



ABM International Limited

Regd. Office : 10/60, Industrial Area, Kirti Nagar, New Delhi 110015
Tel: 011-41426055; E-mail: vkgandhi@abmintl.in; Website: www.abmintl.in
Corporate Identification Number (CIN): L51909DL1983PLC015585
NSE TRADING SYMBOL: ABMINTLTD.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of **ABM INTERNATIONAL LIMITED** will be held on Wednesday, the 19th day of September, 2018, At 3:00 P.M. at Kirti Club, 39 DLF, Industrial Area, Kirti Nagar, New Delhi-110015 to transact the following business (es):

ORDINARYBUSINESSES:

1. To receive, consider, approve and adopt the audited financial statements (both standalone and consolidated audited financial statements) of the Company for the financial year ended 31st March, 2018 together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kawaljit Singh Bhatia (DIN: 02024597), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

To fill the casual vacancy caused by the resignation of M/s SPMR & Associates

3. Appointment of Statutory Auditor:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments thereto or re-enactment thereof for the time being in force) and as recommendation of the Audit Committee of the Board of Directors, M/s Rajan Goel & Associates, Chartered Accountants, (Firm Registration No. 004624N) be and are hereby appointed as the Statutory Auditors of the Company, for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting, at such remuneration as may be decided by the Board of Directors of the Company to fill the casual vacancy caused by the resignation of M/s SPMR & Associates.

4. Re-appointment of Mrs. Sangeeta Gandhi (DIN: 00265593) as Whole Time Director.

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 Sections 196, 197, 203, read together with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions contained in Article of Association of the Company, the reappointment of Mrs. Sangeeta Gandhi (DIN: 00265593), as Whole Time Director of the Company w.e.f. 1st October, 2018 on the following terms and conditions as made by the board in its meeting held on 14th August, 2018 and as per recommendation made by Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified.



Term : 3 years with effect from 1st July, 2018

Salary including Perquisites : Rs.2,00,000(Rupees Two Lakhs Only) per month.

The following perquisites shall not form part of salary:

- A) Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- B) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service;
- C) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution.”

Place: New Delhi

Date: 14th August, 2018

Registered Office: 10/60, Industrial Area,

Kirti Nagar, New Delh-110015 Tel: 011-41426055

E-mail: vkgandhi@abmintl.in / Website: www.abmintl.in

Corporate Identification Number (CIN) : L51909DL1983PLC015585

**By the Order of the Board
For ABM International Limited
Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057**



NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not later than **48 HOURS** before the commencement of the meeting. Proxies submitted on behalf of Limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable, authorizing them to attend and vote on their behalf at the AGM. A proxy form MGT-11 for the AGM is enclosed.
3. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. 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 shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 for the person seeking re-appointment as Director at the Annual General Meeting, are given and forms integral part of the Notice as Annexure 1.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
8. Members/Proxies/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share transfers/transmission/Dividend/Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi - 110062
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. The annual report for 2017-18 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants / registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2017-18 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.abmintl.in for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all working days upto and including the date of the annual general meeting of the Company.

For any communication, the shareholders may also send requests to the Company's email id viz. **vkgandhi@abmintl.in**



- 10 Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
11. SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has made the submission of PAN/Bank Account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account Details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Details to the Company/ Registrar and Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd.
- In the absence of the response from the shareholders, enhanced due diligence as directed by SEBI would be applicable on the securities held by them.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, transfer of Shares shall not be processed unless the shares are held in the Dematerialized with the depository w.e.f. 5th December, 2018. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form with adherence to the SEBI amendment and to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Ltd. for assistance in this regard.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Beetal Financial and Computer Services (P) Ltd. in case the shares are held by them in physical form.
16. As per the provision of Section 72 of the Companies act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.abmintl.in. Members holding shares in physical form may submit the same to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi – 110062. Members holding shares in electronic form may submit the same to their respective depository participants.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation into single folio.
18. Pursuant to the provisions of section 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, dividend for the financial year ended 2010-11 and thereafter which remain unclaimed for a period of 7 years will be transferred by the company to the IEPF established by the central government. Members who have not so far encashed their dividend warrants for the financial year ended 2010-11 or any subsequent financial years are requested to approach the company or to the Company's Registrar and Transfer agent, M/s. Beetal Financial & Computer Services Private Limited for obtaining fresh instrument(s) in lieu of expired dividend warrant(s).

The Ministry of Corporate Affairs (MCA) on 5th September, 2016 notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which are applicable to the Company with effect from 7th September, 2016. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the



date of the last Annual General Meeting (AGM) held on September 28, 2017, on the website of the IEPF. www.iepf.gov.in and under "Investors Section" on the Website of the Company given www.abmintl.in

It may also be noted that once the unclaimed dividend is transferred to the said fund, as above, no claim shall lie against the company or the IEPF in respect to dividend declared for the financial year 2010-11, on or after 23rd October, 2018.

Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the IEPF are as follows:

The status of the unpaid/unclaimed dividend and underlying equity shares for the following Financial year are as follows:

Date of Declaration of Dividend	Due for Transfer/Due Date of transfer of dividend to IEPF	Date of Transfer/Due Date of transfer of shares to IEPF
17.09.2011	23.10.2018	23.10.2018
27.09.2012	02.11.2019	02.11.2019
26.09.2013	01.11.2020	01.11.2020
19.09.2014	25.10.2021	25.10.2021
20.09.2016	29.10.2023	29.10.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

Pursuant to the provisions of Sec 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of 30 days of such shares becoming due to be transferred to IEPF Account. Accordingly, the Company and its RTA had transferred 1,33,680 equity shares of Rs.10/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date after following the prescribed procedure.

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from 2011 are requested to claim same at earliest. In case valid claim is not received by the company before due date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the company has individually informed the shareholders concerned and also published notice in newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the 'Investors Section' of the website of the Company.

The Members, whose unclaimed shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

19. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited, on all the resolutions proposed to be considered at the 35th AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.
20. The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.



21. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
22. The voting period begins on Sunday, 16/09/2018 (9:00A.M) and ends on Tuesday 18/09/2018 (5:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13/09/2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
23. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
24. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
25. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
26. The Board of Directors has appointed Mr. Rupinder Singh Bhatia, (Membership No. FCS 2599), Practicing Company Secretary as scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
27. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
28. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.abmintl.in and on the website of CDSL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The company shall simultaneously forward the results to the stock exchanges where the shares of the Company are listed.
29. The route map along with prominent land mark showing directions to reach the venue of the 35th Annual General Meeting is annexed.

The instructions for members for voting electronically are as under: -

In case of members receiving e-mail:

- (i) The voting period begins on Sunday, 16.09.2018 (09.00 A.M.) and ends on Tuesday, 18.09.2018 (05.00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>* 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. Sequence number is printed on the envelop along with address.</p> <p>* 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. i.e. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend # Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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. Apple 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.**
- (xix) Note for Non – Individual Shareholders and Custodians
- * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a compliance user should be created 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) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2016, may follow the same instructions as mentioned above for e-Voting.
- (XXi) 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

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**By the Order of the Board
For ABM International Limited
Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s SPMR & Associates, Chartered Accountants, the existing Statutory Auditors of the Company resigned w.e.f. 14th August, 2018 vide their letter dated 14th August, 2018.

The Board of Directors at its meeting held on 14th August, 2018, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Rajan Goel & Associates, Chartered Accountants, (Firms Registration No. 004624N), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 35th Annual General Meeting, till the conclusion of the 40th Annual General Meeting of the Company. M/s Rajan Goel & Associates, Chartered Accountants, is a firm of repute who has 34 years of experience in audited good companies. The said firm is also a Peer reviewed firm from ICAI, and thus meets the criteria laid down in Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being appointed as a Statutory Auditor of the Company.

M/s. Rajan Goel & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the Ordinary Resolution as set out at Item No.03 of the Notice for approval of the Members.

None of the Director and Key Management Personnel of the Company or their relatives, whether directly or indirectly, is concerned or interested, financial or otherwise, in passing of resolution as set out at item No.03.

Item No. 4

The term of appointment of Mrs. Sangeeta Gandhi as Whole-time Director would expire on 30-Sep-2018. Mrs. Sangeeta Gandhi is a graduate and having a good understanding in the matters relating to trade and industry. In view of her past contribution made to the company, the Board of Directors at their Meeting held on 14.08.2018 had re-appointed her as a Whole Time Director of the Company for a period of 3 years w.e.f. 01.10.2018 to 30.09.2021, subject to the approval of the members. Her reappointment was approved by the Nomination and Remuneration committee at their meeting held on 14.08.2018 on the remuneration as detailed in the respective resolution. The said proposal is as per the provisions as set out in Section 196(3) and Schedule V of the Companies Act, 2013.

The first appointment date of Mrs. Sangeeta Gandhi as a Director in the company is 01.04.2009 and her current shareholding is 1328400 shares in the Company. During the year she attended all seven Board Meetings. She is also Director in Prisha Promoters Private Limited.

Mrs. Sangeeta Gandhi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Whole Time Director of the Company. Mrs. Sangeeta Gandhi is not related to other Directors and Key Managerial Personnel of the Company except Mr. Virender Kumar Gandhi, Managing Director.

Information pursuant to the relevant provision of Schedule V of Companies Act, 2013 is as under:

I. General Information

1. Nature of Industry:

The company is presently engaged in imports of various plastic raw materials, especially PVC Resin from S.Korea, Taiwan, Europe, U.S.A. and other countries. The material, thus imported, and is sold to various manufacturers of PVC Pipes, PVC profiles etc. located in various parts of India.

2. Date or expected date of commencement of commercial production:

The Company is existing Company therefore already in commercial production.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

FINANCIAL RESULTS	CURRENT YEAR	PREVIOUS YEAR
	2017-2018 (Rs.)	2016-2017(Rs.)
Turnover	88,60,87,469	142,09,59,218
Profit before depreciation	45,99,302	116,50,947
Depreciation	22,92,132	23,69,576
Net Profit after depreciation	23,07,170	92,81,371
Provision for taxation (Net)	(14,70,809)	(30,60,879)
Net Profit(Loss) for the year after tax	8,36,361	62,20,492
Tax Adjustment for earlier years	(29,91,248.48)	--
Prvision for Diminution in Value of Investments	(157,56,697.05)	--
Surplus brought forward from previous year	2,30,01,409.30	11,47,80,918.02
Surplus available for Appropriation	50,89,824.78	2,30,01,409.30
Proposed Dividend	--	—
Tax on proposed dividend	--	—
Utilised for Issue of Bonus Shares	--	(9,80,00,000)
Balance carried over to next year	50,89,824.78	2,30,01,409.30

5. Foreign investments or collaborations, if any.

N.A.

II. Information about the appointee:

1. Background details:

Mrs. Sangeeta Gandhi was born on 17.11.1973. She is graduate having a good understanding in the matters relating to trade and industry.

2. Past Remuneration:

During her tenure as Whole-time Director from 1st October, 2015 to 30th September, 2018 Mrs. Sangeeta Gandhi received a salary and perks of Rs.9,00,000/- per annum.

3. Recognition or awards:

NIL

4. Job Profile & her Suitability:

Mrs. Sangeeta Gandhi, Whole Time Director is basically looking after the Administrative and Marketing activities of the Company.

5. Remuneration Proposed

As per details given in the resolution at item no. 4 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The proposed remuneration is in line as prevailing in the industry, size of Company, profile of the position and person.



7. Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel, if any:

No pecuniary relationship except remuneration. Relative of Mr. Virender Kumar Gandhi, Managing Director of the Company.

III. OTHER INFORMATION

- (1) Reasons for loss or inadequate profits: Not Applicable
- (2) Steps taken or proposed to be taken for improvement: Not Applicable
- (3) Expected increase in productivity and profits in measurable terms : It is expected that the Company will achieve turnover and Net Profits for the next three financial years as follows :

	Turnover (Rs. In Lakhs)	Net Profits (Rs. In Lakhs)
2018-19	10,500	50.00
2019-20	11,500	60.00
2020-21	12,500	70.00

Place: New Delhi

Date: 14th August, 2018

Registered Office: 10/60, Industrial Area,

Kirti Nagar, New Delh-110015 Tel: 011-41426055

E-mail: vkgandhi@abmintl.in / Website: www.abmintl.in

Corporate Identification Number (CIN) : L51909DL1983PLC015585

**By the Order of the Board
For ABM International Limited
Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057**



ANNEXURE - 1

Details of Directors Seeking Re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mr. Kawaljit Singh Bhatia
Designation	Director (Non Executive)
Age	56
Date of Birth	01.11.1962
Date of first appointment	05.07.2014
Qualification	Commerce Graduate
Experience	Having good experience and understanding in the matters relating to trade and industry
Profile	He is looking after the Administrative and Marketing activities of the Company
Directorship held in other Companies	NIL
Directorship held in Listed entities (other than ABM International Limited)	Oscar Global Limited
Membership of Committees of the Board	Nomination and Remuneration Committee, Audit Committee
Numbers of shares held in the Company	Nil
No. of Board Meeting attended during the year	5
Remuneration	Rs. 1,25,368 per annum
Relationship with other Directors Managers and KMP of the Company	Nil

Details of Directors Seeking Re-appointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mrs. Sangeeta Gandhi
Designation	Whole Time Director
Age	45
Date of Birth	17.11.1973
Date of first appointment	01.04.2009
Qualification	Commerce Graduate
Experience	Having good experience and understanding in the matters relating to trade and industry
Profile	She is looking after the Administrative and Marketing activities of the Company
Directorship held in other Companies	Prisha Promoters Private Limited
Directorship held in Listed entities (other than ABM International Limited)	NIL
Membership of Committees of the Board	NIL
Numbers of shares held in the Company	1328400
No. of Board Meeting attended during the year	7
Remuneration	Rs. 9,00,000/- per annum
Relationship with other Directors Managers and KMP of the Company	Relative of Mr. Virender Kumar Gandhi, Managing Director of the Company



**FORM NO. MGT-11
PROXY FORM**

**ABM INTERNATIONAL LIMITED
(CIN:L51909DL1983PLC015585)**

Registered Office: 10/60, Industrial Area, Kirti Nagar, New Delhi-110015;

Website: www.abmintl.in; Email: abmintl@vsnl.com; Tel: 011-41426055

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

35th Annual General Meeting 19th September, 2018 at 4 PM. at 39 DLF, Industrial Area, Kirti Nagar, New Delhi-110015

Name of the Member(s)	
Registered Address	
E-mail-ID	
Folio No./DP ID/ Client ID	
No. of Shares Held	

I/We, being the member(s) of the above named Company, hereby appoint

- Name:
Address:
E-mail ID:
Signature:, or failing him
- Name:
Address:
E-mail ID:
Signature:, or failing him
- Name:
Address:
E-mail ID:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and my/ our behalf at the 35th Annual General Meeting of the Company, to be held on Wednesday, the 19th day of September, 2018 at 03.00 PM at Kirti Club, 39 DLF, Industrial Area, Kirti Nagar, New Delhi 110015 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	To receive, consider, approve and adopt the audited financial statements (both standalone and consolidated audited financial statements) of the Company for the financial year ended 31 st March, 2018 together with reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Kawaljit Singh Bhatia (DIN: 02024597), who retires by rotation and, being eligible, offers himself for re-appointment.
Special Business	
3.	Appointment of Statutory Auditor to fill the casual vacancy caused by the resignation of M/s SPMR & Associates
4	Re-appointment of Mrs. Sangeeta Gandhi (DIN: 00265593) as Whole Time Director.

Signed this day of2018

.....
Signature of Shareholder

.....
Signature of Proxyholder(s)

AFFIX REVENUE STAMP

Note: 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.



ATTENDANCE SLIP

ABMINTERNATIONAL LIMITED

Regd. Office:

10/60, Industrial Area,

Kirti Nagar, New Delhi – 110015

35th Annual General Meeting

I/We hereby record my/our presence at the 35th ANNUAL GENERAL MEETING of the Company to be held at Kirti Club, 39 DLF, Industrial Area, Kirti Nagar, New Delhi - 110015 on Wednesday, the 19th day of September, 2018, at 3:00 P.M. or at any adjournment thereof.

Member's / Proxy's Name :	Member's / Proxy's Signature
Ledger Folio No. :	
Clent ID No. :	
DP ID :	
Address	

NOTES:

1. Only shareholders or their proxies will be allowed for the meeting.
2. Share holders are requested to bring the copy of Annula Report at the meeting.
3. Shareholders are requested to advise, indicating their account numbers, the change in the address, if any to the Company.

Route Map

