declare the results and display the same on the website of the Company and convey to Stock Exchange(s) and Depositories.

Please acknowledge the receipt.



**SANTOSH KUMAR TIBREWALLA**  
Practising Company Secretary  
FCS – 3811  
C.P. No: 3982  
UDIN: F003811F000342116

*Received and accepted under  
authority of Managing Director*

**Place: Kolkata**  
**Date: 09.05.2024**

**For ABC INDIA LTD.**

*Sanjay Agarwal*

Company Secretary

*9/5/2024*