

22.09.2018

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code : 520123	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata –700 001. Scrip Code : 10011146
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Dear Sir(s),

Reg : Scrutinizer Report for the 45th Annual General Meeting (AGM).

Pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 the Consolidated Scrutinizer's Report (remote e-voting and voting by ballot papers at the venue of the AGM) issued by Mr. Santosh Kumar Tibrewalla, Scrutinizer of the Annual General Meeting held on Friday, September 21, 2018 is enclosed.

This may please be informed to the Members of your Stock Exchange(s).

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

For ABC India Limited

Sanjay Agarwal

SANJAY AGARWAL
Company Secretary

Encl: As above

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 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 Annual General Meeting (AGM) of the members of the Company, held on Friday, the 21st day of September, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700017 at 3.00P.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 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 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 Tuesday, September 18, 2018 (10.00 A.M.) up to Thursday, September 20, 2018 (5.00 P.M.).



- ii) The members of the Company as on the “cut-off” date i.e. Friday, September 14, 2018 were entitled to vote on the resolutions (items no. 1 to 10 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 21st September, 2018, the ballot box was opened by me in the presence of 2 witnesses, Ms. Pooja M Patel and Ms. Raveena Agarwal. The votes casted through Ballot Papers were duly scrutinized and were reconciled with the records maintained by the Registrar and 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 12th September, 2018 in the presence of 2 witnesses, Ms. Pooja M Patel and Ms. Raveena Agarwal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Pooja Patel

Name: Pooja M Patel

Raveena

Name: Raveena Agarwal

- 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 Central Depository Services 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 e-voting stands as under:



Item No. 1:-

Ordinary Resolution: To receive, consider and adopt the Standalone Financial Statement of the Company including Audited Balance Sheets as at 31st March, 2018, Audited Profit & Loss Accounts and the Cash Flow statements for the year ended as on that date together with Report of Directors' and Auditors' thereon.

46226316	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-

Item No. 2:-

Ordinary Resolution: To appoint a Director in place of Mr. Ashish Agarwal (DIN: 00351824), who retires by rotation and being eligible, offers himself for re-appointment.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-



Item No. 3:-

Ordinary Resolution: To modify the terms of appointment of Statutory Auditors of the Company 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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-

Item No. 4:-

Ordinary Resolution : To approve the remuneration of Cost Auditors for the f.y. 2018-19.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-



Item No. 5:-

Special Resolution : To re-appoint Dr. Debasis Sengupta (DIN: 00343736) as an Independent Director w.e.f. 01.04.2019.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-

Item No. 6:-

Special Resolution: To re-appoint Mr. Vijay Kumar Jain (DIN:00491871) as an Independent Director w.e.f. 01.04.2019.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-



Item No. 7:-

Ordinary Resolution : To continue Mr. Siddarth Kapoor (DIN: 02089141) as a Non-executive Director.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-

Item No. 8:-

Special Resolution : To re-appoint Mrs. Rachana Todi (DIN:00268594) as an Independent Director w.e.f. 01.04.2019.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-



Item No. 9:-

Special Resolution : Payment of remuneration to Mr. Ashish Agarwal as Managing Director in terms of SEBI (LODR), Regulations, 2015.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-

Item No. 10:-

Special Resolution : Payment of remuneration to Mr. Anand Kumar Agarwal as Whole-Time Director in terms of SEBI (LODR), Regulations, 2015.

	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	3252883	144	412	164	3253295	99.9999%
Votes against the resolution	1	1	-	-	1	1	0.0001%
Invalid Votes	-	-	8	16	-	-	-



- 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 Exchanges and Central Depository Services Ltd.

Please acknowledge the receipt.

Thanking You,
Yours faithfully,



SANTOSH KUMAR TIBREWALLA
Scrutinizer

Place: Kolkata
Date : 22.09.2018

Received & Accepted
22/9/2018



Arund Kumar Singh