

ABC Bearings Limited

Registered Office : 402-B, Poonam Chambers,
Dr. Annie Besant Road, Worli, Mumbai - 400 018.

CIN: L29130MH1961PLC012020

ABC

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E-mail : regdoff@abcbearings.com

Website : www.abcbearings.com

SEC/ABC/BSE/SBD/MVP/194/2015

18th August, 2015.

BSE Limited,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sirs,

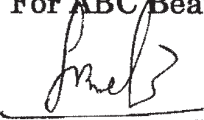
**Sub: Scrutinizer's Report on E-voting & Poll in respect of our 54th Annual
General Meeting held on 11th August, 2015.**

Pursuant to Rule 20(4)(xvi) of Companies (Management and Administration)
Rules, 2014, please find attached Scrutinizer's Report dated 14th August, 2015,
for your information and record.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For ABC Bearings Limited



S.B. Desai
Company Secretary

Encl: As above.

PLANT

NARMADA NAGAR, BHARUCH-392015 Tel.: (02642) 248222/23/24 Fax: (02642) 247591

D. M. DALAL, Practicing Company Secretary

3/8, Akurli Society, Akurli Cross Road No. 1, Kandivli East, Mumbai 400101.

Tel: 9930155661, (022) 28871207, email: dmdala145@gmail.com

Consolidated Scrutinizer's Report on Remote e-Voting and voting (through physical ballot) conducted at the 54th Annual General Meeting of ABC Bearings Limited held on August 11, 2015

To,
The Chairman
ABC Bearings Limited
402-B, Poonam Chambers,
Dr. Annie Besant Road,
Worli, Mumbai 400018.

54th Annual General Meeting of the Members of ABC Bearings Limited held on Tuesday, August 11, 2015, at 4:30 p.m. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.

Dear Sir,

I, D M Dalal, Practicing Company Secretary appointed as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company on the below mentioned Resolutions at the 54th Annual General Meeting (AGM) of the Members of ABC Bearings Limited held on Tuesday, August 11, 2015, at 4:30 p.m. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. Based on the reports generated from the remote e-voting system as provided by Central Depository Services India Limited (CDSL), the authorized agency engaged to provide e-voting facility and voting facility at the AGM, I hereby submit my report as under:

The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Consolidated Results of E-Voting & Poll at the AGM on item Nos.1 to 10.

1. Item No.1 – Ordinary Resolution: Adoption of the audited financial statements of the Company for the Financial Year ended March 31, 2015 together with report of the Board of Directors and report of the Auditors' thereon.



Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

2. Item No.2 – Ordinary Resolution: Declaration of dividend on Equity Shares of the Company for the financial year ended as on March 31, 2015.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	36	53	3021067	4478293	7499360	100.00
Dissent	0	0	0	0	0	0	0.00
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

3. Item No.3 – Ordinary Resolution: Re-appointment of Mr. P. M. Patel (DIN 00012138) as a Director.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.

4. Item No.4 – Ordinary Resolution: Re-appointment of Mr. T. M. Patel (DIN 00016788) as a Director.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.4 is passed with requisite majority.



5. **Item No.5 – Ordinary Resolution:** Ratifying the appointment of M/s Parikh & Shah (Firm Reg. No.107528W), Chartered Accountants as Statutory Auditors of the Company.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.5 is passed with requisite majority.

6. **Item No.6 – Ordinary Resolution:** Appointment of Mr. Nalin Mansukhlal Shah (DIN 00882723) as an Independent Director of the Company for a term up to 31st March, 2020

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.6 is passed with requisite majority.

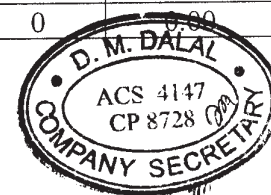
7. **Item No.7 – Ordinary Resolution:** Appointment of Mr. Jolly Plammoottil Abraham (DIN 07108545) as an Independent Director of the Company for a term up to 31st March, 2020.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	34	51	3021067	4478133	7499200	99.998
Dissent	0	2	2	0	160	160	0.002
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.7 is passed with requisite majority.

8. **Item No.8 – Special Resolution:** Appointment of Mr. T. M. Patel (DIN 00016788), as the Executive Director of the Company for a period of three years with effect from April 1, 2015

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain	0	0	0	0	0	0	0.00



Votes Nos.							
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.8 is passed with requisite majority.

9. Item No.9 – Ordinary Resolution: Remuneration payable to B.J.D. Nanabhoy & Co, Cost Auditors of the Company for the financial year ending March 31, 2016.

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.9 is passed with requisite majority.

10. Item No.10 – Special Resolution: Adoption of new set of Articles of Association in substitution of the existing Articles of Association

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	17	35	52	3021067	4478283	7499350	99.9999
Dissent	0	1	1	0	10	10	0.0001
Invalid/Abstain Votes Nos.	0	0	0	0	0	0	0.00
Total	17	36	53	3021067	4478293	7499360	100.00

Thus, the Ordinary Resolution as contained in Item No.10 is passed with requisite majority.

The poll papers and all other relevant records relating to e-voting and physical voting is handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

D. M. Dalal

D. M. Dalal

Practicing Company Secretary

ACS: 4147 CP No. 8728



August 14, 2015