



ATN International Limited

Date: 25.09.2015

The Secretary
The Calcutta Stock Exchange Asso. Ltd.
7, Lyons Range
Kolkata - 700 001

The Asst. General Manager - Listing
The National Stock Exchange of India Ltd.
Plot No. C/1, Block-G
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

The Asst. General Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.
25th Floor, Phiroz Jeejeeboy Towers
Dalal Street, Mumbai - 400 001

Dear Sir/Madam,

Sub: Voting Results of 31st Annual General Meeting of Equity Shareholders

As per the provisions of the Companies Act, 2013 and Listing Agreement, the Company had provided both remote e-voting facility and ballot voting at the Annual General Meeting (AGM) venue to the members to cast their vote for the 31st AGM held on 24th September, 2015 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 at 2.30 p.m. on the resolutions mentioned in the Notice of 31st AGM dated 13th August, 2015. The results are as follows as per the Consolidated Scrutinizer's Report (enclosed):

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.

2. To appoint a director in place of Shri Santosh Kumar Jain (DIN: 00174235), who retires by rotation and being eligible, offers himself for re-appointment.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.

10, Princep Street, 2nd Floor, Kolkata - 700 072, India

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Website : www.atninternational.co.in

CIN L65993WB1983PLC080793



ATN International Limited

3. To appoint M/s. Shambhu Kedia & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.

4. **Ordinary Resolution:** Appointment of Smt. Krishna Banerjee (DIN: 06997186) as Director of the Company.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760596
Total no. of votes cast against	305

Resolution passed with requisite majority.

5. **Ordinary Resolution:** Appointment of Shri Niladri Bihari Barik (DIN: 03073797) as Director of the Company.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.

6. **Ordinary Resolution:** Appointment of Smt. Madhu Barnwal (DIN: 07150790) as an Independent Director of the Company.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.



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7. **Ordinary Resolution:** Re-appointment of Shri Santosh Kumar Jain (DIN: 00174235) as Managing Director of the Company.

Total No. of votes cast	3760901
Total No. of votes cast in favour	3760796
Total no. of votes cast against	105

Resolution passed with requisite majority.

Kindly take the same on record.

Thanking You.

Yours faithfully,
For **ATN International Ltd.**


Manisha Lath
Company Secretary



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

The Chairman
ATN International Limited
10, Princep Street, 2nd Floor,
Kolkata - 700072

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 31st Annual General Meeting of the members of **ATN International Limited** (“Company”) held on Thursday, 24th day of September, 2015 at 02:30 PM at Rotary Sadan, 94/2 Chowringhee Road, Kolkata -700 020 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 13th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

- 1: The remote e-voting period remained open from 09:00 AM IST on Monday, the 21st September, 2015 up to 5.00 PM IST on Wednesday, the 23rd September, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 17th September, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 13th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN :150804013] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105

b) Resolution 2

To appoint a director in place of Shri Santosh Kumar Jain (DIN: 00174235), who retires by rotation and being eligible offers himself for re-appointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105



**c) Resolution 3**

To appoint M/s Shambhu Kedia & Co., Chartered Accountants as the Statutory Auditor of the Company and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Ordinary Resolution

Appointment of Smt. Krishna Banerjee (DIN: 06997186) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760432	305

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Shri Niladri Bihari Barik (DIN: 03073797) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105



**f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Smt. Madhu Barnwal (DIN: 07150790) as an Independent Director of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105

g) Resolution 7**Type of Resolution : Ordinary Resolution*****Re-appointment of Shri Santosh Kumar Jain (DIN: 00174235) as Managing Director of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760737	3760632	105

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1*****To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Directors and Auditors thereon.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0



**b) Resolution 2**

To appoint a director in place of Shri Santosh Kumar Jain (DIN: 00174235), who retires by rotation and being eligible, offers himself for re-appointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0

c) Resolution 3

To appoint M/s Shambhu Kedia & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Ordinary Resolution

Appointment of Smt. Krishna Banerjee (DIN: 06997186) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0



**e) Resolution 5****Type of Resolution : Ordinary Resolution*****Appointment of Shri Niladri Bihari Barik (DIN: 03073797) as Director of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Smt. Madhu Barnwal (DIN: 07150790) as an Independent Director of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0

g) Resolution 7**Type of Resolution : Ordinary Resolution*****Re-appointment of Shri Santosh Kumar Jain (DIN: 00174235) as Managing Director of the Company.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
164	164	0





8. Thus, the combined result of the remote e-voting [EVSN :150804013] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the reports of the Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760901	3760796 (99.997%)	105 (0.003%)

b) Resolution 2

To appoint a director in place of Sri Santosh Kumar Jain (DIN: 00174235), who retires by rotation and being eligible, offers himself for re-appointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760901	3760796 (99.997%)	105 (0.003%)

c) Resolution 3

To appoint M/s Shambhu Kedia & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760901	3760796 (99.997%)	105 (0.003%)



** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Smt. Krishna Banerjee (DIN: 06997186) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
3760901	3760596 (99.992%)	305 (0.008%)

e) Resolution 5**Type of Resolution : Ordinary Resolution*****Appointment of Shri Niladri Bihari Barik (DIN: 03073797) as Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
3760901	3760796 (99.997%)	105 (0.003%)

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Smt. Madhu Barnwal (DIN: 07150790) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
3760901	3760796 (99.997%)	105 (0.003%)



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

g) Resolution 7

Type of Resolution : Ordinary Resolution

Re-appointment of Shri Santosh Kumar Jain (DIN: 00174235) as Managing Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3760901	3760796 (99.997%)	105 (0.003%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 25.09.2015

Verified the contents and received the Report of the Scrutinizer
For ATN International Limited

(Manisha Lath)
Company Secretary

