

Date: 19th September, 2015

To,

**Department of Corporate Services
U.P Stock Exchange Limited
Padam Towers 14/113
Civil Lines,
Kanpur-208001(UP)**

Subject - Report of Scrutinizer as per Clause 35 B of Listing Agreement for the Financial Year 2014-15

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15.

You are requested to take the above on your records and acknowledge the same.

Thanking You,

Regards,

For Abhijit Trading Co. Limited


Mr. Vipul Kumar

(Company Secretary)

M. No: 037677

**Address :- A-121, Street No. 3/4,
North Ghonda, Delhi-110053**

Encl: a/a

Report of Scrutinizer

(Consolidated Result of Voting)

(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To

The Chairman

Abhijit Trading Co Ltd

16/121-122, Jain Bhawan,

Faiz Road W.E.A Karol Bagh,

Delhi-110005

Sir,

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 33rd Annual General Meeting of the Shareholders of “**Abhijit Trading Co Ltd**” to be held on Wednesday, 16th September, 2015 at 11.00 A.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on 12, September, 2015 up to 05.00 P.M. on 15, September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 07th August, 2015 who were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the Annual General Meeting of **Abhijit Trading Co Ltd** (Item Number 1(one) to 7(Seven) of the Annual General Meeting of Abhijit Trading Co Ltd).
3. The votes were unblocked on 18th September, 2015 around 2.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

Item No. 1- Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	54	5,24,800	5,24,800	100
Total	70	6,69,370	6,69,370	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	0	5,24,800	0	100
Total	0	6,69,370	0	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2- Approval of Dividend Paid to Equity Shareholders.

"**RESOLVED THAT** a dividend @ Rs. 0.50 per equity share on the Company's Share Capital of Rs. 1,46,61,950/- absorbing thereby Rs. 5,29,579/- excluding dividend distribution tax of Rs. 1,08,429/- as at 31st March, 2015 be and the same is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of Shareholders of the Company as on 9th September,2015."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	52	5,24,800	5,22,200	100
Total	68	6,69,370	6,66,770	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	2	5,24,800	2,600	100
Total	2	6,69,370	2,600	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3- Re-appointment of Director by Rotation

To Re-appoint a Ms. Babita Jain, who retire by rotation and being eligible offers herself for re-appointment as Director of the Company.

(iv) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	53	5,24,800	5,22,300	100
Total	69	6,69,370	6,66,870	

(v) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	1	5,24,800	2,500	100
Total	1	6,69,370	2,500	

(vi) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4- Appointment of Auditor.

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Sanjeev Gaurav & Associates, Chartered Accountants (FRN. 017483C), be and is hereby appointed as auditors of the Company in Place of Mr. Sumit Arora, Chartered Accountant (M. No. 513784) to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the 38th AGM of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	52	5,22,700	5,22,600	100
Total	68	6,67,270	6,67,170	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	1	5,22,700	100	100
Total	1	6,67,270	100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5. To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with schedule IV to the act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the rules'), including any statutory modifications or any amendment or any substitution or any re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Anil (DIN:07041162), who was appointed as an Additional Director by the Board with effect from 15th December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	53	5,24,800	5,24,700	100
Total	69	6,69,370	6,69,270	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	1	5,24,800	100	100
Total	1	6,69,370	100	

Astik Tripathi & Associates

Company Secretaries

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6. To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, be and hereby accorded to the appointment of Mr. Virendra Jain (DIN:00530078) as Managing Director of the Company for a period of 5 years from 2th March, 2015 to 1st march,2020, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and I hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.”

(i) **Voted in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	53	5,24,800	5,24,700	100
Total	69	6,69,370	6,69,270	

(ii) **Voted against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	1	5,24,800	100	100
Total	1	6,69,370	100	

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7. Adoption of new set of Article of Association

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

“RESOLVED THAT pursuant to provisions of section 5,14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulation contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

(i) **Voted in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	16	1,44,570	1,44,570	100
E- Voting	51	5,24,800	5,22,100	100
Total	67	6,69,370	6,66,670	

(ii) **Voted against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1,44,570	0	100
E- Voting	3	5,24,800	2,700	100
Total	3	6,69,370	2,700	

(iii) **Invalid Votes**

Astik Tripathi & Associates
Company Secretaries

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,

Yours faithfully

Astik Mani Tripathi


Astik Mani Tripathi
CP No. 10384
Place- Delhi
Date- 18th September, 2015