

26.09.2019

✓ 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 46th 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 Wednesday, September 25, 2019 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

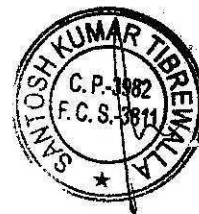
[Pursuant to Section 108 / 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

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 Wednesday, the 25th day of September, 2019 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 Sunday, September 22, 2019 (10.00 A.M.) up to Tuesday, September 24, 2019 (5.00 P.M.).



- ii) The members of the Company as on the "cut-off" date i.e. Wednesday, September 18, 2019 were entitled to vote on the resolutions (items no. 1 to 5 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 25th September, 2019, the ballot box was opened by me in the presence of 2 witnesses, Ms. Vartika Gaur and Mr. Amit Sharma. 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 25th September, 2019 in the presence of 2 witnesses, Ms. Vartika Gaur and Mr. Amit Sharma, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

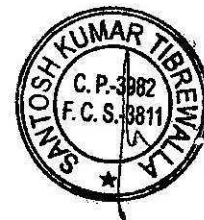
Vartika Gaur

Name: Vartika Gaur

Amit Sharma

Name: Amit Sharma

- 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:-

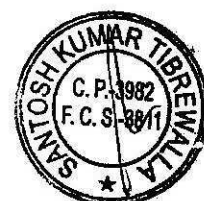
Ordinary Resolution: To receive, consider and adopt the Standalone Financial Statement of the Company including Audited Balance Sheets as at 31st March, 2019, Audited Profit & Loss Accounts and the Cash Flow statements for the year ended as on that date together with Report of Directors' and Auditors' thereon.

	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	14	31,75,128	66	136	80	31,75,264	99.96
Votes against the resolution	1	1,250	-	-	1	1,250	0.04
Invalid Votes	-	-	4	11	4	11	-

Item No. 2:-

Ordinary Resolution: To appoint a Director in place of Mr. Siddarth Kapoor (DIN: 02089141), 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	13	3173878	66	136	79	3174014	99.96
Votes against the resolution	1	1250	-	-	1	1250	0.04
Invalid Votes	-	-	4	11	4	11	-

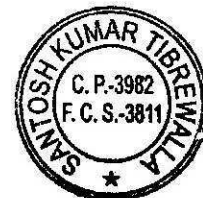


Item No. 3:-**Ordinary Resolution:** To Approve remuneration of Cost Auditors for the financial year 2019-20.

	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	15	3176378	66	136	81	3176514	100
Votes against the resolution	-	-	-	-	-	-	-
Invalid Votes	-	-	4	11	4	11	-

Item No. 4:-**Special Resolution:** To change place of keeping register of members & other records by Registrar & Share Transfer Agents

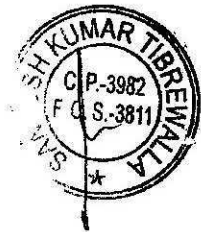
	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	14	3175128	66	136	80	3175264	99.96
Votes against the resolution	1	1250	-	-	1	1250	0.04
Invalid Votes	-	-	4	11	4	11	-



Item No. 5:-

Special Resolution: To Approve alteration and adoption of Articles of Association of Company in conformity with the Companies Act, 2013.

	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	14	3175128	66	136	80	3175264	99.96
Votes against the resolution	1	1250	-	-	1	1250	0.04
Invalid Votes	-	-	4	11	4	11	-



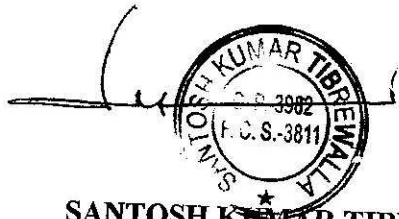
- x) The relevant information of ballot papers were provided to the Company for preparation of requisite reports and the ballot papers shall be handed over to the Chairman after signing the minutes of the Annual General Meeting.

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: 25.09.2019

Accepted
For ABC INDIA LTD.
Ashish Aggarwal
Chairman
25/09/2019