

22.09.2018

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

**Reg: Submission of proceedings of Annual General Meeting**

As per Regulation 30(6) read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith proceedings of Annual General Meeting of the Company for the financial year 2017-18.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

**For ABC India Limited**

*Sanjay Agarwal*

**Sanjay Agarwal**  
**Company Secretary**

**Encl: As above**

**Proceedings of the 45<sup>th</sup> Annual General Meeting of ABC India Limited held on Friday, the 21<sup>st</sup> day of September, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata – 700017 commenced at 3.00 P.M. and concluded at 5.00 P.M.**

Mr. Anand Kumar Agarwal, Executive Chairman of the Company presided over the Meeting and addressed the shareholders by giving his introductory speech. Thereafter, he requested Mr. Sanjay Agarwal, Company Secretary of the Company to proceed with the Meeting.

The Chairman declared that the quorum was present. A total no. of 493 members attended the Meeting out of which, 448 members attended in person including representatives of Bodies Corporate and 45 members attended through proxy.

The Chairman gave an overview of the financial performance of the Company for the financial year 2017-18 and its future plans & outlook.

The Chairman proceeded to the business of the meeting.

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

The Chairman informed that there were no qualification remarks made by Statutory Auditors and Secretarial Auditor in their respective reports.

Thereafter, he invited queries from the Members on the Financial Statement and other agenda of the meeting. Several members addressed the meeting, raised certain queries on Company's accounts and businesses and gave their valuable suggestions. The Chairman gave replies to the queries raised by the Shareholders to their satisfaction.

The Chairman informed the Members present that pursuant to the provision of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has engaged the services of Central Depository Services Limited (CDSL) (the authorized 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 was commenced at 10.00 A.M. on Tuesday, September 18, 2018 and ended at 5.00 P.M. on Thursday, September 20, 2018.

For ABC INDIA LTD.

*Sanjay Agarwal*

Company Secretary



The Chairman further informed the members present that facility for voting through ballot paper was 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.

The Chairman then announced that the Scrutinizer would submit the Consolidated Report on voting results after taking into account the remote e-voting and ballot voting at the venue of the AGM and the same would be placed on the website of the Company and would be conveyed to the Stock Exchange(s) and to CDSL for displaying in its website within the prescribed time.

The ballot voting at the venue of the Annual General Meeting was duly conducted on the following agenda / resolutions.

**ORDINARY BUSINESS :**

1. **As an Ordinary Resolution :** Adoption of Audited Financial Statement of the Company including Balance Sheet as at 31<sup>st</sup> March, 2018, 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:** Approval for the re-appointment of Mr. Ashish Agarwal (DIN :00351824) retiring by rotation.
3. **As an Ordinary Resolution:** Approval for Modification of terms of appointment of M/s. Bharat D. Sarawgee & Co., Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.

**SPECIAL BUSINESS :**

4. **As an Ordinary Resolution:** Approval of remuneration of Cost Auditors for the financial year 2018-19.

For ABC INDIA LTD.

*Sanjay Agarwal*

Company Secretary

5. **As a Special Resolution:** Re-appointment of Dr. Debasis Sengupta (DIN:00343736) as an Independent Director of the Company for a period of 5(five) years w.e.f. 1<sup>st</sup> April, 2019.
6. **As a Special Resolution:** Re-appointment of Mr. Vijay Kumar Jain (DIN:00491871) as an Independent Director of the Company for a period of 5(five) years w.e.f. 1<sup>st</sup> April, 2019.
7. **As an Ordinary Resolution:** Continuation of Mr. Siddarth Kapoor (DIN: 02089141) as a Non-executive Director.
8. **As a Special Resolution:** Re-appointment of Mrs. Rachana Todi (DIN:00268594) as an Independent Director of the Company for a period of 5(five) years w.e.f. 1<sup>st</sup> April, 2019.
9. **As a Special Resolution:** Payment of remuneration to Mr. Ashish Agarwal (DIN: 00351824) as Managing Director in terms of SEBI (LODR), Regulations, 2015 read with its amended Regulations, 2018.
10. **As a Special Resolution:** Payment of remuneration to Mr. Anand Kumar Agarwal (DIN:00380908) as Whole-time Director (Executive Chairman) in terms of SEBI (LODR), Regulations, 2015 read with its amended Regulations, 2018.

Since there was no other business to transact, the meeting concluded at 5:00 P.M. with a vote of thanks to the Chair.

For ABC INDIA LTD.

*Sanjay Agarwal*

Company Secretary