

ABC INDIA LIMITED

CIN: L60231AS1972PLC001393

Registered Office : Kedar Road, Guwahati - 781001 (Assam)

Phone : 0361-2307127 • Fax : 0361-2305823 • Email: vrmd@abcindia.com • Website : www.abcindia.com

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of ABC India Limited will be held on Thursday, the 25th day of September, 2014 at 1:00 PM at Hotel Nakshatra, Beltola, Opposite Sankar Netralaya, Guwahati-781 028, Assam to transact the following business :

1. To consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date along-with the Report of the Directors and the Auditors thereon.
2. To sanction declaration of dividend.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the retiring auditors, M/s. Agarwal Kejriwal & Company, Chartered Accountants (Firm Registration No. 316112E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of 41st Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter."

"RESOLVED FURTHER THAT subject to approval of Audit Committee, Shri Anand Kumar Agarwal, Chairman be and is hereby authorized to fix the remuneration of the Auditors."

4. To appoint a director in place of Dr. Ashok Kumar Agarwal (DIN 01237294), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Ashok Kumar Agarwal (DIN 01237294), who retires by rotation and being eligible offers himself for reappointment, be and is hereby appointed as a non-executive director of the Company whose period of office is liable to determination by retirement of directors by rotation."

5. To appoint a director in place of Shri Krishan Arya (DIN 02318774), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment as an independent director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT Shri Krishan Arya (DIN 02318774), who retires by rotation and being eligible offers himself for reappointment as an independent director, be and is pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder hereby appointed as an independent director of the Company for a consecutive period upto March 31, 2019 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Krishan Arya be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

6. To appoint a director in place of Shri Vijay Kumar Jain (DIN 00491871), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment as an independent director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Vijay Kumar Jain (DIN 00491871), who retires by rotation and being eligible offers himself for reappointment as an independent director, be and is pursuant to the provisions of Sections 149, 152, other applicable provisions of the Companies Act, 2013 and the Rules made thereunder hereby appointed as an independent director of the Company for a consecutive period upto March 31, 2019 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Vijay Kumar Jain be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

7. To appoint Shri. Rajyavardhan Kajaria (DIN 00443001) as a non-executive director and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Rajyavardhan Kajaria (DIN 00443001) who was appointed by the Board of Directors as an additional director and who vacates his office on the date of this annual general meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a non-executive director of the Company pursuant to Section 149 of the Companies Act, 2013 whose period of office is liable to determination by retirement of directors by rotation."

8. Appointment of Dr. Debasis Sengupta (DIN 00343736) as an independent director

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Debasis Sengupta (DIN 00343736), in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received, be and is hereby appointed as an independent director for a consecutive period upto March 31, 2019 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Dr. Debasis Sengupta be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

9. Appointment of Prof. Ashoke Kumar Dutta (DIN 00045170) as an independent director

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Prof. Ashoke Kumar Dutta (DIN 00045170), in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received, be and is hereby appointed as an independent director for a consecutive period upto March 31, 2019 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Prof. Ashoke Kumar Dutta be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

10. Re-appointment of Shri Ashish Agarwal (DIN 00351824) as Managing Director

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013, and as approved by the Nomination & Remuneration Committee, consent of the Company be and is hereby accorded for re-appointment of Shri Ashish Agarwal (DIN 00351824), as Managing Director w.e.f. 1st August, 2014 for a period of 3 years on the terms and conditions given below:

- a. Salary : Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows :
 - A. (i) Housing : Monthly House Rent Allowance @ 50% of Salary or Rent Free Accommodation in lieu thereof.
 - (ii) Provision of Electricity at residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.
 - (iv) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (v) Cost of overseas health & related insurance subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (vi) Cost of Personal Accident Insurance subject to a maximum of Rs.24,000/- (Rupees Twenty Four Thousand only) per year.
 - (vii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (viii) Provision of car with driver for use on Company's business.
 - B. (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - (iii) Encashment of leave at the end of the tenure."

Other Terms & Conditions

1. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any Committee thereof.
2. The Company will incur/reimburse his expenses for entertainment, travelling, phones and other expenses in connection with business of the Company.
3. During the tenure of his term of office he shall not be liable to retire by rotation.
4. The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
5. The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower, unless otherwise determined by the Board of Directors.

11. Re-appointment of Shri Anand Kumar Agarwal (DIN 00380908) as Chairman

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197 read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013, and as approved by the Nomination & Remuneration Committee, consent of the Company be and is hereby accorded for re-appointment of Shri Anand Kumar Agarwal (DIN 00380908), as Chairman in supersession of resolution passed or consent recorded earlier w.e.f. 1st September, 2014 for a period of 3 years on the terms and conditions given below:

- a. Salary : Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month with annual increment @ Rs. 50,000/- per month effective from 1st day of April each year subject to performance reviewed by the Remuneration Committee.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows:
 - A. (i) Housing : Monthly House Rent Allowance @ 50% of Salary or Rent Free Accommodation in lieu thereof.
 - (ii) Provision of Electricity at residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.75,000/- (Rupees Seventy Five Thousand only) per year.
 - (iv) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.25,000/- (Rupees Twenty Five Thousand only) per year.
 - (v) Cost of overseas health & related insurance subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (vi) Cost of Personal Accident Insurance subject to a maximum of Rs.30,000/- (Rupees Thirty Thousand only) per year.
 - (vii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (viii) Provision of car with driver for use on Company's business.
 - B. (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - (iii) Encashment of leave at the end of the tenure."

Other Terms & Conditions

1. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any Committee thereof.
2. The Company will incur/reimburse his expenses for entertainment, travelling, phones and other expenses in connection with business of the Company.
3. During the tenure of his term of office he shall not be liable to retire by rotation.
4. The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
5. The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Minimum Remuneration :

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower, unless otherwise determined by the Board of Directors.

By order of the Board of Directors

For **ABC India Limited**
A. K. Thirani
Company Secretary

Date : 11th day of August, 2014

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT

APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Annexure to this Notice also containing Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Saturday, the 13th day of September, 2014 to Friday, the 19th day of September, 2014, both days inclusive.
5. Subject to the provisions of Section 126 of the Companies Act, 2013 dividend on equity shares, if sanctioned to declared at the Annual General Meeting, will be credited / dispatched on or after 8th October, 2014.
6. Dividend will be preferably paid through National Electronic Clearing Service (NECS), wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the members. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
7. To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat/share transfer agent of the Company in case of shares held in physical mode.
8. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. MCS Share Transfer Agent Limited). Members are requested to keep the same updated.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or MCS Share Transfer Agent Limited.
10. In terms of Sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
11. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with MCS Share Transfer Agent Limited, 12/1/5 Monohar Pukur Road, Kolkata-700026.
12. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
14. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the Annual General Meeting.
15. Members/Proxies are requested to bring the copies of Annual Reports to the meeting.
16. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 8th day of August, 2014 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by The National Securities Depository Limited ("NSDL").

The instructions for e-voting are as under :

- A. For members who receive notice of annual general meeting through email:
 - i. Use the following URL for e-voting:
 - ii. Enter the login credentials i.e. user id and password mentioned in your email.
 - iii. After entering the details appropriately, click on "LOGIN".

- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i. e. ABC India Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed.
Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser on his email id: droliapravin@yahoo.co.in. They may also upload the same in the e-voting module in their login.
The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- xi. The Portal will remain open for voting from: Thursday, 18th day of September, 2014 (10.00 a.m.) till Saturday, 20th day of September, 2014 (6.00 p.m.)
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available in the "Download" section of <https://www.evoting.nsdl.com> or contact NSDL on their Telephone no. 022-24994600.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of the Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through the e-voting platform.

C. General instructions:

- i. The E-voting period commences from 10.00 a.m. on 18th day of September, 2014 and ends on 6.00 p.m. on 20th day of September, 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 8th day of August, 2014 may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Company has appointed Mr. Pravin Kumar Drolia, Practising Company Secretary (FCS No. 2366 CP No. 1362) as the Scrutinizer to the e-voting process, in a fair and transparent manner.
- iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 41st Annual General Meeting of the Company scheduled to be held on Thursday, the 25th day of September, 2014. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.abcindia.com and on the website of NSDL www.evoting.nsdl.com, within two (2) days of the passing of the resolutions at the 41st Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

Item No. 3 of the Notice

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s. Agarwal Kejriwal & Company, Chartered Accountants are eligible to hold the office for a period of three years, upto 2017. The appointment of M/s. Agarwal Kejriwal & Company, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the 44th Annual General Meeting, to be scheduled in 2017 and to fix their remuneration for the year 2014-15 has been put up for the approval of shareholders in item No. 3.

None of the Directors/key managerial personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the ordinary resolution set out in Item No. 3 of the Notice for approval by the shareholders.

Item No. 4 of the Notice

Dr. Ashok Kumar Agarwal (DIN 01237294) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for reappointment. The ordinary resolution set out in item No. 3 of the Notice is for reappointment of Dr. Ashok Kumar Agarwal as non-executive director of the Company whose period of office is liable to determination by retirement of directors by rotation. Brief Profile and particulars of Dr. Ashok Kumar Agarwal are given below:

Name	: Dr. Ashok Kumar Agarwal
Age	: 58 years
Qualification	: MBBS
Experience	: Businessman and educationalist with medical background
Other Directorships	: Transcorp International Limited TCI Infrastructure Finance Limited TCI Industries Limited Transcorp Enterprises Limited
Shareholding in the Company	: Nil

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors/key managerial personnel and/or their relatives, except Dr. Ashok Kumar Agarwal himself, Shri Anand Kumar Agarwal, Chairman and Shri Ashish Agarwal, Managing Director who are related to each other are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the ordinary resolution set out in Item No. 4 of the Notice for approval by the shareholders.

Item No. 5 of the Notice

Shri Krishan Arya (DIN 02318774) is, an independent directors pursuant to erstwhile clause 49 of the Listing Agreement is retiring by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment as an independent director. He has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub-section (6). He is not disqualified from being appointed as a director in terms of section 164 of the Act. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that Shri Krishan Arya possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as director. Shri Krishan Arya has attained age of 70 years, however he is still very active and his presence in the Board is considered valuable in view of his vast experience and time to time guidance.

Further, in the opinion of the Board, the proposed appointment of Shri Krishan Arya as independent director, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors recommends re-appointment of Shri Krishan Arya as independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder by way of a Special Resolution. It is further recommended that pursuant to Sections 149, 197 and other applicable provisions of the Companies Act, 2013, Shri Krishan Arya be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

Brief Profile and particulars of Shri Krishan Arya (DIN 02318774) are given below:

Name	: Shri Krishan Arya
Age	: 71 years
Qualification	: M.Sc. (Physics), M.Phil. & Master Diploma in Public Administration.
Experience	: Held various positions as IAS Officer (Retd.) and as Managing Director of State Farms Corporation of India.
Other Directorships	: None
Shareholding in the Company	: Nil

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors/key managerial personnel and/or their relatives, except Shri Krishan Arya himself is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the Special Resolutions set out in Item No. 5 of the Notice.

Item No. 6 of the Notice

Shri Vijay Kumar Jain (DIN 00491871) is, an independent directors pursuant to erstwhile clause 49 of the Listing Agreement is retiring by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment as an independent director. He has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub-section (6). He is not disqualified from being appointed as a director in terms of Section 164 of the Act. The terms and conditions of appointment of independent directors shall be open for inspection at the Registered Office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that Shri Vijay Kumar Jain possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as director.

Further, in the opinion of the Board, the proposed appointment of Shri Vijay Kumar Jain as independent director, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors recommends re-appointment of Shri Vijay Kumar Jain as independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. It is further recommended that pursuant to Sections 149, 197 and other applicable provisions of the Companies Act, 2013 Shri Vijay Kumar Jain be paid such remuneration by way of fees and otherwise as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

Brief Profile and particulars of Shri Vijay Kumar Jain (DIN 00491871) are given below :

Name	: Shri Vijay Kumar Jain
Age	: 64 years
Qualification	: B. com. (Hons.), MBA
Experience	: Renowned businessman having excellent knowledge about Business activities in North Eastern India.
Other Directorships	: S.B. Yarn (India) Private Limited. Suryalakshmi Sales Company Limited Trust House Securities Private Limited.
Shareholding in the Company	: 350 Equity Shares

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors/key managerial personnel and/or their relatives, except Shri Vijay Kumar Jain himself is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolutions set out in Item No. 6 of the Notice.

Item No. 7 of the Notice

Shri Rajyavardhan Kajaria (DIN 00443001) was appointed by the Board of Directors of the Company as an Additional Director on February 11, 2014. He holds office till the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013. Mr. Kajaria is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In respect of the appointment of Mr. Kajaria, a notice in writing in the prescribed manner as required by Section 160 of the Companies Act, 2013 and Rules made thereunder has been received by the Company, regarding his candidature for the office of the director.

Brief Profile and particulars of Shri Rajyavardhan Kajaria are given below:

Name	: Shri Rajyavardhan Kajaria
Age	: 42 years
Qualification	: B. Com
Experience	: Promoter and Managing Director of LSI Financial Services (P) Ltd., a category-I merchant bankers.
Other Directorships	: LSI Financial Services Private Limited BPC Tradecomm Private Limited Avees Trading & Finance Private Limited Dwarka Goods Private Limited Technical Associates Infrapower Limited
Shareholding in the Company	: Nil

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors/key managerial personnel and/or their relatives, except Shri Rajyavardhan Kajaria, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out in Item No. 7 of the Notice.

The Board recommends the ordinary resolution set out in Item No. 7 of the Notice for approval by the shareholders.

Item No. 8 and 9 of the Notice

Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170) are independent directors of the Company pursuant to erstwhile clause 49 of the Listing Agreements, whose term of office was liable to determination by rotation of directors. However, they are being reappointed as independent directors in terms of the provisions of the Companies Act, 2013 for a consecutive period upto March 31, 2019 not liable to retire by rotation. In respect of the appointment of Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170), separate notices in writing as prescribed by Section 160 of the Companies Act, 2013 and Rules made thereunder have been received by the Company, regarding their candidature for the office of the director

Detailed profiles of independent directors are given below:

1. Name : Dr. Debasis Sengupta
Age : 65 years
Qualification : B.Tech(Hons.), MEEE, D.Eng(USA)
Experience : Management & Finance professional with engineering background and wide ranging experience in banking. Financial, manufacturing and advisory segments of the economy. He has worked in the electronics and telecommunication sector and in infrastructure financing over last three decades. During the last 9 years, he has been deeply involved in various aspects of economic development through infrastructure creation at the state level especially in West Bengal and in innovating new financial strategies for infrastructure project. He has also been involved in Several Public Sector Undertakings restructuring and divestment project.
Other Directorships : IWIN Infra Pvt. Ltd.
ABC Skyline Limited
Mani Square Limited
Shareholding in the Company : Nil
2. Name : Prof. Ashoke Kumar Dutta
Age : 67 years
Qualification : PGDM(MBA), B. Sc. Hons
Experience : In areas of Business & Organizational Development, Strategic & Change Management, Personnel & Industrial Relation, Turn around of sick companies and Capacity Building in India, Germany & USA, Environmental Health Care etc. For past many years he held esteemed position of Director, Rajive Gandhi Indian Institute of Management, Shillong besides other directorship & trusteeship. Presently he is member of North Eastern Council, an advisory body created under an Act of Parliament in respect of socio economic development and balanced development of the North Eastern India.
Other Directorships : All India Technologies Ltd.,
International Sign Association of India
Batchmates Com Private Limited
Khadim India Ltd.
NHPC Limited
Shareholding in the Company : Nil

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

The Board is of the opinion that Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170) possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have their association with the Company as independent director. They are not disqualified from being appointed as a director in terms of Section 164 of the Act.

The proposed terms and conditions of appointment of Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170) as independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

In the opinion of the Board, the proposed appointment of Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170) as independent director, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Dr. Debasis Sengupta (DIN 00343736) and Prof. Ashoke Kumar Dutta (DIN 00045170) are independent of the management.

None of the Directors/key managerial personnel and/or their relatives, except the concerned independent director, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the ordinary resolutions set out in Item No. 8 and 9 of the Notice for approval by the shareholders.

Item No. 10 of the Notice

The present terms of appointment of Shri Ashish Agarwal (DIN 00351824) as Managing Director expires on 31.07.2014. As his services are continuously required by the Company, it is proposed to reappoint him for another period of 3 years. His reappointment and the terms and conditions thereof are set out in the proposed resolution which have been approved by the Nomination & Remuneration Committee and require approval by the shareholders at a General Meeting by a Special Resolution in terms of the proviso to Section II (A) of Part II of Schedule V to the Companies Act, 2013. A statement giving information in terms of Proviso (iv) to Section II (B) of Part II of Schedule V to the Companies Act, 2013 is as follows :

GENERAL INFORMATION

(1)	Nature of Industry	Multi-model transportation services
(2)	Date of commencement of commercial production	1972-1973
(3)	In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus	Not applicable as an existing company.
(4)	Financial performance based on given indicators (Rs. In Lakhs)	

Year ending 31st March	Turnover	Profit before Taxation & Depreciation	Profit (Loss) before Taxation	Profit after Taxation
2014	16483	872	(42)	42
2013	18065	1727	773	620
2012	25873	1499	689	486
2011	20732	1268	848	553
2010	14677	409	169	108
(5)	Export Performance and net foreign exchange collaboration		Earning in foreign exchange in the Financial Year 2013-2014 Rs. 6,50,280/-	
(6)	Foreign investments or collaboration, if any.		The Company has no foreign collaboration	

INFORMATION ABOUT THE APPOINTEE

(1)	Background details	He is serving the Company for past 6 years as Managing Director. During this period he has gained rich experience in the Management and Administration of Company's business. He is a qualified B.A. (Economics), and aged about 35 years.
(2)	Past Remuneration	Basic Salary of Rs.3,00,000/- P.M. in Financial Year 2013-14 and Rs.2,50,000/- P. M. in Financial Year 2012-13 and other perquisites as per his terms of appointment as Managing Director.
(3)	Recognition or awards	None in particular as recognised and awarded several times for specific achievements by the Company.
(4)	Job profile & his suitability	His job profile shall include devoting whole time attention to the Management & Administration of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors and Chairman. With valuable contributions made by him to the Company during his hitherto association with the Company, he has been considered perfectly suitable for his job profile.
(5)	Remuneration proposed	Salary Rs. 3,50,000/- per month and other perquisites as spelt out in the resolution.
(6)	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	The remuneration proposed is considered in consonance with respect to industry, size of company, profile of the position and the person.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from salary and perquisites to be received from the Company, he has interest in the Company as belonging to promoter group with substantial holdings. He is related to Shri Anand Kumar Agarwal, who is the Chairman of the Company and Dr. Ashok Kumar Agarwal, Director

OTHER INFORMATION

Reasons of loss or inadequate profits.	During the year the market conditions were not favourable for Company's business. Due to uncertainties of raw material procurements and other bottlenecks, there was no business generation from infrastructure sector which has most of Company's customers. Besides, due to low demand for logistics services, there was fierce competition in the market making realisations for Company's services unremunerative. On the other hand, the Company had to incur interest on financed assets and depreciation thereon.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	
	The Company is making sustained marketing efforts in infrastructure sector which is expected to see revival, over the next few years. The Company has also undertaken cost control and reduction to improve its profitability. Accordingly, the Company expects about 10% annual growth in its turnover and similar increase in its profits before interest, depreciation and tax.

DISCLOSURES

Remuneration package offered to Shri Ashish Agarwal, Managing Director, is as per the above resolution.

Other disclosure in terms of Proviso IV to Section II of Part-II of Schedule V to the Companies Act, 2013 are being provided in the Corporate Governance Report attached to the Board of Director's Report.

None of the Directors are concerned or interested in this resolution except Shri Ashish Agarwal himself, Shri Anand Kumar Agarwal, Chairman and Dr. Ashok Kumar Agarwal who are related to each other.

Item No. 11 of the Notice

At the 40th Annual General Meeting of the Company in the year 2013, Shri Anand Kumar Agarwal (DIN 00380908) was reappointed for a period of 3 years w.e.f. 01.06.2013 with remuneration subject to approval by Central Government, which is still awaited. Considering the implementation of the Companies Act, 2013 it is considered prudent to reappoint Shri Anand Kumar Agarwal (DIN 00380908) for a period of 3 years w.e.f. 01.09.2014 as per the provisions of the Companies Act, 2013 in supersession of resolution passed or consent recorded earlier. His reappointment and the terms and conditions thereof are set out in the proposed resolution which have been approved by the Nomination & Remuneration Committee and require approval by the shareholders at a General Meeting by a Special Resolution in terms of the proviso to Section II (A) of Part II of Schedule V to the Companies Act, 2013. A statement giving information in terms of Proviso (iv) to Section II (B) of Part II of Schedule V to the Companies Act, 2013 is as follows:

GENERAL INFORMATION

(1)	Nature of Industry				Multi-model transportation services
(2)	Date of commencement of commercial production				1972-1973
(3)	In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus				Not applicable as an existing company.
(4)	Financial performance based on given indicators (Rs. In Lakhs)				
	Year ending 31st March	Turnover	Profit before Taxation & Depreciation	Profit (Loss) before Taxation	Profit after Taxation
	2014	16483	872	(42)	42
	2013	18065	1727	773	620
	2012	25873	1499	689	486
	2011	20732	1268	848	553
	2010	14677	409	169	108
(5)	Export Performance and net foreign exchange collaboration			Earning in foreign exchange in the Financial Year 2013-2014 Rs. 6,50,280/-	
(6)	Foreign investments or collaboration, if any.			The Company has no foreign collaboration	

INFORMATION ABOUT THE APPOINTEE

(1)	Background details	He has been with the Company since its incorporation. Qualified B.Com., and aged about 62 years, he has rich experience of over 43 years in the business of the Company.
(2)	Past Remuneration	Basic Salary of Rs.3,50,000/- per month from 1st April, 2013, Rs. 3,00,000/- per month from 1st April, 2012 and Rs. 2,50,000/- per month from 1st September, 2011 and other perquisites as per his terms of appointment as Chairman.
(3)	Recognition or awards	None in particular as recognised and awarded several times for specific achievements by the Company.
(4)	Job profile & his suitability	His job profile shall include devoting whole time attention to the Management & Administration of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors. With valuable contributions made by him to the Company during his hitherto association with the Company, he has been considered perfectly suitable for his job profile.
(5)	Remuneration proposed	Rs. 3,50,000/- per month with annual increment @ Rs. 50,000/- per month effective from 1st day of April each year subject to performance reviewed by the Remuneration Committee.
(6)	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	The remuneration proposed is considered in consonance with respect to industry, size of company, profile of the position and the person.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from salary and perquisites to be received from the Company, he has interest in the Company as belonging to promoter group with substantial holdings. He is related to Shri Ashish Agarwal, who is the Managing Director of the Company and Dr. Ashok Kumar Agarwal, Director

OTHER INFORMATION

Reasons of loss or inadequate profits.	During the year the market conditions were not favourable for Company's business. Due to uncertainties of raw material procurements and other bottlenecks, there was no business generation from infrastructure sector which has most of Company's customers. Besides, due to low demand for logistics services, there was fierce competition in the market making realisations for Company's services unremunerative. On the other hand, the Company had to incur interest on financed assets and depreciation thereon.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	
	The Company is making sustained marketing efforts in infrastructure sector which is expected to see revival, over the next few years. The Company has also undertaken cost control and reduction to improve its profitability. Accordingly, the Company expects about 10% annual growth in its turnover and similar increase in its profits before interest, depreciation and tax.

DISCLOSURES

Remuneration package offered to Shri Anand Kumar Agarwal, Chairman, is as per the above resolution.

Other disclosure in terms of Proviso IV to Section II of Part-II of Schedule V to the Companies Act, 2013 are being provided in the Corporate Governance Report attached to the Board of Director's Report.

None of the Directors are concerned or interested in this resolution except Shri Anand Kumar Agarwal himself, Shri Ashish Agarwal, Managing Director and Dr. Ashok Kumar Agarwal who are related to each other.

ABC India Limited

CIN: L60231AS1972PLC001393

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

Fax : (0361) 2305823; Website : www.abcindia.com; Email : vrmd@abcindia.com

PROXY FORM-MGT-11

41st ANNUAL GENERAL MEETING ON THURSDAY, 25TH SEPTEMBER, 2014 AT 1:00 P.M.

I/We, being the member(s), holding.....shares of ABC India Limited hereby appoint :

- (1) Name..... Address.....
E-mail Id..... Signature.....or failing him/her
- (2) Name..... Address.....
E-mail Id..... Signature.....or failing him/her
- (3) Name..... Address.....
E-mail Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on Thursday, the 25th September, 2014 at 1:00 p.m. at Hotel Nakshatra, Beltola, Opposite Sankar Netralaya, Guwahati - 781001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	Ordinary Resolution for Adoption of audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date along with the Report of the Directors' and Auditors' thereon.
2	Ordinary Resolution for Sanctioning declaration of dividend.
3	Ordinary Resolution for Appointment of M/s. Agarwal Kejriwal & Company, Chartered Accountants as auditors until the conclusion of 44th Annual General Meeting and fixing their remuneration.
4	Ordinary Resolution for Re-appointment as non-executive director of Dr. Ashok Kumar Agarwal who retires by rotation.
5	Special Resolution for Re-appointment as independent director of Shri Krishan Arya who retires by rotation.
6	Ordinary Resolution for Re-appointment as independent director of Shri Vijay Jain who retires by rotation.
7	Ordinary Resolution for Appointment of Shri Rajyavardhan Kajaria as non-executive director.
8	Ordinary Resolution for Appointment of Dr. Debasis Sengupta as an Independent director.
9	Ordinary Resolution for Appointment of Prof. Ashoke Kumar Dutta as an Independent director.
10	Special Resolution for Re-Appointment of Shri Ashish Agarwal as Managing Director for 3 years w.e.f. 01.08.2014.
11	Special Resolution for Re-Appointment of Shri Anand Kumar Agarwal as Chairman for 3 years w.e.f. 01.09.2014.

Signed thisday of2014

Member's Folio /DP ID & Client ID No.....Signature of Shareholder (s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

- Note :** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

ABC India Limited

CIN: L60231AS1972PLC001393

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

Fax : (0361) 2305823; Website : www.abcindia.com; Email : vrmd@abcindia.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the 41st Annual General Meeting of the Company on Thursday, 25th September, 2014 at 1:00 p.m. at Hotel Nakshatra, Beltola, Opposite Sankar Netralaya, Guwahati - 781028, Assam.	Folio / Client ID :
	DP ID :
	No of Share held :
	Serial No.:
	Name of Member(s):
	Registered Address :

Member's/Proxy's name in Block letters

Signature of Proxy holder(s) / Signature of Shareholder

- Note :** 1. Please complete and sign this Attendance Slip and handover at the Attendance Verification Counter at entrance of the Meeting Hall.
2. Please bring your copy of Annual Report to the Meeting.