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ANNUAL REPORT
2015-2016

CHAIRMAN	SHRI ANAND KUMAR AGARWAL
DIRECTORS	DR. DEBASIS SENGUPTA PROF. ASHOKE KUMAR DUTTA DR. ASHOK KUMAR AGARWAL SHRI VIJAY KUMAR JAIN SHRI RAJYA VARDHAN KAJARIA SHRI SIDDARTH KAPOOR SMT. RACHANA TODI
MANAGING DIRECTOR	SHRI ASHISH AGARWAL
CHIEF FINANCIAL OFFICER	SHRI SUSHIL KUMAR PRANSUKHKA
COMPANY SECRETARY	SHRI SANJAY AGARWAL
STATUTORY AUDITORS	M/S AGARWAL KEJRIWAL & CO. <i>Chartered Accountants</i>
BANKERS	STATE BANK OF INDIA UNITED BANK OF INDIA INDIAN OVERSEAS BANK
REGISTERED OFFICE	P-10, NEW C. I. T. ROAD KOLKATA - 700073 CIN : L63011WB1972PLC217415 PHONE : 033 22371745, 24614156 FAX : 033 24614193 Email : vrmd@abcindia.com Website : www.abcindia.com

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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of M/s. ABC India Limited will be held on Friday, **the 16th day of December, 2016 at 11.00 A.M.** at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700017 to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended 31st March, 2016, the Cash Flow Statement for the year ended 31st March, 2016 and the Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. Ashok Kumar Agarwal (DIN 01237294), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s. Agarwal Kejriwal & Co., Chartered Accountants (Registration No. 316112E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS:**4. APPROVAL OF REMUNERATION OF COST AUDITORS**

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Debabrata Banerjee & Associates, Cost Auditors for conducting the cost audit of the cost records of the Company for the financial year ending March 31, 2017, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **ABC INDIA LIMITED**
Sanjay Agarwal
Company Secretary

Place: Kolkata
Date : 12th November, 2016

NOTES :

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.

NOTICE (Contd.)

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The Proxies to be effective, must be duly stamped, completed, signed and deposited at the Corporate Office of the Company at. 40/8, Ballygunge Circular Road, Kolkata - 700 019 not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.
5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT 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 MEMBER.**
6. The Register of Members and Transfer Books of the Company will be closed from 10.12.2016 to 16.12.2016 (both days inclusive) for the purpose of this AGM.
7. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
8. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via e-mail. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address to the RTA / Company for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.
13. Notice of the 43rd AGM along with Annual Report, Attendance slip, Proxy Form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode. The documents referred to above are also available on the Company's website :www.abcindia.com.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
15. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
16. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the amounts of dividend remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and, thereafter, no payments shall be made by the Company or by the IEPF in respect of such amounts. The Company has already transferred all

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unclaimed dividends declared upto the financial year 1999- 2000 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

The last dates of claim for the following dividends are as follows:

Dividend for the Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
March 31, 2010	September 04, 2010	October 11, 2017
March 31, 2011	September 24, 2011	October 31, 2018
March 31, 2012	September 01, 2012	October 08, 2019
March 31, 2013	September 23, 2013	October 30, 2020
March 31, 2014	September 25, 2014	November 01, 2021

17. Voting Through Electronic Means

- I) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("remote e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III) **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period through electronic means begins on Monday, the 12th December, 2016 at 9.00 A.M. (IST) and ends on Thursday, the 15th December, 2016 at 5.00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th December, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iv) Click on "Shareholders" tab.
 - (v) 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, and
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.

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(viii) 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "**ABC India Limited**" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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

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helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a compliance user 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 linked in the login 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.

(xx) 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 them at 1800 200 5533.

(xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

18. 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 santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com on or before 15.12.2016 upto 5.00 p.m. without which the vote shall not be treated as valid.
19. **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 i.e. 9th December, 2016.** A person who is not a member as on the cut-off date should treat this notice for information purpose only.
20. The notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members / Depositories as at closing hours of business, on 11th November, 2016.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 11th November, 2016 are requested to send the duly signed written / email communication to the Company at vrmd@abcindia.com and to the RTA at 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 by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 9th December, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
24. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
25. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
26. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.

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27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.abcindia.com and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
28. Route-map to the venue of the AGM is annexed for the convenience of the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 4 of the accompanying Notice dated 12th November, 2016 :

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Debobrata Banerjee & Associates, the Cost Auditors, to conduct the cost audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of Rs. 60,000/- plus applicable taxes and out of pocket expenses, if any as Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board of Directors recommends the resolution set out in Item No. 4 of the accompanying notice for the approval of the members.

None of the Directors of the Company or any key managerial personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

By Order of the Board of Directors

For **ABC INDIA LIMITED**

Sanjay Agarwal

Company Secretary

Place: Kolkata

Date: 12th November, 2016

ANNEXURE TO NOTICE OF AGM**Details of the Directors seeking re-appointment in forthcoming Annual General Meeting**

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Directors	Dr. Ashok Kumar Agarwal
1	Date of Birth and Age	05/11/1955, 60 years
2	DIN	01237294
3	Nationality	Indian
4	Date of appointment on board	29/07/2008
5	Remuneration last drawn	Nil
6	No. of shares held in the Company	Nil

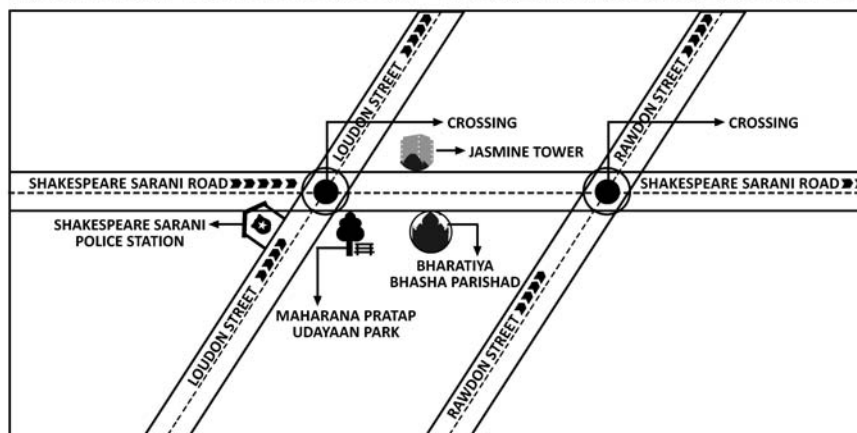
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7	Qualification & Expertise in specific functional area	MBBS, MPH having 36 years business experience
8	No. of Board Meetings Attended	2 (two)
9	List of other Listed Companies in which Directorship held as on 31 st March, 2016	Transcorp International Limited TCI Industries Limited
10	List of other Companies in which Directorship held as on 31 st March, 2016	TCI Infrastructure Finance Limited Transcorp Enterprises Limited
11	Chairman/Member of the Committee of the Board of other Companies in which he is a Director as on 31 st March, 2016	Transcorp International Ltd. Investment Committee - Member CSR Committee - Member

The disclosure of relationships between Directors inter se as required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as follows :

Relationship between the Directors inter se :

Name of Director	Name of Other Directors	Name of Relationship
Anand Kumar Agarwal	Ashish Agarwal	Son
Ashish Agarwal	Anand Kumar Agarwal	Father
Ashok Agarwal	Anand Kumar Agarwal	Brother

ROUTE MAP TO THE VENUE OF THE AGM OF ABC INDIA LIMITED


VENUE - Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata - 700 017

Route Map not to scale

DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the 43rd Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2016.

Financial Results

(₹ In Lacs)

Particulars	FY 2015-16	FY 2014-15
	Amount	Amount
Turnover	13341.75	15252.44
Other Income	77.56	107.42
Total Revenue	13419.31	15359.86
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	682.40	1301.25
Interest and other Finance Cost	524.77	772.22
Depreciation & Amortization	456.98	644.69
Profit/(Loss) before Taxation (PBT)	(299.34)	(115.66)
Tax including Deferred Tax	(62.17)	(128.22)
Profit after Taxation (PAT)	(237.17)	12.56
Profit brought forward from previous year	1371.35	1362.04
Tax Adjustment for earlier years	-	(3.25)
Profit available for appropriation carried to Balance Sheet	1134.18	1371.35

OPERATIONS :

During the year under review, your Company has achieved a Total Revenue of ₹ 13,419.31 lakhs which is 12.63% lower over the corresponding previous financial year total revenue of ₹ 15,359.86 lakhs. The Company has achieved an EBIDTA of ₹ 682.40 lakhs as compared with previous year figure of ₹ 1,301.25 lakhs. The Loss after Tax worked out to ₹ 237.17 lakhs as compared to profit in the previous year of ₹ 12.56 lakhs.

OUTLOOK :

The industrial growth of the Company did not improve at the desired level as envisaged during the year under review. The Company is in the business of transportation and logistics and due to non- improvement in the industrial activity the Company was not able to procure the business at its desired level. The profitability of the Company was affected due to at one hand stagnancy of the offtake and on the other hand increase in the cost at various levels of the Company. Besides, due to low demand for logistics services, there was fierce competition in the market making lower realizations for the services rendered by the Company. Therefore the Company could neither achieve any volume growth nor desired profitability. At the same time, the Company had to incur interest on financed assets and depreciation thereon.

The Company is making sustained marketing efforts for its services in infrastructure sector & power 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 performance of the Company in current year as well as coming years shall continue to be highly dependent upon revival of infrastructure sector, power sector, industrial project and procurement of orders.

To overcome the situation, the Company has diversified its business activities and had started a new segment viz. Construction Division which would contribute both in top line & bottom line of the Company.