

Gist of Proceedings of the Annual General Meeting of M/s. ABC India Ltd. held on 28th September, 2015 at Hotel Nakshatra, Beltola, Opposite Sankar Netralaya, Guwahati - 781 028 at 01.00 P.M.

Mr. Debasis Sengupta, Director of the Company was voted to the Chair.

The Chairman declared that the quorum was present. A total no. of 19 members including representatives of the Bodies Corporate had physically attended the meeting.

The Chairman gave an overview of the financial performance of the Company for the financial year ended on 31st March, 2015 and its future outlook.

The Notice calling the Annual General Meeting was taken as read with the permission of the Members present.

The Chairman informed that there was no qualification remark made by Statutory Auditors and Secretarial Auditors.

The Chairman proceeds to the business of the meeting.

The Chairman informed the Members present that pursuant to the provision of the Companies Act, 2013 read with the Rules framed thereunder and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services Limited (CDSL) (the authorised agency to provide e-voting facilities) and had offered remote e-voting facilities to the members of the Company in respect of the resolutions to be passed at the meeting. The remote e-voting facility commenced at 10.00 A.M. on September 25, 2015 and ended at 5.00 P.M. on September 27, 2015.

The Chairman further informed the members present that facility for voting through ballot paper is made available at the meeting for the members attending the meeting who have not casted their vote by remote e-voting and Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as a scrutinizer for the purpose of scrutinizing the remote e-voting and Ballot Voting process at the venue of the Annual General Meeting.

Thereafter, the Chairman invited queries from the Members on the Financial Statement and other agenda of the meeting. Several members addressed the meeting, gave their suggestions and raised certain queries on Company's accounts & businesses. After satisfactory reply to the queries of the members, the Chairman ordered to conduct voting by way of Ballot Paper and requested Mr. Santosh Kumar Tibrewalla, scrutinizer to orderly conduct the voting process.

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For ABC INDIA LTD.

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Sanjay Agnew

Company Secretary

REGD. OFFICE : KEDAR ROAD, GUWAHATI - 781 001

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The Chairman then announced that the scrutinizer would submit the Consolidated report after taking into account the remote e-voting and ballot voting at the venue which would be placed on the website of the Company and on the website of CDSL.

The ballot voting at the venue of the Annual General meeting was duly conducted.

Since there was no other business to transact, the meeting ended with a vote of thanks to the Chair.

Mr. Santosh Kumar Tibrewalla, Scrutinizer had submitted Scrutinizer's Report on 30th September, 2015 and in accordance to the report, all the following resolutions as set out in the Notice of the AGM were declared **passed unanimously** :-

ORDINARY BUSINESS :

1. **As an Ordinary Resolution** : Adoption of Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2015, 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.
2. **As an Ordinary Resolution** : Re-appointment of Mr. Anand Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
3. **As an Ordinary Resolution** : Ratification of the appointment of Agarwal Kejriwal & Co., Chartered Accountants as the Statutory Auditors of the Company until the conclusion of the next AGM and authorize the Board to fix their remuneration.

SPECIAL BUSINESS :

4. **As an Ordinary Resolution** : Appointment of Mr. Siddarth Kapoor as an Independent Director of the Company.
5. **As an Ordinary Resolution** : Appointment of Mrs. Rachana Todi as an Independent Director of the Company.
6. **As an Ordinary Resolution** : Ratification of the remuneration of the Cost Auditors.

The results of the voting process along Scrutinizer's Consolidated report was placed on the website of the Company and on the website of CDSL.

Certified true Copy

For ABC INDIA LTD.

Sanjay Agarwal

Company Secretary