

Date: 25.09.2020

<p>✓ BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai - 400 001</u> <u>Scrip Code: 520123</u></p>	<p>The Calcutta Stock Exchange Ltd. 7, Lyons Range, <u>Kolkata - 700 001</u> <u>Scrip Code: 10011146</u></p>
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Dear Sir / Madam,

Sub: Scrutinizer's Report on the 47th Annual General Meeting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014, we are sending herewith the consolidated report issued by the Scrutinizer on remote e-voting and e-voting during the Annual General Meeting held on Friday, September 25, 2020.

This is for your information and record.

Thanking You,

Yours faithfully,

For ABC India Limited

Sanjay Agarwal

Sanjay Agarwal
Company Secretary
& Compliance Officer

Encl: as above

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

5A, N. C. Dutta Sarani,
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

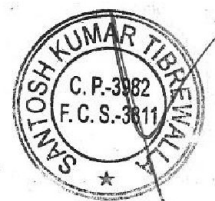
Dear Sir,

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 & electronic voting during the 47th Annual General Meeting of the Equity Shareholders of the Company held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on Friday, the 25th day of September, 2020 at 03:00 P.M. and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure requirements), 2015 as amended by the applicable circulars issued in this connection both by MCA & SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices & Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak COVID-19 (Corona Virus) pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the 47th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

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 on the resolutions contained in the Notice to the 47th 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 electronic voting during 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 22, 2020 (9:00 A.M.) to Thursday, September 24, 2020 (5:00 P.M.)



- ii) The members of the Company as on the "cut-off" date i.e. Friday, September 18, 2020 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the AGM of the Company).
- iii) The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- iv) The votes casted through e-voting and found not in accordance to the rules provided were treated as invalid.
- v) Thereafter, votes casted through remote e-voting and electronic voting were unblocked on 25th September, 2020 in the presence of 2 witnesses, Mr. Amit Sharma and Mr. Virendra Gupta, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

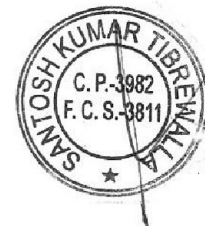
Amit Sharma.

Name: Amit Sharma

Virendra Gupta

Name: Virendra Gupta

- vi) 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>.
- vii) Based on such reports generated from the website of CDSL during the AGM, the result of the voting stands as under:



Item No. 1:-

Ordinary Resolution: Adoption of Audited Financial Statement of the Company which comprises of Balance Sheet as at 31st March, 2020, Audited 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.

	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	81	3200166	0	0	81	3200166	100.00
Votes against the resolution	2	3	0	0	2	3	-
Invalid Votes	1	60000	0	0	1	60000	NA

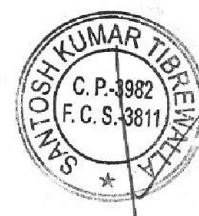
(* including e-voting during the AGM)

Item No. 2:-

Ordinary Resolution: Appointment of Mr. Siddarth Kapoor (DIN: 02089141), as a Director, who retired by rotation and being eligible offered 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	82	3200069	0	0	82	3200069	100.00
Votes against the resolution	1	100	0	0	1	100	-
Invalid Votes	1	60000	0	0	1	60000	NA

(* including e-voting during the AGM)



Item No. 3:-

Ordinary Resolution: Approval of the remuneration of Cost Auditors for the Financial Year ending March 31, 2021

	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	82	3200069	0	0	82	3200069	100.00
Votes against the resolution	1	100	0	0	1	100	-
Invalid Votes	1	60000	0	0	1	60000	NA

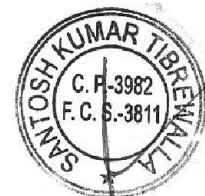
(* including e-voting during the AGM)

Item No. 4:-

Special Resolution: Re-appointment of Mr. Ashish Agarwal (DIN: 00351824) as Managing 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	81	3200067	0	0	81	3200067	100.00
Votes against the resolution	2	102	0	0	2	102	-
Invalid Votes	1	60000	0	0	1	60000	NA

(* including e-voting during the AGM)



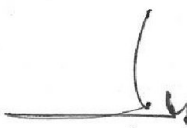
The relevant reports and all other relevant records relating to Remote & venue e-voting are in my safe custody and will be handed over to the Company Secretary after signing the Minutes by the Chairman.

You may accordingly declare the results and display the same on the website of the Company and convey to Stock Exchange and Central Depository Services Ltd.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,



Accepted

AGARWA LASHISH Digitally signed by
AGARWAL ASHISH
Date: 2020.09.25
18:30:25 +05'30'

SANTOSH KUMAR TIBREWALLA

Scrutinizer

Membership No. 3811

CP No. 3982

UDIN: F003811B000774011

Place: Kolkata

Date: 25.09.2020