

Online Portal Upload/By Speed Post

Date : 3rd March, 2016

The Secretary
The BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001.

Code : 520123

Reg : Notice for Postal Ballot.

Dear Sir,

This is to inform you that the Company will be seeking the consent of its members by passing resolution through Postal Ballot including e-voting to approve the shifting of the Registered Office from Guwahati to Kolkata which shall commence on 03.03.2016 at 10.00 A.M. and end on 01.04.2016 at 5.00 P.M.

3 (Three) copies of the Postal Ballot Notice as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith for your reference and record.

This may please be informed to the members of your Stock Exchange.

Thanking You,

Yours faithfully,
For ABC India Limited

Sanjay Agarwal

Sanjay Agarwal
Company Secretary
Membership No. : ACS 11713

ABC INDIA LIMITED

CIN: L63011AS1972PLC001393

Regd. Office: Kedar Road, Guwahati-781001, Assam.

Corporate Office: 40/8, Ballygunge Circular Road, Kolkata - 700 019.

Phone: (0361) 2307127, (033) 24614156, Fax: (0361) 2305823

Email: vrmd@abcindia.com, Website: www.abcindia.com

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is seeking consent of its Members by passing resolution through Postal Ballot in respect of the Special business as given below.

The draft Special Resolution, pursuant to Section 12 and 13 of the Companies Act, 2013 along with the Explanatory Statement under Section 102(1) of the Act and a Postal Ballot Form are enclosed for your consideration. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Notice and the attached Postal Ballot Form and return the Form duly completed in the accompanying self addressed, prepaid postage envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P. M. on **Friday, 1st April, 2016**. The Ballot Forms received after the said date will be treated as not received.

We are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice. The Company has engaged Central Depository Services Ltd. (CDSL) to provide e-voting facility/services to its members.

The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on **Monday, 4th April, 2016** at 6.00 P.M. at the Corporate Office of the Company at 40/8, Ballygunge Circular Road, Kolkata – 700 019. The shareholders who wish to present at the time of declaration of result may present at the Corporate Office of the Company at 40/8, Ballygunge Circular Road, Kolkata – 700 019.

The **date of declaration** of result shall be deemed to be date of **passing of the aforesaid Resolution**.

PROPOSED RESOLUTION No. 1 : Shifting of the Registered Office from Guwahati in the state of Assam to Kolkata in the state of West Bengal and consequential amendment in Clause 2 of the Memorandum of Association.

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of section 12, 13, 110 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and subject to the confirmation of the

Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from Guwahati in the state of Assam to Kolkata in the state of West Bengal.

RESOLVED FURTHER THAT subject to the confirmation by the Regional Director, Eastern Region, Kolkata, the Memorandum of Association of the Company be altered/ amended by incorporating the words the “State of West Bengal” i.e. within the jurisdiction of the Registrar of Companies, West Bengal in substitution of and while deleting the words "State of Assam" in Clause - (2) thereof and the new clause (2) shall be read as under :

2:“ The Registered Office of the Company will be situated in the State of West Bengal. ”

RESOLVED FURTHER THAT upon confirmation of the Regional Director, North Eastern Region the Registered Office of the Company be shifted from Kedar Road, Guwahati– 781 001, Assam and be situated at Kolkata in the state of West Bengal.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all the requisite papers, deeds and documents and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the foregoing resolution including filing of application under Section 12 and 13 of the Companies Act 2013 before the Regional Director, North Eastern Region, Shillong and/or any other authority and to act for every purpose in connection therewith and/or incidental thereof as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

Registered Office:
Kedar Road
Guwahati – 781 001
Assam

Date : 08.02.2016

By Order of the Board
For **ABC India Ltd.**
Sd/-

(Sanjay Agarwal)

Company Secretary

Membership No. ACS 11713

NOTES :

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 & Rule 20 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in

force), assent or dissent of the members in respect of the Special Resolution contained in the Postal Ballot Notice are sought by postal ballot or through electronic voting. **If a Shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and his/her votes casted through Postal Ballot shall be ignored by the Scrutinizer.**

3. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.
4. The Company has appointed Mr. Sanjay Agarwal, Company Secretary of the Company as the person responsible for the entire postal ballot voting process.
5. A member desiring to exercise vote by e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
6. The Shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 5.00 p.m. on 01.04.2016. Any Postal Ballot Form received after the aforesaid date & time shall be treated as invalid and shall be ignored.
7. The voting through e-voting facility and through Postal Ballot Form shall commence from 10.00 a.m. on 3rd March, 2016 and shall end at 5.00 p.m. on 1st April, 2016. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
8. On 4th April, 2016, the Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the postal ballot process (including e-voting) will be announced by Mr. Anand Kumar Agarwal, Chairman of the Company, or in his absence by any other person so authorized by him, at 6.00 p.m. at the Corporate office of the Company at 40/8, Ballygunge Circular Road, Kolkata – 700 019. The members, who wish to be present at the time of declaration of the results, may do so at the said venue.
9. The date of declaration of postal ballot result will be reckoned to be the date of passing of the aforesaid Special Resolution, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution.
10. The result of the Postal Ballot along with the scrutinizer's report will be placed on the website of the Company and CDSL at www.cdslindia.com.
11. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection in physical or in electronic form at the Registered Office and the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday & Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 01.04.2016.

12. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and

send it to the Scrutinizer, Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Certificate of Practice Number : 3982) at the Company's Corporate Office at 40/8, Ballygunge Circular Road, Kolkata – 700 019 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P. M. on 01.04.2016 at the Corporate Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata - 700 026 Phone : (033) 40724052/40724053, Fax : (033) 40724054, Email: mcssta@rediffmail.com or to the e-mail ID vrmd@abcindia.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 01.04.2016.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

13. VOTING THROUGH ELECTRONIC MEANS

- I. The E-Voting facility as is provided to the members to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means may be done through E-voting Services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.

II. The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 03.03.2016 at 10.00 A.M. and ends on 01.04.2016 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.02.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company / Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. |
| | <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "ABC India Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact on toll free number 18002005533.

14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at vrm@abcindia.com with a copy marked to helpdesk.evoting@cdslindia.com on or before, 1st April, 2016 upto 5.00 P.M. without which the vote shall not be treated as valid.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26th February, 2016.
16. The Consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate column.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item no. 1

The Company was incorporated in the year 1972 in the name of Assam Bengal Carriers Ltd in the State of Assam and name of the Company was later changed to the present name in the year 1980.

The business activities of the Company are set out in the Memorandum of Association. However, presently the Company’s major business activities are :

- a. To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities and other products and goods and luggage of all kinds and description in any part of India and elsewhere, on land, water and air, by any conveyances whatsoever.
- b. To carry on the business of garage keepers, workshop owners, suppliers, manufacturers, importers and dealers in petrol, electricity or other motives or mechanical power, all types of motor parts, tyres, accessories, greases, lubricants, oils, coal, coke, firewood and all other kinds of fuel.
- c. To undertake and carry out the work of loading and unloading, warehousing, forwarding and clearing agents for and on behalf of owners of goods, luggage, parcel materials, articles, commodities, livestock and other movables.

- d. To develop any landed or built up property, properties by laying out, constructing, repairing, altering, pulling down, decorating, maintaining, furnishing or improving or any such activities, with a purpose to let out from time to time by way of lease or otherwise, disposing by outright sale and for such transactions entering into lease, sale, purchase or development arrangements of all kinds relating to such property or properties, etc.

The Board of the Company is of the opinion that all the Key Managerial Personnel, Directors of the Company are operating from Kolkata in the state of West Bengal and major Directors have to travel very frequently to Guwahati for conducting statutory Meetings thus spent a major amount of money and precious time. Further, the shifting would enable to extend the business activities and will also help in the expansion of business by controlling the affairs of the Company once the registered office is shifted to the State of West Bengal.

The members are aware that the Clause (2) of the Memorandum of Association contains the situation clause in which State the registered office of a Company is situated. The Registered office of the Company is proposed to be shifted from Guwahati in the State of Assam to Kolkata in the State of West Bengal subject to the confirmation of the Regional Director, North Eastern Region, Shillong under the provisions of the Companies Act, 2013 and rules made thereunder and also subject to the members’ approval as mentioned above.

The shifting of Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

The Directors recommend the resolution at item no. 1 of the accompanying Notice for the approval of the Members of the Company.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 the Special Resolution for shifting of Registered Office for a listed Company from one state to another is required to be passed by way of Postal Ballot and after passing of the same, the Company will submit necessary application to the Regional Director, North Eastern Region Shillong for its confirmation as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in this Resolution.

Registered Office:
Kedar Road
Guwahati – 781 001
Assam

Date : 08.02.2016

By Order of the Board
For **ABC India Ltd.**
Sd/-
(Sanjay Agarwal)
Company Secretary
Membership No. ACS 11713

ABC INDIA LIMITED

CIN: L63011AS1972PLC001393

Redg. Office: Kedar Road, Guwahati - 781001, Assam

Corporate Office: 40/8, Ballygunge Circular Road, Kolkata - 700 019

Phone: (0361) 2307127 / (033) 24614156, Fax: (0361) 2305823

E-mail: vrmd@abcindia.com, Website: www.abcindia.com

POSTAL BALLOT FORM

| | |
|---|--|
| Serial No. | |
| Name and Registered Address of the Sole/First named Shareholder | |
| Name(s) of Joint Holder(s), if any | |
| Folio No./DP ID No.& Client ID No.* <i>(*Applicable to investors holding shares in dematerialized form)</i> | |
| Number of shares held | |

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

| Item No. | Description | No. of shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------|---|---------------|-------------------------------------|--|
| 1. | Special Resolution pursuant to Section 12 and other applicable provisions of the Companies Act, 2013 for Shifting of the Registered Office from Guwahati in the state of Assam to Kolkata in the state of West Bengal and consequential amendment in Clause 2 of the Memorandum of Association. | | | |

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

| EVS (Electronic Voting Sequence Number) | User ID (Please refer to Note No. 13 of the Notice of the Postal Ballot) | PAN / Sequence Number |
|--|---|-----------------------|
| 160222006 | | |

INSTRUCTIONS

1. A Shareholder desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer in the enclosed prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The Self addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per specimen signature registered with the Company).
4. Un-Signed Postal Ballot forms will be rejected.
5. Where the Postal Ballot form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant board resolution / appropriate authorisation, to vote on the Postal Ballot should accompany the Postal Ballot form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
6. A shareholder need not to use all his votes or cast his votes in the same way.
7. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e.at 5:00 P.M. on 01.04.2016 at the Corporate Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
8. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata-700 026, Phone : (033) 40724052/40724053, Fax : (033) 40724054, Email : mcssta@rediffmail.com or to the e-mail ID vrmd@abcindia.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 01.04.2016.
9. Voting rights shall be reckoned on the paid – up value of the shares registered in the name of the shareholder as on the cut-off date i.e. 26.02.2016.
10. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
11. The E-voting facility as is provided to the members by the Company can be done through the e-voting services provided by the Central Depository Services (India) Limited, However, the e-voting is optional for the members.
12. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 26.02.2016. The facility of e-voting would be provided only once for every folio/client id irrespective of the number of Joint holders.
13. Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary has been appointed as a scrutinizer to conduct the entire Postal Ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, the votes are casted by any member through both the modes.
15. The Scrutinizers decision on the validity of the vote shall be final and binding.