

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 OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, that the Company proposes to pass Resolutions as per draft thereof given below through Postal Ballot:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolutions:

1. "RESOLVED THAT in supersession of any earlier resolutions passed in this behalf and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company, or any Committee thereof, to borrow from time to time all such sums of money as it may deem requisite for the purposes of the business of the Company notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the Company's paid up capital and free reserves, provided that the aggregate of the sums so borrowed shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores only) at any one point of time."
2. "RESOLVED THAT in supersession of any earlier resolutions passed in this behalf and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof ("the Board"), to create security upon/to charge all or any of the properties of the Company, present and future, and/or on the whole or part of the undertaking(s) of the Company by way of pledge, hypothecation, mortgage, creation of lien or otherwise encumber in the same, in addition to the charge(s) already created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms, as the Board may determine from time to time to secure the sum of moneys borrowed or to be borrowed aggregating up to Rs. 75 Crores (Rupees Seventy Five Crores only) by the Company from Banks, financial institutions and other lenders; and to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any one of such undertaking."
3. "RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approval(s), if any, by competent authority, the existing clause 3 of the Memorandum of Association of the Company relating to the objects of the Company be altered as follows:
 - (i) The paragraphs "The objects for which the Company is established are:-
(A) Main objects to be pursued on incorporation:-" be substituted by the paragraph "(a) The objects to be pursued by the company on its incorporation are:-"
 - (ii) The paragraph "(B) Objects incidental or ancillary to the attainment of main objects:-" be substituted by the paragraph "(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-"
 - (iii) The words, letters and punctuation marks "(C) Other Objects :." be completely deleted.
 - (iv) The consequent clause "3(a)(3)" stating "To acquire permits for plying lorries, buses, cars, boats and steamers and other services with a view to run buses, lorries or other services, as the case may be, on any routes in India." be renumbered and rearranged as clause "3(b)(34)".
 - (v) The consequent clause numbers "3(b)(8)", "3(b)(9)", "3(b)(10)", "3(b)(11)", "3(b)(12)", "3(b)(13)", "3(b)(14)", "3(b)(15)", "3(b)(16)", "3(b)(17)", "3(b)(18)", "3(b)(19)", "3(b)(20)", "3(b)(21)", "3(b)(22)", "3(b)(23)", "3(b)(24)", "3(b)(25)", "3(b)(26)", "3(b)(27)", "3(b)(28)", "3(b)(28)(a)", "3(b)(28)(b)", "3(b)(29)", "3(b)(30)", "3(b)(31)", "3(b)(32)" and "3(b)(33)" be respectively renumbered & rearranged as clause numbers "3(b)(10)", "3(b)(11)", "3(b)(12)", "3(b)(13)", "3(b)(14)", "3(b)(15)", "3(b)(16)", "3(b)(17)", "3(b)(18)", "3(b)(19)", "3(b)(20)", "3(b)(21)", "3(b)(22)", "3(b)(23)", "3(b)(24)", "3(b)(25)", "3(b)(26)", "3(b)(27)", "3(b)(28)", "3(b)(29)", "3(b)(30)", "3(b)(31)", "3(b)(32)", "3(b)(33)", "3(b)(39)", "3(b)(40)", "3(b)(35)" and "3(b)(36)".
 - (vi) Following new clauses be inserted under the consequent paragraph "(a) The objects to be pursued by the company on its incorporation are:-" as follows:

"(3) To carry on in India or elsewhere, either solely or jointly with one or more company, firm, person, Government, local or other bodies the business to design, construct, reconstruct, build, rebuild, fabricate, erect, acquire, establish, develop, alter, convert, improve, equip, dismantle, pull down, repair, maintain, search, survey, examine, inspect, locate, grout, dig, excavate, pour, renovate, remodel, undertake, contribute, assist and to act as civil engineer, architectural engineer, erection contractor, engineering, procurement & commissioning (EPC) contractor, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and developmental work in all its branches such as roads, high ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, sheds, buildings, structures, super structures, enabling works, foundations, boundary walls, drainage and sewage works, pipeline works, water distribution works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, multistories, colonies, complexes and housing projects.

(8) To carry on the business of providing E-Commerce Services either directly or to other E-Commerce Service Provider(s) for all processes, sub-processes, transactions, activities or other work in any business or service within India and across the world.

(9) 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.”

- (vii) Following new clauses be inserted under the consequent paragraph “(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-” as follows:

“(37) To make alterations in the Memorandum & Articles of the Company subject to and in accordance with the Companies Act, 2013 or other laws for the time being in force.

(38) To indemnify members, officers, directors and servants of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in interest of the Company for any damages or loss or misfortune whatever, which shall happen in execution of the duties of their office in relation thereof.”

4. “RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approval(s), if any, by competent authority, the clause 4 of the Memorandum of Association of the Company relating to the liability of the members be and is hereby altered by replacing the existing clause 4 with the following new clause 4:

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

5. “RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approval(s), if any, by competent authority, the clause 5 of the Memorandum of Association of the Company relating to the capital of the company be and is hereby altered by replacing the existing clause 5 with the following new clause 5:

5. The share capital of the company is ten crore rupees divided into one crore equity shares of ten rupees each.”

Place : Kolkata

Date : the 11th day of August, 2014

By Order of the Board

A. K. Thirani

Company Secretary

NOTES AND INSTRUCTIONS:

1. A Statement, as required under section 102 the Companies Act, 2013, in respect of the business specified above is annexed.
2. As per Section 110(1) of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice is proposed to be passed by Postal Ballot. The items of business may be transacted also through electronic voting system and the company is providing facility for voting by electronic means as specified more fully in clauses 17 & 18 hereunder.
3. The Board has appointed Mr. Pravin Kumar Drolia, Practising Company Secretary, as the Scrutiniser for conducting the Postal Ballot voting process in accordance with law in a fair and transparent manner.
4. Shareholders can exercise their voting rights either by using the attached Postal Ballot Form or through electronic means. No other form or photocopy of the attached Form will be permitted. The physical Postal Ballot Form, duly completed, signed and sealed, should be returned in the enclosed self-addressed, postage paid envelope directly to the Scrutinizer so as to reach him before 6 P. M. on 22nd September, 2014. Since response received from any Shareholder after 6 P. M. on 22nd September, 2014, shall be treated as if no response has been received from him. Shareholders are requested to send the duly completed Postal Ballot Form well before this date allowing sufficient time for postal transit.
5. Envelopes containing the Postal Ballot Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelopes are sent by any mode at the expense of the Shareholder.
6. The attached self-addressed envelope is addressed to the Scrutiniser and the postal ballot after casting of vote should be put inside the same and the envelope duly sealed.
7. The Notice for the Postal Ballot will also be available on the Company's website <http://www.abcindia.com> and the website of The National Securities Depository Limited (“NSDL”) at <http://www.evoting.nsdl.com>.
8. The physical Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case shares are jointly held, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Holders of Power of Attorney (PoA) on behalf of a Shareholder may vote on the Postal Ballot mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned Postal Ballot Forms will be rejected.
9. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants (“DPs”). The signature should be verified by their Bankers/ DPs by affixing a rubber stamp / seal mentioning name and address of the Banker/ DP and name, stamp and signature of the Authorised Signatory.
10. Voting shall be reckoned in relation to a Shareholder's holding of the Paid-up Equity Share Capital of the Company as at close of business on 8th August, 2014.

11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a Certified Copy of Board Resolution/ Authority and, preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Postal Ballot Form.
12. Shareholders are requested not to send any document (other than the Resolution/ Authority as mentioned in item no.8 and 11 above) along with the completed Postal Ballot Form inside the enclosed self-addressed pre paid envelope, as all such envelopes without opening will be sent to the Scrutiniser. If any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutiniser.
13. There will be only one Postal Ballot Form for each Folio/ Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.
14. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
15. The Scrutiniser will submit his Report to the Company after completion of scrutiny of Postal Ballot Forms. The result of the Postal Ballot will be announced on 25th September, 2014. The results will be hosted on the website of the Company www.abcindia.com along with Scrutiniser's Report.
16. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the announcement of the result as aforesaid on 25th September, 2014. The Scrutiniser's decision on the validity of a completed Postal Ballot Form shall be final.
17. The Company is also providing the facility of casting votes through electronic voting system ("e-Voting") under the arrangement with The National Securities Depository Limited ("NSDL") and will also consider votes cast through the e-Voting system while declaring the results of the Postal Ballot.
18. For those Shareholders opting for e-Voting, the process and manner of e-Voting will be as follows:

A. Instructions for e-Voting for Shareholders receiving email from NSDL-

- i. Read the e-mail and open the attached PDF file giving your Client Id (in case shares held in demat form) and Folio No. (in case shares held in physical mode) as default password. The attachment contains your "User Id." and "Password" for e-Voting. Please note that password is an initial password.
- ii. Launch the Internet Browser by logging in <http://www.evoting.nsdl.com> on the address bar. The home screen will be displayed, select the Shareholder "login" name. Enter the login details viz. User Id and password as are provided at the bottom of the Postal Ballot Form sent to you by email.
- iii. On the first login, you will need to change the password. In case you have earlier logged in at www.evoting.nsdl.com for exercising your votes in respect of postal ballot of any other company and you have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. On successful login, you have to select the "EVEN" (E Voting Event Number) given on the Postal Ballot Form for casting your vote.
- v. Cast your vote by selecting the appropriate option and click on "submit" and also "confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed. Once you have voted on the Resolution, you will not be allowed to modify your vote.
- vi. The e-Voting period commences on Saturday, 23rd August, 2014 at 10 A.M. and closes at 6 P. M. on Monday, 22nd September, 2014. The e-Voting module will be disabled thereafter by NSDL.
- vii. In case of any queries, you may refer to the frequently asked questions(FAQ) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com or contact NSDL on their Telephone no. 022-24994600.
- viii. Institutional Shareholders (i.e. those other than individuals, HUFs, etc) are requested to send scanned copies (PDF/JPEG Format) of relevant Board Resolution / Authority letter together with attested specimen signatures of the duly authorized signatory/ies authorized to vote to the Scrutiniser through e-mail at droliapraavin@yahoo.co.in
- ix. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.

B. Instructions for e-Voting for Shareholders other than in (A) above-

- i. Initial "User Id" and "Password" are provided at the bottom of the Postal Ballot Form sent to you by post.
Please follow the steps (ii) to (vii) above to cast your vote through e-Voting.

Any query relating to the voting through Postal Ballot including voting by electronic means should be addressed to Mr. Arun Kumar Thirani, Company Secretary, ABC India Limited, Kedar Road, Guwahati – 781001 (Assam) e-mail: akthirani@abcindia.com.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Under Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the Company by Special Resolution, borrow money where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Taking into consideration the requirement of borrowed

funds by the Company the consent of the Company is being sought in accordance with the provisions of section 180(1)(c) of the Companies Act, 2013 to borrow money where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided that the amount so borrowed shall not at any time exceed Rs.75,00,000/- (Rupees Seventy Five Crores only).

No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 2

The Special Resolution proposed under Item 2 of the attached Notice is primarily an enabling one and is intended to obtain the consent of the Company by Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to charge all or any of the properties of the Company, present and future, and/or on the whole or part of the undertaking(s) of the Company by way of pledge, hypothecation, mortgage, creation of lien or otherwise encumber in the same, in addition to the charge(s) already created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms, as the Board may determine from time to time to secure the sum of moneys borrowed or to be borrowed aggregating up to Rs.75 Crores (Rupees Seventy Five Crores only) by the Company from Banks, financial institutions and other lenders. Besides, it is also to obtain the consent of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking."

No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 3

The Special Resolution proposed under item 3 of the attached Notice is for following purposes:

- a. The clauses (i) & (ii) are for realigning the style and wordings for objects clause in the Memorandum of Association as prescribed in Table A of Schedule I to the Companies Act, 2013.
- b. The clause (iii) is for deletion of the heading for Other Objects in the Memorandum of Association in compliance with the Companies Act, 2013.
- c. The clause (iv) is for shifting of existing sub clause (3) of the Main objects stating "To acquire permits for plying lorries, buses, cars, boats and steamers and other services with a view to run buses, lorries or other services, as the case may be, on any routes in India." which is primarily of a nature of business incidental and ancillary to the attainment of main objects as sub clause (34) under "Matters which are necessary for furtherance of the objects specified in clause 3(a)." appropriate for this purpose.
- d. The clause (v) is for appropriate renumbering and rearrangement of remaining object clauses to arrange them similarly and to enable insertion of new object clauses as per clause (vi) and (vii) of proposed Special Resolution.
- e. The clause (vi) is for insertion of three new clauses which are self-explanatory in nature of main objects relating to new businesses expected to be done by the company.
- f. The clause (vii) is for insertion of two new clauses which are self-explanatory in nature of matters necessary for furtherance of main objects of the company.

Consent of the company by Special Resolution is required in this regard. No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 4

The Special Resolution proposed under item 4 of the attached Notice is for altering the wordings of the liability clause of its Memorandum of Association to comply with the provisions of the Companies Act, 2013 including Table A of Schedule I to the Companies Act, 2013.

Consent of the company by Special Resolution is required in this regard. No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 5

The Special Resolution proposed under item 5 of the attached Notice is for altering the wordings of the capital clause of its Memorandum of Association to comply with the provisions of the Companies Act, 2013 including Table A of Schedule I to the Companies Act, 2013.

Consent of the company by Special Resolution is required in this regard. No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Place : Kolkata
Date : the 11th day of August, 2014

By Order of the Board
A. K. Thirani
Company Secretary

Postal Ballot Form**ABC INDIA LIMITED**

(CIN : L60231AS1972PLC001393)

Registered Office : Kedar Road, Guwahati – 781 001, Assam; **Phone :** (0361) 2307127**Fax :** (0361) 2305823; **Website :** www.abcindia.com; **Email :** vrmd@abcindia.com

Serial No.	
Name of Member(s)	
Registered Address	
Folio No/Client Id	
DP ID	
No. of shares held	

I/We herby exercise my/our votes in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated the 11th day of August, 2014 of the Company by sending my/our assent of dissent to the said Resolution by placing the tick (v) mark in the appropriate box below.

Item No.	Description	Type of Resolution	Number of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for consent to borrowing limits not to exceed Rs. 75 Crore (Rs. Seventy Five Crore)	Special Resolution			
2	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges on the properties of the Company in respect of borrowings in terms of resolution 1 above and to sell, lease or otherwise dispose of whole or substantially the whole of undertakings of the company.	Special Resolution			
3	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of object clause of the memorandum of association of the Company.	Special Resolution			
4	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the liability clause of the memorandum of association of the Company.	Special Resolution			
5	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the capital clause of the memorandum of association of the company.	Special Resolution			

Place : _____

Date : _____

Signature of the Shareholder(s)

E-voting Particulars

EVEN (e-voting event number)	User ID	Password

INSTRTUCTIONS TO POSTAL BALLOT FORM

- (1) A shareholder desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form will also be accepted if physical copy thereof duly sealed inside the attached postage prepaid envelopes are sent by any mode at the expense of the shareholder.
- (2) Shareholder opting for e-Voting should not cast his vote through physical Postal Ballot Form and vice-versa. If a shareholder casted his/her vote through physical Postal Ballot Form as well as via e-Voting, vote casted through e-Voting will be considered valid.
- (3) The self-addressed envelope bears the address of the Scrutinizer appointed by the Board and the Postal Ballot after casting of vote should be sent as per instructions mentioned in the Notice enclosed.
- (4) A shareholder need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
- (5) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified for the purpose in the Notes and Instructions to the attached Notice.
- (6) Shareholders are requested not to send any other document (other than Resolution/Authority) along with the complete Postal Ballot Form inside the enclosed self-addressed postage prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.