



32_{nd}

**ANNUAL REPORT
2014 - 2015**

ABM International Ltd.



ABM INTERNATIONAL LTD.

Board of Directors

Shri Virender Kumar Gandhi
Chairman & Managing Director

Smt. Sangeeta Gandhi
Whole-Time Director and
Chief Financial Officer

Shri S.S. Rana
Independent Director

Shri M. S. Venkateswaran
Independent Director

Shri Kawaljit Singh Bhatia
Independent Director

Auditors

M/s Salarpuria & Partners
1008, Chiranjiv Tower,
43, Nehru Place,
New Delhi - 110 019

Internal Auditors

M/s Rajan Goel & Associates
280, Kailash Hills,
New Delhi - 110 065

Bankers

- (i) Oriental Bank of Commerce
- (ii) Axis Bank Ltd.

Regd. Office

10/60, Industrial Area,
Kirti Nagar,
New Delhi - 110 015.



GENERAL SHARE HOLDER'S INFORMATION

1. A. G. M. Date, Time and Venue : 24th September, 2015 at 4.00 P.M.
at 10/60, Industrial Area,
Kirti Nagar, New Delhi - 110 015.
2. Financial Calender : 1st April, 2014 to 31st March, 2015
3. Date of Book Closure : 23rd September, 2015 to 24th September, 2015.
4. Listing on Stock Exchange : The Delhi Stock Exchange Association Limited,
DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002.
5. Investor Correspondence : Share Department,
ABM International Limited,
10/60, Industrial Area, Kirti Nagar,
New Delhi - 110 015.
Tel. : (011) 2592 7878, 4142 6055
6. Dematerialisation of Shares and Liquidity : Trading in ABM's shares is permitted only in
dematerialised form as per circular issued by the
Securities and Exchange Board of India (SEBI).
7. Registrar for Demat Services &
Share Transfer Agent : M/s Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, (Behind Local Shopping Complex),
Near Dada Harsukh Das Mandir,
New Delhi - 110062
Tel. : (011) 29961281



ABM International Limited
10/60, Industrial Area, Kirti Nagar, New Delhi 110015
Tel: 011-41426055; E-mail: abmintl@vsnl.com; Website: www.abmintl.in
Corporate Identification Number (CIN) : L51909DL1983PLC015585

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of **ABM INTERNATIONAL LIMITED** will be held on Thursday, the 24th day of September, 2015, At 4:00 P.M. at the Registered office of the company at 10/60, Industrial Area, Kirti Nagar, New Delhi-110015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and Cash flow Statement for the year ended on that date together with reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangeeta Gandhi (DIN: 00265593), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To Appoint M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E) as Statutory Auditors of the company for a period from the conclusion of this meeting upto the conclusion of next Annual General Meeting and fix their Remuneration.

SEPCIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, read together with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Shri Virender Kumar Gandhi, as Managing Director of the Company w.e.f. 1st July, 2015 on the following terms and conditions as made by the board in its meeting held on 19th June, 2015 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, 2015

Salary including Perquisites: Rs. 5,00,000/- (Rupees Five Lakhs only) per month.

The Managing Director will be occupying his own premises for his residential use and the Company will not charge any rent thereof. However, the Company has undertaken to bear the expenditure incurred on his residence by way of property tax, Repairs & maintenance. In addition to this, gas, electricity, water and furnishing will also be provided, the expenditure on which will be valued as per the provisions of the Income Tax Rules, 1962.

Medical Reimbursement:

Expenses incurred for treatment for self and family members, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

Leave Travel concession

For self and family, once in a year incurred in accordance with the rules specified by the company.

Club Fees: Fees of club subject to a maximum of 2 clubs. This will not include admission and life membership fees.

The Company shall also provide a car for the Managing Director of the Company for Company's Business and also telephone at his residence. The perquisites value of these will be determined according to the Income Tax Rules, 1962.



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.”

5. 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 other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Mrs. Sangeeta Gandhi, as Whole Time Director of the Company w.e.f. 1st October, 2015 on the following terms and conditions as made by the board in its meeting held on 19th June, 2015 as per recommendation made by Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified.

Term: 3 years with effect from 1st October, 2015

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 : 30th July, 2015
Registered Office:
10/60, Industrial Area,
Kirti Nagar,
New Delh-10015
Tel: 011-41426055
E-mail: abmintl@vsnl .com,
Website: www.abmintl.in
Corporate Identification Number (CIN):L51909DL1983PLC015585

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY 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 meeting. Proxies submitted on behalf of Limited companies societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. 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.
3. 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.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 and 5 of the accompanying notice is annexed hereto.
5. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 24th September, 2015 (both days inclusive).
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 are requested to:
 - a. Bring their copy of the Annual Report for the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. The annual report for 2014-15 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 2014-15 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 working days. For any communication, the shareholders may also send requests to the Company's email id viz. abmintl@vsnl.com.
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 has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial & Computer Services (P) Ltd.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form 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.



13. 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.
14. 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.
15. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF) Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, dividend for the financial year ended 2007-08 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 2007-08 or any subsequent financial years are requested to approach the company for obtaining fresh instrument(s) in lieu of expired dividend warrant(s). 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 fund in respect thereof.

Members who have not yet encashed their Dividend warrant(s) for the Financial year 2007-08 onwards are requested to make their claims without any further delay to the company's Registrar and Transfer agent, M/s. Beetal Financial & Computer Services Private Limited.

Members may please note that no claim will lie against IEPF or the company with respect to dividend declared for the financial year 2007-08, on or after 02/11/2015.

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

Date of Declaration	Due for Transfer on
27.09.2008	02.11.2015
26.09.2009	01.11.2016
25.09.2010	31.10.2017
17.09.2011	23.10.2018
27.09.2012	02.11.2019
26.09.2013	01.11.2020
19.09.2014	25.10.2021

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

16. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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. 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.

The Company has appointed Mr. Rupinder Singh Bhatia, Practising Company Secretary, J-17, (Basement), Lajpat Nagar III, New Delhi - 110024 as scrutinizer for conducting the e-voting process in a fair and transparent manner.

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

In case of members receiving e-mail:

- (i) The voting period begins on 21.09.2015 (09.00 A.M.) and ends on 23.09.2015 (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 18.09.2015 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 would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website www.evotingindia.com
- (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,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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.
- (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). * 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. i.e.. 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 or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend # Bank Details or Date of Birth	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 <Company Name> 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 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.
- (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 Corporates.



- * 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 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-of date i.e. 18th September, 2015, any 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

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 21/09/2015(9:00A.M) and ends on 23/09/2015(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 18/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
17. Pursuant to the provisions of Secretarial Standard -2 of the Institute of Company Secretaries of India The route map along with prominent land mark for easy location of the 32nd Annual General Meeting venue route map printed on the last page of the Annual report

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

Item No 4.

Shri Virender Kumar Gandhi has been re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2015. His reappointment was made by the Board of Directors at their Meeting held on 19.06.2015 on the salary and remuneration as detailed in the respective resolution. The appointment and payment of remuneration, including perquisites, have been approved by the Nomination and Remuneration committee consisting of Non-Executive Directors out of which not less than one half shall be Independent Directors. Shri Virender Kumar Gandhi possess a rich experience of 53 years of trade and industry. He is the Promoter Director of the Company. He has put his hard labour to bring the Company at a good level. Today, with his efforts supported by a very meagre work force, the Company has achieved a turnover of Rs. 157 crores during the financial year. The salary proposed to be paid to Mr. Virender Kumar Gandhi is even less as compared to the prevailing industry standards. In order to commensurate his salary with the efforts he is putting and to bring it close to normal industry standards, it is proposed to pay him a remuneration package of Rs. 5,00,000/- per month as detailed in the respective resolution.

The first appointment date of Mr. Virender Kumar Gandhi as a Director in the company is 21.04.1983 and his current shareholding is 787640 shares in the Company. During the year he attended 13 Board Meetings and he is also Director in Prisha Promoters Private Limited.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution as he has crossed the age of 70 years. None of the Directors of Company, except Shri Virender Kumar Gandhi and Mrs. Sangeeta Gandhi, being related to Shri Virender Kumar Gandhi, are interested in the resolution.

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



S. NO. INFORMATION REQUIRED STATUS

I. GENERAL INFORMATION

- (1) Nature of industry Trading in Plastic Raw Materials
- (2) Date or expected date of Commencement of Commercial Production N.A.
- (3) In case of new Companies, expected Date of commencement of activities as per project approved by financial institutions appearing in the prospectus N.A.
- (4) Financial performance based on given Indicators

Particulars	2014-15(Rs.)	2013-14(Rs.)	2012-13(Rs.)
Turnover	1559455870	1671463710	1759517844
Profit before depreciation	12671679	8123550	12403474
Depreciation	2083843	885542	1011551
Net Profit after depreciation	10587835	7238006	11391923
Provision for taxation (Net)	3999877	2433167	3938031
Net Profit(Loss) for the year after tax	6587958	4804839	7453892
Surplus brought forward from previous year	101806155	98074591	91690190
Surplus available for appropriation	108394114	102879429	99144082
Appropriation General Reserve	-	500000	500000
Proposed Dividend	-	490000	490000
Tax on proposed Dividend	-	83275	79491
Balance carried over to next year	107757506	101806155	98074591
	108394114	102879430	99144082

II. INFORMATION ABOUT THE APPOINTEE

(1) Background details:

Mr. Virender Kumar Gandhi has done his B.Com (Hons) from Delhi University in the year 1964. He is in business since 1962 and having a vast experience of 53 years. He remained the former President of All India Federation of Plastic industries in 1989-1990 and life time member of All India Plastic Manufacturers Association. He is the promoter Director of the company.

(2) Past Remuneration:

Mr. Virender Kumar Gandhi was drawing a remuneration of Rs. 48.07 Lakh per annum as gainst Rs. 84 Lakhs per annum as per approval of the Central Government

(3) Recognition or awards:

In 1969-70, Mr. Virender Kumar Gandhi was bestowed with National Award by the then President of India, Mr. V.V. Giri for making a " BLOUSE HOOK MAKING MACHINE" which was then an item of import substitution.

(4) Job profile and his suitability:

Mr. Virender Kumar Gandhi, Managing Director is engaged in managing the affairs of the Company in the following ways:

1. Responsible for coordination of all the activities of the Company.
2. Responsible for the effectiveness of the organization in pursuit of the Company's goals and objectives.



(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 with remuneration prevailing in other industry, size of the 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 Mrs. Sangeeta Gandhi, the Whole Time 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)
2015-16	16,500	97.62
2016-17	17,500	100.44
2017-18	18,500	103.36

Item No. 5

The term of appointment of Mrs. Sangeeta Gandhi as Whole-time Director would expire on 30-Sep-2015. 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 19.06.2015 re-appointed her as a Whole Time Director of the Company for a period of 3 years w.e.f. 01.10.2015 to 30.09.2018. Her appointment was approved by the Nomination and Remuneration committee at their meeting held on 19.06.2015 on the remuneration as detailed in the respective resolution. The said proposal is as per the provisions of Section II, Part A of 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 221400 shares in the Company. During the year she attended 13 Board Meetings and she is also Director in Prisha Promoters Private Limited.

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

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, 2012 to 30th September, 2015 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. 5 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)
2015-16	16,500	97.62
2016-17	17,500	100.44
2017-18	18,500	103.36

Place: New Delhi

Date : 30th July, 2015

Registered Office:

10/60, Industrial Area,

Kirti Nagar,

New Delh-10015

Tel: 011-41426055

E-mail: abmintl@vsnl .com,

Website: www.abmintl.in

Corporate Identification Number (CIN):L51909DL1983PLC015585

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



BOARD'S REPORT.

To,
The Members,
ABM International Limited

The Directors are pleased to present their report on the affairs of the Company Financial Year ended 31st March, 2015.

FINANCIAL RESULTS	CURRENT YEAR 2014-2015 (Rs.)	PREVIOUS YEAR 2013-2014 (Rs.)
Turnover	155,94,55,870	167,14,63,710
Profit before depreciation	126,71,679	81,23,550
Depreciation	20,83,843	8,85,542
Net Profit after depreciation	105,87,835	72,38,006
Provision for taxation (Net)	39,99,877	24,33,167
Net Profit(Loss) for the year after tax	65,87,958	48,04,839
Surplus brought forward from previous year	10,18,06,155	980,74,591
Surplus available for Appropriation	10,83,94,114	1,028,79,429
Appropriation General Reserve	--	5,00,000
Proposed Dividend	--	4,90,000
Tax on proposed dividend	--	83,275
Balance carried over to next year	10,77,57,506	1,018,06,155

KEY HIGHLIGHTS

The turnover for the year under review has decreased to Rs. 155.95 Cr. in 2014-15 as against Rs.167.15 Cr. in 2013-14, resulting in a decline of 6.7%. However, the Net Profit for the year increased to Rs. 65.88 Lakhs in 2014-15 from Rs.48.05 Lakhs in the previous year.

The Earning per share (EPS) for the year is 3.36 per share as compared to Rs 2.45 per share of the previous year.

DIVIDEND

In order to plough back the profits for future business needs of the Company, the Directors have not recommended any dividend for this financial year.

TRANSFER TO RESERVES

During the year under review, the company has not transferred any amount to the General Reserve.

DEPOSITS

Your Company has neither accepted nor received any fixed deposits which were outstanding as of the Balance Sheet date.

STATE OF COMPANY'S AFFAIR

The company is carrying on the same line of activities. The little decline in the sales is due to unfavorable global and Indian market conditions. Your board is hopeful that during the current year your company will do better.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no any material changes affecting the affairs of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business during the financial year under review.



NUMBER OF MEETINGS OF THE BOARD

The Board met thirteen times during the Financial Year 2014-15, on 10th May, 17th May, 20th June, 5th July, 6th August, 25th August, 19th September (10.00 A.M.), 19th September (05.00 P.M.), 27th October and 3rd November in the year 2014 and 28th January, 14th March and 28th March in the year 2015.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

No change has occurred during the period under review except that Mr K. S. Bhatia was appointed as additional director by the Board on 19.09.2014. His term is upto the conclusion of the forthcoming AGM.

As per the provisions of the Companies Act, 2013, Mrs. Sangeeta Gandhi would retire at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for approval of the members in the forthcoming Annual General Meeting.

KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on 19th June, 2015, has re-appointed Mr. Virender Kumar Gandhi as the Managing Director of the Company for a further period of three years with effect from 1st July, 2015 subject to the approval of members.

The Board of Directors at its meeting held on 19th June, 2015, has re-appointed Mrs. Sangeeta Gandhi as a Whole Time Director of the Company for a further period of three years with effect from 1st October, 2015 subject to the approval of members.

The resolutions seeking approval of the members for the above said appointment(s) of Mr. Virender Kumar Gandhi and Mrs. Sangeeta Gandhi have been incorporated in the notice of the forthcoming annual general meeting of the company along with brief details about them.

Mrs. Sangeeta Gandhi, Whole Time Director is the CFO of the Company w.e.f. 28.01.2015.

The Board appointed Ms. Puneeta Ahuja as a Company Secretary of the Company w.e.f. 19th September, 2014, to perform the duties which shall be performed by a Company Secretary under the Companies Act, 2013 and Listing Agreement.

DECLARATION BY INDEPENDENT DIRECTORS

Independent directors namely Mr. Suresh Singh Virendranath Rana and Mr. Mannapra Sundara Venkateswaran have submitted their declarations to the Board that they fulfill all the requirements as to qualify for their continuing as an Independent Director as per provisions of Section 149 of the Companies Act, 2013. The Board confirms that the said independent directors meet the criteria as laid down under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure A** attached to this Report.

AUDITORS & AUDITORS REPORT

Statutory Auditors

M/S Salarpuria & Partners, Chartered Accountants, are eligible for reappointment to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting. A written declaration has already been received



from them that, if appointed, their re-appointment will be within the limits specified under Section 141 of the Companies Act, 2013. You may kindly consider their re-appointment and fix their remuneration.

Auditors Report does not contain any observation(s)/qualification(s), hence same does not call for any explanation.

Secretarial Auditors

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of the Board, appointed Shri Rupinder Singh Bhatia (PCS No. 2514), Practicing Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2014-15, as required under Companies Act, 2013. The Secretarial Audit Report is annexed herewith as **Annexure B**.

TRANSFER OF COMPANY TO DISSEMINATION BOARD

The Delhi Stock Exchange has transferred the Company to the Dissemination Board of the Bombay Stock Exchange (BSE) as per SEBI Circular dated May 30, 2012 and May 22, 2014.

BSE will provide a web-enabled information disseminating platform named as "Dissemination Board" wherein the bids/offers placed through a BSE registered Trading Member, by the buyer/seller of the eligible companies of the Regional Stock Exchange, shall be displayed.

Further the Company is not required to comply with the Listing Agreement made with Delhi Stock Exchange.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implement the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Audit Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 of the Companies Act, 2013

The company has not made any investment and guarantee under Sec 186 of the Companies Act, 2013. Loans, covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Form for disclosure of particulars of contracts/arrangements as required under clause (h) of sub-section (3) of section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014) is provided in the Board Report in the form AOC 2 as **Annexure C**.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries, associates and joint venture companies in Form AOC-1 is attached as **Annexure D**.



COMPOSITION OF COMMITTEES

Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 your Company has Constituted Audit committee. The Company's Audit Committee comprise of all the Independent Directors. All the members of the Committee have relevant experience in financial matters. The details of the composition of the Committee are set out in the following table:

S. No.	Name	Designation
1.	Mr. M. S. Venkateswaran	Chairman
2.	Mr. Suresh Singh Virendranath Rana	Member
3.	Mr. Kawaljit Singh Bhatia	Member

Nomination and Remuneration Committee

As per the provisions of Section 178 of the Companies Act, 2013 your Company has Constituted Nomination and Remuneration committee. The Company's Nomination and Remuneration Committee comprise of all non executive Independent Directors. The details of the composition of the Committee are set out in the following table:

S. No.	Name	Designation
1.	Mr. M. S. Venkateswaran	Chairman
2.	Mr. Suresh Singh Virendranath Rana	Member
3.	Mr. Kawaljit Singh Bhatia	Member

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is appended as **Annexure E** to the Board's Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, as approved by Board on recommendation of Audit Committee and the same is uploaded on the company's website.

FORMAL ANNUAL EVALUATION

The Nomination and Remuneration Committee of the Company has formulated Evaluation Policy during the year, which was approved by the Board of Directors. The Policy provides for evaluation of the Board, the Committee of the Board and individual Directors, including the Chairman of the Board. The policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis. The details are uploaded on the company's website.

CORPORATE GOVERNANCE

As per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014, compliance with the provisions of clause 49 shall not be mandatory for the companies having paid up equity capital not exceeding Rs. 10 crore and net worth not exceeding Rs. 25 crore, as on last day of previous financial year. Therefore Company is not require to comply with Clause 49 of the Listing Agreement.



DISCLOSURES REQUIRED WITH RESPECT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year under review

Name of Director / KMP	Ratio of Remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
Mr. Virender Kumar Gandhi (MD)	14:1	-
Mrs. Sangeeta Gandhi (WTD & CFO)	3:1	-
Mr. Suresh Singh Venkateswaran Rana	0.0050:1	-
Mr. M. S. Venkateswaran	0.022:1	-
Mr. Kawaljit Singh Bhatia (Additional Director)	0.025:1	-
Ms. Puneeta Ahuja	-	10

- (ii) The percentage increase in the median remuneration of Employees for the financial year was 10%.

- (iii) The Company has 8 permanent Employees on the rolls of Company as on 31st March, 2015.

- (iv) Relationship between average increase in remuneration and Company's performance:

The net profit during the financial year 2015 was grew 37% over the financial year 2014. The aggregate remuneration of the employees grew by 10% over the previous financial year. Salary increases during the year were in line with Company's performance as well as per Company's market competitiveness.

- (v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

The aggregate increase in the salary for Key Managerial Personnel was 10 to 12 percent in the financial year 2015. This was based on the recommendation of the Nomination and Remuneration Committee to revise the remuneration as per the industry benchmark.

- (vi) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation ('crores)	N.A.	N.A.	N.A.
Price Earnings Ratio	N.A.	N.A.	N.A.

- (vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for Financial year 2015 is around 10 %, while the average increase in the remuneration of the Key Managerial Personnel is in the range of 10% to 12% per annum.



(viii) Comparison of each remuneration of each of the Key Managerial Personnel against the performance of the Company

S. No.	Name & Designation	Remuneration on in FY 15 ('Lakh)	Revenue ('Lakh)	Remuneration as % of revenue	Profit before Tax (PBT) ('Lakh)	Remuneration on (as % of PBT)
1.	Mr. Virender Kumar Gandhi (Managing Director)	42	15754.01	0.27	105.88	39.67
2.	Mrs. Sangeeta Gandhi (WTD and CFO)	9	15754.01	0.06	105.88	8.5
3.	Ms. Puneeta Ahuja (Company Secretary)	2.4	15754.01	0.01	105.88	2.27

- (ix) The Key parameters for any variable component of remuneration availed by the directors.
Not applicable
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year
Not Applicable
- (xi) Affirmation that the remuneration is as per the remuneration policy of the Company
The Company affirms remuneration is as per the remuneration policy of the Company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) Conservation of energy-

- (i) the Steps taken or impart on conservation of energy :- NA
- (ii) the Steps taken by the company for utilizing alternate sources of energy:- NA
Since your company does not have any factory or other thing where heavy power is used, therefore, no information is required to be given.
- (iii) the Capital Investment on energy conservation equipments:- NIL

(B) Technology absorption

- (I) the efforts made towards technology absorption:- NIL
- (II) the benefits derived:- NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

S. No.	PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
1.	Foreign Exchange Earnings	NIL	NIL
2.	Foreign Exchange Outgo	300223	776571
3.	F.O.B. Value of Exports	NIL	NIL
4.	C.I.F. Value of Imports	1551965029	1664042290

ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

Place: New Delhi

Date : 30th July, 2015

Registered Office:

10/60, Industrial Area, Kirti Nagar,

New Delh-10015

Tel: 011-41426055

E-mail: abmintl@vsnl .com,

Website: www.abmintl.in

Corporate Identification Number (CIN):L51909DL1983PLC015585

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



“Annexure A”

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on March 31st, 2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1. CIN L51909DL1983PLC015585
2. Registration Date April 21, 1983
3. Name of the Company ABM International Limited
4. Category/Sub-category of the Company Company Limited by Shares/Indian Non-Government Company
5. Address of the Registered office & contact details 10/60, Industrial Area, Kirti Nagar, New Delhi 110015
Tel.: 011-41426055
E-mail: abmintl@vsnl.com
6. Whether listed company Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any. Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre
Near Dada Harsukhdas Mandir New Delhi – 110062
Tel.: 011- 29961281 Fax: 011- 29961284
Email: beetal@beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be Stated:

S. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the company
1	Importers of plastic raw materials	46693	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.	N.A.	N.A.



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	1356440	97600	1454040	74.19	1356440	97600	1454040	74.19	NIL
b) Central Govt	0	0	0	-	0	0	0	-	-
c) State Govt(s)	0	0	0	-	0	0	0	-	-
d) Bodies Corp.	0	0	0	-	0	0	0	-	-
e) Banks / FI	0	0	0	-	0	0	0	-	-
f) Any other	0	0	0	-	0	0	0	-	-
Total shareholding of Promoter (A)	1356440	97600	1454040	74.19	1356440	97600	1454040	74.19	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	-	0	0	0	-	-
b) Banks / FI	0	0	0	-	0	0	0	-	-
c) Central Govt	0	0	0	-	0	0	0	-	-
d) State Govt(s)	0	0	0	-	0	0	0	-	-
e) Venture Capital Funds	0	0	0	-	0	0	0	-	-
f) Insurance Companies	0	0	0	-	0	0	0	-	-
g) FIs	0	0	0	-	0	0	0	-	-
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	-
i) Others (specify)	0	0	0	-	0	0	0	-	-
Sub-total (B)(1):-	0	0	0	-	0	0	0	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	352000	352000	17.96	0	32000	32000	1.63	16.33
ii) Overseas	0	0	0	-	0	0	0	-	-
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	9200	128760	137960	7.04	9900	128060	137960	7.04	-
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	0	16000	16000	0.82	0	336000	336000	17.14	16.32



c) Others (specify)	0	0	0	-	0	0	0	-	-
Non Resident Indians	0	0	0	-	0	0	0	-	-
Overseas Corporate	0	0	0	-	0	0	0	-	-
Bodies									
Foreign Nationals	0	0	0	-	0	0	0	-	-
Clearing Members	0	0	0	-	0	0	0	-	-
Trusts	0	0	0	-	0	0	0	-	-
Foreign Bodies - D R	0	0	0	-	0	0	0	-	-
Sub-total (B)(2):-	9200	496760	505960	25.81	9900	496060	505960	25.81	-
Total Public Share holding (B)=(B)(1)+(B)(2)	9200	496760	505960	25.81	9900	496060	505960	25.81	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	-	0	0	0	-	-
Grand Total (A+B+C)	1365640	594360	1960000	100	1366340	593660	1960000	100	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning the year (April 1 st , 2014)			Shareholding at the end of the year (March 31 st , 2015)			% change shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	No. of shares of the company	% of total shares of encumbered to total shares	% of Pledged/	
1	Saroj Kanta Grover	3200	0.16	0	3200	0.16	0	-
2	Man Mohan Gaiind	4000	0.20	0	4000	0.20	0	-
3	Sangeeta Gandhi	13400	0.68	0	13400	0.68	0	-
4	Mridula Gaiind	77000	3.93	0	77000	3.93	0	-
5.	Kusum Lata Gandhi	104070	5.31	0	-	-	0	5.31
5	Sangeeta Gandhi	208000	10.61	0	208000	10.61	0	-
6	Rajnish Gandhi	360800	18.41	0	360800	18.41	0	-
7	Virender Gandhi	683570	34.88	0	787640	40.19	0	5.31
	Total	1454040	74.19	0	1454040	74.19	0	-



(iii) **Change in Promoters' Shareholding**

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Virender Kumar Gandhi	683570	34.88	683570	34.88
	At the beginning of the year	104070	5.31	104070	5.31
	April, 02 2014 Transmission	787640	40.19	787640	40.19
2	Kusum Lata Gandhi	104070	5.31	104070	5.31
	At the beginning of the year	104070	5.31	104070	5.31
	April, 02 2014 Transmission	0	0	0	0
At the end of the year					

(iv) **Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Yash Gupta	0	0.00	0	0.00
	At the beginning of the year	84000	4.29	84000	4.29
	September, 17 2014 Transfer	84000	4.29	84000	4.29
2.	Abhinav Gupta	0	0.00	0	0.00
	At the beginning of the year	80000	4.08	80000	4.08
	September, 17 2014 Transfer	80000	4.08	80000	4.08
3.	Parul Bellani	0	0.00	0	0.00
	At the beginning of the year	78000	3.98	78000	3.98
	September, 17 2014 Transfer	78000	3.98	78000	3.98
4.	Mukesh Bellani	0	0.00	0	0.00
	At the beginning of the year	78000	3.98	78000	3.98
	September, 17 2014 Transfer	78000	3.98	78000	3.98
5.	M/S International Securities Ltd.	32000	1.63	32000	1.63
	At the beginning of the year	32000	1.63	32000	1.63
6.	Rajnish Grover	16000	0.81	16000	0.81
	At the beginning of the year	16000	0.81	16000	0.81
7.	Navin Shah	3840	0.20	3840	0.20
	At the beginning of the year	3840	0.20	3840	0.20
8.	Dharam Dev Mahajan	2400	0.12	2400	0.12
	At the beginning of the year	2400	0.12	2400	0.12
9.	Lalchand Jain	2400	0.12	2400	0.12
	At the beginning of the year	2400	0.12	2400	0.12
10.	Mukesh Kumar	2400	0.12	2400	0.12
	At the beginning of the year	2400	0.12	2400	0.12

Note: The Cumulative Shareholding column reflects the balance as on day end.



(V) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Director and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Virender Kumar Gandhi (Managing Director)				
	At the beginning of the year	683570	34.88	683570	34.88
	At the end of the year	787640	40.19	787640	40.19
2.	Sangeeta Gandhi (Whole Time Director and CFO)				
	At the beginning of the year	221400	11.29	221400	11.29
	At the end of the year	221400	11.29	221400	11.29
3.	M. S. Venkateswaran (Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
4.	Suresh Singh Virendranath Rana (Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	Kawaljit Singh Bhatia (Additional Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
6.	Puneeta Ahuja				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition				
* Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Virender Kumar Gandhi (Managing Director)	Sangeeta Gandhi (WTD & CFO)	Total Amount in Rs.
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	42,00,000	9,00,000	51,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,06,769	NIL	6,06,769
	(c) Profits in lieu of salary u/s 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission- as % of profit	-	-	-
	others, specify			
5	Others, please specify	-	-	-
	Total (A)	48,06,769	9,00,000	57,06,769
	Ceiling as per the Act	60,00,000	30,00,000	
		as per section II, part A of Schedule V of the companies act, 2013		

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Mr. S.S. Rana	Mr. M. S. Venkateswaran	Mr. Kawaljit Singh Bhatia	Mr. P. Ojha	
1	Independent Directors					
	Fee for attending board committee meetings	1,500	6,500	7,500	1,500	17,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	1,500	6,500	7,500	1,500	17,000
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify					
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	1,500	6,500	7,500	1,500	17,000
	Total Managerial Remuneration	1,500	6,500	7,500	1,500	17,000
	Overall Ceiling as per the Act	Upto Rs. 1 Lakh & Reimbursement of expenses to attend per Board/ Committee meeting				



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel Company Secretary	Total in Rs.
1	Gross salary	1,28,667	1,28,667
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	1,28,667	1,28,667

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
A. COMPANY Penalty Punishment Compounding			None		
B. DIRECTORS Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			None		

Place: New Delhi
Date : 30th July, 2015

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



R. S. Bhatia

M.A., F.C.S.
Company Secretary in Practice

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024
Ph. 011-41078605 M: 9811113545
Pan No. AAFPB5130M
Service Tax No. AAFPB5130MST001
Service Category:-Company Secretary in Practice
Email:bhatia_r_s@hotmail.com

“Annexure B”

SECRETARIAL AUDIT REPORT **FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ABM International Limited
10/60, Industrial Area,
Kirti Nagar, New Delhi- 110015
CIN No.: L51909DL1983PLC015585

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ABM International Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

I report that:

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the Company. My responsibility is to express an opinion on such records/compliance, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. I have not verified the correctness and appropriateness of the financial statements of the company.
4. Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on text basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March , 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March , 2015 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 read with the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)**



(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE ON THE COMPANY)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE ON THE COMPANY)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(NOT APPLICABLE ON THE COMPANY)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE ON**

THE COMPANY) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(NOT APPLICABLE ON THE COMPANY)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(vi) The Company is predominantly engaged in Import and Export business. There is no sector specific law applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(NOT APPLICABLE DURING THE AUDIT PERIOD)**

(ii) The Listing Agreement entered into by the Company with Delhi Stock Exchange excluding "Clause 49", which is not applicable on the Company as per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014. Further, the Delhi Stock Exchange has transferred the Company to the Dissemination Board of the Bombay Stock Exchange (BSE) as per SEBI Circular dated May 30, 2012 and May 22, 2014.

I further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals. Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on review of quarterly compliance reports taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and applicable general laws like labour laws, etc. subject to following observations:

1. On perusal of the MCA records, it has been found that two separate modifications for charges were filed in respect of charge ID's number 10040514 and 90063141 respectively. However, the information in respect of creation of these two charges is not available on MCA site under the head "Index of charges". The name of the charge holder in both the cases is Oriental Bank of Commerce (OBC). As per the management, original charge holder was Global Trust Bank (GTB). Since, GTB is merged with OBC, therefore, in the Charge holder's name column, OBC is appearing.
2. The Chairman and Managing Director of the Company was designated as Chief Financial Officer from 19.09.2014 to 28.01.2015 pursuant to Section 203 of the Companies Act, 2013.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that:

1. The Company sought approval of the Shareholders in its Annual General Meeting held on 19.09.2014, not by Postal Ballot, in relation to Section 180(1) (a) of the Companies Act, 2013 to create such charges etc. The Company sought approval of the Shareholders in its Annual General Meeting held on 19.09.2014, in relation to Section 180(1) (c) of the Companies Act, 2013 to borrow any sum or sums of money, not exceeding at any time, a sum of Rs. 100 crore.

R.S. BHATIA
PLACE: NEW DELHI
DATE: 28.07.2015

PRACTICING COMPANY SECRETARY
CP NO.: 2514



“Annexure C”

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act
and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: **N.A.**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. Details of material contracts or arrangement or transactions at arm's length basis: **N.A.**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

Place: New Delhi
Date : 30th July, 2015

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



“Annexure D”

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	N.A.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	N.A.
5.	Reserves & surplus	N.A.
6.	Total assets	N.A.
7.	Total Liabilities	N.A.
8.	Investments	N.A.
9.	Turnover	N.A.
10.	Profit before taxation	N.A.
11.	Provision for taxation	N.A.
12.	Profit after taxation	N.A.
13.	Proposed Dividend	N.A.
14.	% of shareholding	N.A.

- Names of subsidiaries which are yet to commence operations- N.A.
- Names of subsidiaries which have been liquidated or sold during the year – N.A.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of associates/Joint Ventures	N.A.	N.A.	N.A.
1.	Latest audited Balance Sheet Date	N.A.	N.A.	N.A.
		N.A.	N.A.	N.A.
2.	Shares of Associate/Joint Ventures held by the company on the year end	N.A.	N.A.	N.A.
	No.	N.A.	N.A.	N.A.
	Amount of Investment in Associates/Joint Venture	N.A.	N.A.	N.A.
	Extend of Holding %	N.A.	N.A.	N.A.
		N.A.	N.A.	N.A.
3.	Description of how there is significant influence	N.A.	N.A.	N.A.
4.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.	N.A.	N.A.
6.	Profit/Loss for the year			
	i. Considered in Consolidation	N.A.	N.A.	N.A.
	ii. Not Considered in Consolidation	N.A.	N.A.	N.A.

- Names of associates or joint ventures which are yet to commence operations - N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year- N.A.

Place: New Delhi
Date : 30th July, 2015

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



“Annexure – E”

NOMINATION AND REMUNERATION POLICY

The Board of Directors of ABM International Limited (“the Company”) was constituted the “Nomination and Remuneration Committee” on 19th September, 2014 consisting of three (3) Non-Executive Directors of which majority are Independent Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.4 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.5 To devise a policy on Board diversity.
- 1.6 To develop a succession plan for the Board and to regularly review the plan.

2. DEFINITION

2.1 “Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

2.2 “Board” means Board of Directors of the Company.

2.3 “Directors” mean Directors of the Company.

2.4 “Key Managerial Personnel” means

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the whole-time director;
- (iii) the Chief Financial Officer;
- (iv) the company secretary; and
- (v) such other officer as may be prescribed;

2.5 “Senior Management” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:



- 3.1.1 Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2 Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3 Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2 Policy for appointment and removal of Director, KMP and Senior Management.

3.2.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2 Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior



Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1 Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director /

Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3.3.2 Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

- a) The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

- a) The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:



- a Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- c identifying and recommending Directors who are to be put forward for retirement by rotation.
- d Determining the appropriate size, diversity and composition of the Board;
- e Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j Recommend any necessary changes to the Board.
- k Considering any other matters as may be requested by the Board; and

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d to consider any other matters as may be requested by the Board;
- e Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

- a Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

13. REVIEW AND AMENDMENT

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.



Independent Auditor's Report

To the Members of ABM International Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ABM International Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.



2. As required by Section 143 (3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 23(2)(ii) to the financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been in no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For SALARPURIA & PARTNERS
Firm Registration No. 302113E
CHARTERED ACCOUNTANTS**

Place : 1008, Chiranjiv Tower
43, Nehru Place,
New Delhi-110019

Date : 18-05-2015

**(KAMAL KUMAR GUPTA)
PARTNER
M. No. 89190**



Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company, **ABM INTERNATIONAL LIMITED** on the financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a reasonable programme of physical verification of its fixed assets by which fixed assets are verified. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) Company has conducted physical verification of its inventories at reasonable intervals.
- (b) procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of the business.
- (c) Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has granted loans to two parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

In the case of the loans granted to the parties listed in the register maintained under section 189 of the Act, The terms of arrangements do not stipulate any interest and/or repayment schedule and the loans are repayable on demand. Accordingly, paragraph (iii)(a) & (b) of the Order is not applicable to the Company in respect of repayment of the principal amount.

- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets, sale of services, purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits during the year under audit.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.



- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and immediately preceding financial year.
- (ix) The Company has not defaulted in repayment of dues to any financial institutions or bank and the company has no outstanding towards any debenture holder.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions which are prejudicial to the interest of the company.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For SALARPURIA & PARTNERS
Firm Registration No. 302113E
CHARTERED ACCOUNTANTS**

Place : 1008, Chiranjiv Tower
43, Nehru Place,
New Delhi-110019

Date : 18-05-2015

**(KAMAL KUMAR GUPTA)
PARTNER
M. No. 89190**



BALANCE SHEET AS AT 31ST MARCH, 2015

	Notes	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.
EQUITY AND LIABILITIES			
1. Shareholder's Fund :			
Share Capital	1	196,00,000.00	196,00,000.00
Reserves & Surplus	2	1417,31,506.03	1357,80,155.11
		1613,31,506.03	1553,80,155.11
2. Non Current Liabilities :			
a) Other Long Term Liabilities	3	3,00,000.00	1,98,000.00
		3,00,000.00	1,98,000.00
3. Current Liabilities :			
a) Short Term Borrowings	4	2860,47,611.00	3346,58,066.00
b) Trade Payables	5	20,33,382.00	21,43,108.00
c) Other Current Liabilities	6	76,71,682.40	71,82,737.00
d) Short Term Provisions	7	299,54,000.00	266,32,275.50
		3257,06,675.40	3706,16,186.50
TOTAL EQUITY AND LIABILITIES		4873,38,181.43	5261,94,341.61
ASSETS :			
1. Non Current Assets			
Fixed Assets			
Tangible Assets			
Gross Block	8	389,53,863.09	362,84,009.09
Depreciation		190,37,955.73	163,17,504.73
TOTAL FIXED ASSETS		199,15,907.36	199,66,504.36
Non Current Investments	9	275,02,448.20	275,02,448.20
Deferred Tax Assets (Net)		2,08,627.00	3,13,504.00
Other Non Current Assets	10	1,82,700.00	1,62,700.00
TOTAL NON CURRENT ASSETS		478,09,682.56	479,45,156.56
2. Current Assets :			
a) Inventories	11	-	-
b) Trade Receivables	12	2260,65,112.00	2051,05,982.97
c) Cash & Cash Equivalents	13	1279,91,160.34	1932,81,503.55
d) Short Term Loans & Advances	14	356,51,568.00	343,97,472.00
e) Other Current Assets	15	498,20,658.53	454,64,226.53
		4395,28,498.87	4782,49,185.05
TOTAL ASSETS		4873,38,181.43	5261,94,341.61

Significant Accounting Policies and other Notes to Accounts 23

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date.
For SALARPURIA & PARTNERS
 Firm Registration No. 302113E
CHARTERED ACCOUNTANTS

(KAMAL KUMAR GUPTA)
PARTNER
 M. No. 89190

PLACE : NEW DELHI
 DATE : 18-05-2015

For and behalf of Board of Directors of:

Virender Kumar Gandhi
Chairman and Managing Director
 DIN No. 00244762
 Resi. Add.: D-1/16, Vasant
 Vihar, New Delhi-110057

Sangeeta Gandhi
Whole Time Director & CFO
 DIN No. 00265593
 Resi. Add.: D-1/16, Vasant Vihar,
 New Delhi-110057

Puneeta Ahuja Company Secretary
 M No. 33470



STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

	Notes	Year Ended 31-03-2015 Rs.	Year Ended 31-03-2014 Rs.
INCOME			
Sales	16	15594,55,870.00	16714,63,710.00
Other Income	17	159,45,345.57	166,24,999.20
		15754,01,215.57	16880,88,709.20
EXPENDITURE			
Purchases	18	15465,39,858.00	16672,13,597.00
(Increase) / Decrease in Stock	19	–	–
Employees Benefits Expenses	20	71,54,025.00	72,19,790.00
Finance Cost	21	23,10,640.18	4,62,007.00
Depreciation	8	20,83,673.76	8,85,542.73
Other Expenses	22	67,25,013.47	50,69,765.58
		15648,13,210.41	16808,50,702.31
Operating Profit for the year before Extraordinary items & Tax		105,88,005.16	72,38,006.89
Extraordinary items,			
Loss on sale of Long term Investments		–	–
Provision for Dilution in value of Investment		–	–
Profit before tax		105,88,005.16	72,38,006.89
Provision for Taxation			
Current Tax		(38,95,000.00)	(24,29,000.00)
Deferred Tax Assets/(Liabilities)		(1,04,877.00)	(4,167.00)
Profit for the year after Tax		65,88,128.16	48,04,839.89
Accounting Policies and Notes on Accounts 23			

The Notes referred herein above form an integral part of the Financial Statement

As per our report of even date.
For SALARPURIA & PARTNERS
 Firm Registration No. 302113E
CHARTERED ACCOUNTANTS

(KAMAL KUMAR GUPTA)
PARTNER
 M. No. 89190

For and behalf of Board of Directors of:

Virender Kumar Gandhi Chairman and Managing Director DIN No. 00244762 Resi. Add.: D-1/16, Vasant Vihar, New Delhi-110057	Sangeeta Gandhi Whole Time Director & CFO DIN No. 00265593 Resi. Add.: D-1/16, Vasant Vihar, New Delhi-110057
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Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
 DATE : 18-05-2015



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.			
NOTE-1 : SHARE CAPITAL					
AUTHORISED					
30,00,000 (30,00,000) Equity Shares of Rs. 10/- each	300,00,000.00	300,00,000.00			
ISSUED SUBSCRIBED & PAID-UP					
19,60,000(19,60,000) Equity Shares of Rs. 10/- each fully paid-up in cash	196,00,000.00	196,00,000.00			
	196,00,000.00	196,00,000.00			
Details of share holder holding more than 5% shares	As at 31-03-2015	As at 31-03-2014			
S. No	Name of Share Holder	No. of Shares	%	No. of Shares	%
1.	Delhi Polymers And Chemicals Pvt. Ltd.	-	-	3,20,000	16.33
2.	Virender Kumar Gandhi	7,87,640	40.19	7,87,640	40.16
3.	Kusum Lata Gandhi	--	--	--	--
4.	Rajeesh Gandhi	3,60,800	18.41	3,60,800	18.41
5.	Sangeeta Gandhi	2,21,400	11.30	2,21,400	11.30
Reconciliation of Shares				No. of Shares	Value
	Balance as on 1st April	19,60,000	19,60,000	196,00,000	196,00,000.00
	Shares issued during the year	--	--	--	--
	Balance as on 31st March	19,60,000	19,60,000	196,00,000	196,00,000.00
Detail Bonus issue					
Company issued bonus shares in the ratio of 10:30 during the year 2012-13 i.e. 30 shares for 10 shares held.					
NOTE-2 : RESERVE & SURPLUS					
GENERAL RESERVES					
	Balance Brought Forward			333,00,000.00	328,00,000.00
	Transfer from Profit & Loss Account			--	5,00,000.00
	Less-Capitalised for issue of bonus Shares			--	--
				333,00,000.00	333,00,000.00
EXPORT ALLOWANCE RESERVE					
	Balance Brought Forward			6,74,000.00	6,74,000.00
	Transfer from Profit & Loss Account			--	--
				6,74,000.00	6,74,000.00
PROFIT & LOSS ACCOUNT					
	Balance Brought Forward			1018,06,155.11	980,74,590.63
	Profit / Loss during the year			65,88,128.16	48,04,839.98
	Transfer to General Reserve			--	(5,00,000.00)
	Proposed Dividend			--	(4,90,000.00)
	Provision for Dividend distribution Tax			--	(83,275.50)
	Additional Depreciation pursuant to change in lives of assets as per Companies Act, 2013)			(6,36,777.24)	--
				1077,57,506.03	1018,06,155.11
				1417,31,506.03	1357,80,155.11



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.
NOTE-3 : OTHER LONG TERM LIABILITIES		
Deposit from Tenents	3,00,000.00	1,98,000.00
	3,00,000.00	1,98,000.00
NOTE-4 : SHORT TERM BORROWINGS (SECURED)		
Acceptances under Letter of Credits from Banks	2860,47,611.00	3346,58,066.00
	2860,47,611.00	3346,58,066.00
NOTE-5 : TRADE PAYABLES		
For Goods	20,33,382.00	21,43,108.00
	20,33,382.00	21,43,108.00
NOTE-6 : OTHER CURRENT LIABILITIES		
Advances from Customers	28,02,078.00	28,04,706.00
Statutory Expenses	3,57,587.00	1,41,766.00
Other Liabilities	44,17,186.00	41,23,824.00
# Unclaimed Dividend	94,831.40	1,12,441.00
# there is nothing which required to be transferred Investor Education and Protection Fund	76,71,682.40	71,82,737.00
NOTE-7 : SHORT TERM PROVISIONS		
Income Tax	299,54,000.00	260,59,000.00
Proposed Dividend for Equity Shares	-	4,90,000.00
Tax on proposed dividend	-	83,275.50
	299,54,000.00	266,32,275.50
	376,25,682.40	338,15,012.50

NOTE - 8 : FIXED ASSETS,

TANGIBLE ASSETS (OWNED)

PARTICULARS	GROSS BLOCK				DEPRECIATION WRITTEN OFF				NET BLOCK		
	As at 31.03.2014	Additions during the year	Deductions during the year	As at 31.03.2015	Up to 31.03.2014	During the year	Additional Dep.as per Company Act.2013	Adjustment on Sales	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Freehold Land	27,93,804	-	-	27,93,804	-	-	-	-	-	27,93,804.00	27,93,804.00
Building	188,06,901	-	-	188,06,901	52,36,177.00	9,63,310.88	1,17,894.29	-	63,17,382.17	124,89,518.83	135,70,724.00
Elevators	20,41,402	-	-	20,41,402	5,68,619.00	1,05,528.41	-	-	6,74,147.41	13,67,254.59	14,72,783.00
Furniture & Fixtures	29,15,495	-	-	29,15,495	27,71,603.25	20,528.67	94.90	-	27,92,226.82	1,23,268.18	1,43,891.75
Electrical Fittings	22,89,993	-	-	22,89,993	18,53,722.00	-	2,58,856.34	-	21,12,578.34	1,77,414.66	4,36,271.00
Office Equipments	8,27,350	21,799	-	8,49,149	7,08,446.80	25,174.59	50,384.82	-	7,84,006.21	65,142.79	1,18,903.20
Fire Fighting Equipments	1,56,907	-	-	1,56,907	1,46,066.55	-	3,011.81	-	1,49,078.36	7,828.64	10,840.45
Motor Cars	38,72,251	26,20,655	-	64,92,906	29,90,251.00	8,77,102.68	-	-	38,67,353.68	26,25,552.41	8,82,000.09
Water Pumps	2,24,353	-	-	2,24,353	62,469.00	-	1,50,666.35	-	2,13,135.35	11,217.65	1,61,884.00
Motor Cycle/Scooter	81,025	-	-	81,025	36,169.18	12,317.11	-	-	48,486.29	32,538.71	44,855.82
Computers	2,49,958	27,400	-	2,77,358	2,29,313.70	20,785.45	3,380.10	-	2,53,479.25	23,878.75	20,644.30
Air Conditioners	7,85,010	-	-	7,85,010	7,01,228.93	8,656.82	25,546.82	-	7,35,432.57	49,577.43	83,781.07
Generator Set	5,88,832	-	-	5,88,832	5,43,225.82	-	16,164.58	-	5,59,390.40	29,441.60	45,606.18
Inverter	2,58,150	-	-	2,58,150	1,08,040.63	50,269.14	-	-	1,58,309.77	99,840.23	1,50,109.37
EPABX	3,92,578	-	-	3,92,578	3,62,171.87	-	10,777.23	-	3,72,949.10	19,628.90	30,406.13
	362,84,009	26,69,854	-	389,53,863	163,17,504.73	20,83,673.76	6,36,777.24	-	190,37,955.73	199,15,907.36	199,66,504.36
Previous Year's Figure	365,51,968	1,06,430	3,74,389	362,84,009	157,60,972.00	8,85,543.00	-	3,29,010.00	163,17,505.00	199,66,504.00	207,90,996.00





NOTE - 9 : INVESTMENTS-LONG TERM

SHARES & SECURITIES	FACE PAIDUP VALUE		OPENING BALANCE AS AT 01.04.2014		PURCHASES DURING THE YEAR		SALES DURING THE YEAR		CLOSING BALANCE AS AT 31.03.2015	
	RS.	RS.	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
QUOTED										
Pearl Polymers Ltd.	10	10	9,000	1,69,017	-	-	-	-	9,000	1,69,017
Global Trust Bank Ltd.	10	10	5,000	1,05,588	-	-	-	-	5,000	1,05,588
Zee Telefilms Ltd.	1	1	100*	49,619	-	-	-	-	100	49,619
Bongaigaon Refinery Ltd.	10	10	1,400**	11,137	-	-	-	-	1,400	11,137
Chennai Petroleum Corpn. Ltd	10	10	320	11,340	-	-	-	-	320	11,340
AMI Computer (India) Ltd.	10	10	194,356	87,93,429	-	-	-	-	1,94,356	87,93,429
Integrated Technology Ltd.	10	10	21,200	4,12,290	-	-	-	-	21,200	4,12,290
Maxima Systems Ltd.	10	10	100,000	13,00,000	-	-	-	-	1,00,000	13,00,000
Triumph Intl. Finance India Ltd.	10	10	2,000	3,00,000	-	-	-	-	2,000	3,00,000
Aptech Ltd.	10	10	300	3,18,701	-	-	-	-	300	3,18,701
Hexaware Tech. Ltd.	10	10	1000 ***	-	-	-	-	-	1,000	-
Shonkh Technology Ltd.	10	10	60,450	44,87,344	-	-	-	-	60,450	44,87,344
Krisons Electronics Ltd.	10	10	2,200	4,301	-	-	-	-	2,200	4,301
Union Bank of India	10	10	100	1,600	-	-	-	-	100	1,600
Unitech Ltd.	1	1	40,000	15,25,241	-	-	-	-	40,000	15,25,241
Orissa Mineral Development Company Ltd.			4	2,41,129	-	-	-	-	4	2,41,129
Orbit Corporation Ltd.			7,500	3,92,877	-	-	-	-	7,500	3,92,877
Anantraj Industries Ltd.			5,000	2,56,642	-	-	-	-	5,000	2,56,642
Hindustan Construction Co. Ltd.			10,000	2,77,781	-	-	-	-	10,000	2,77,781
UNQUOTED										
Prisha Promoters Pvt. Ltd.	10	10	6,95,000	69,50,000	-	-	-	-	6,95,000	69,50,000
Divisha Projects Pvt. Ltd.	10	10	2,00,000	20,00,000	-	-	-	-	2,00,000	20,00,000
TOTAL			10,92,426	276,08,036	-	-	-	-	13,54,930	276,08,036
Provision for Dilution on value			-	1,05,588	-	-	-	-	-	1,05,588
GRAND TOTAL			10,92,426	275,02,448	-	-	-	-	13,54,930	275,02,448
Previous Year's figure			(10,92,426)	(275,02,448)	(2,00,000)	(20,00,000)	-	-	(13,54,930)	(255,02,448)

* On Demerger of shares of ZEE Telefilms Ltd. company got the following share in consideration of 100 shares of ZEE Telefilms Ltd.

Company Name	No. of Shares
1. Zee Entertainment Enterprises Ltd.	100
2. Zee News Ltd.	45
3. Wire & Wireless India Ltd.	50
4. Dish TV India Ltd.	57

** Bongaigaon Refinery Ltd. have been merged with Indian Oil Corporation Ltd. and the company got 151 shares of IOC Ltd. after that IOC issued 1:1 bonus.

*** Issued on demerger of Aptech Ltd.

Market Value of Quoted Investments Rs. 28,51,668.00 (Rs. 21,39,595.00)



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.
NOTE-10 : OTHER NON CURRENT ASSETS (Unsecured, considered goods)		
Security and other Deposits with Govt.	1,82,700.00	1,62,700.00
	1,82,700.00	1,62,700.00
NOTE-11 : INVENTORIES (at lower of cost and net realisable value)		
Finished goods (Traded)	--	--
	-	-
NOTE-12 : TRADE RECEIVABLE (Unsecured)		
Debts outstanding for a period exceeding six months		
Considered Goods	11,63,610.00	19,85,651.00
Other Debts		
Considered Goods	2249,01,502.00	2031,20,331.97
	2260,65,112.00	2051,05,982.97
NOTE-13 : CASH AND BANK BALANCES (as per books and certified)		
Cash in Hand	11,878.50	37,121.50
Balances with Scheduled Banks :		
In Current Accounts	424,40,624.44	782,57,440.05
In Fixed Deposits Accounts (All FDR maturity is with in twelve months)	827,03,000.00	1110,35,000.00
In unpaid Dividend Accounts	94,831.40	1,12,441.00
Interest Accrued on Fixed Deposits	27,40,826.00	38,39,501.00
	1279,91,160.34	1932,81,503.55
NOTE-14 : SHORT TERM LOANS AND ADVANCES (Unsecured, considered goods)		
Advances recoverable in cash or in kind or for value to be received		
From Related Parties	324,00,040.00	316,00,040.00
Others	32,51,528.00	27,97,432.00
	356,51,568.00	343,97,472.00
NOTE-15 : OTHER CURRENT ASSETS (Unsecured, considered goods)		
Balance with Custom and Excise authorities		
Advance Income Tax/Tax Deducted at Source	467,75,341.53	424,18,909.53
Sales Tax Payments under Disputes	30,45,317.00	30,45,317.00
Total Other Current Assets	498,20,658.53	454,64,226.53



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.
NOTE-16 : INCOME FROM OPERATION		
High Sea Sales	15594,55,870.00	16714,63,710.00
	15594,55,870.00	16714,63,710.00
NOTE-17 : OTHER INCOME		
Dividend	26,554.57	27,457.20
Interest on FDRs	90,07,364.00	149,39,249.00
Rent & Maintenance Receipts	3,00,000.00	1,98,000.00
Misc. Income	--	1,43,252.00
Profits on Sale of Fixed Assets	--	19,621.09
Interest on Income Tax Refund	2,63,310.00	2,20,594.00
Foreign Exchange Fluctuation (Net)	63,48,117.00	10,76,826.00
	159,45,345.57	166,24,999.29
NOTE-18 : PURCHASES OF STOCK IN TRADE		
Purchases	15465,39,858.00	16672,13,597.00
	15465,39,858.00	16672,13,597.00
NOTE-19 : INCREASE / (DECREASE) IN STOCKS		
Stock at the commencement of the year	--	--
Stock at the close of the year	--	--
	--	--
NOTE-20 : EMPLOYEE BENEFIT EXPENSES		
Director's Remeration	57,06,769.00	51,00,000.00
Salary Wages & Allowances	12,90,656.00	21,02,091.00
Staff welfare Expenses	1,56,600.00	17,699.00
	71,54,025.00	72,19,790.00
NOTE-21 : FINANCE COST		
Bank Charges	23,10,640.18	4,62,007.00
	23,10,640.18	4,62,007.00
NOTE-22 : OTHER EXPENSES		
Rent & Warehousing Charges	76,659.00	74,159.00
Rates & Taxes	3,341.00	4,62,269.00
Insurance Charges	1,23,342.00	83,712.00
Commission & Service Charges	14,72,800.00	--
Travelling & Conveyance	7,50,670.00	9,19,254.00
Vehicle Running Expenses	2,85,972.00	1,54,254.00
Telephone & Telex Expenses	2,60,112.00	3,33,685.00
Legal & Professional Charges	6,87,610.00	14,24,714.00
Director's meeting Fees	17,000.00	10,000.00
Repair & Maintenance Expenses	62,600.00	66,326.00
Internal Auditor Fees	7,500.00	--
Aditor's Remuneration		
As Audit Fees	67,416.00.00	
As Tax Audit Fees	11,236..00	
For Certification	5,618.00	
	84,270.00	61,798.00
Foreign Exchange Fluctuation (Net)	--	---
Sundry Balances W / off	8,80,429.47	--
Miscellaneous Expenses	20,12,708.00	14,79,594.58
	67,25,013.47	50,69,765.58



NOTE 23: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. ACCOUNTING POLICIES

a) Basis of Accounting:

The accounts of the company are prepared under the historical cost convention and in accordance with the applicable accounting standards except where otherwise stated, for recognition of profit and losses, mercantile system of accounting is followed, except in respect of the following items which are accounted for on cash basis due to uncertainty involved in their determination with reasonable accuracy:

- I. Premium on Import Entitlements against export and Sales Tax thereon.
- II. Gratuity to its employees.

b) Fixed Assets:

Fixed Assets are stated at cost less depreciation.

c) Depreciation:

Depreciation has been provided in accordance with the revised rates derived from changed lives of the assets in pursuance to the schedule II of the Companies Act, 2013 as under:

- | | |
|--------------------------------------------------------------------|---------------------------|
| I. On Building, Elevators, Electrical Fittings and
Water Pumps: | Straight Line Method |
| II On other Assets : | Written Down Value Method |

d) Investment:

Investments in shares are stated at cost. All the investments are long-term investments.

e) Expenditure during construction period:

Expenses incurred directly on procuring fixed assets are capitalized; interest and other overheads are not allocated to the cost of assets.

f) Valuation of Inventories:

Inventories are valued at cost or market price whichever is lower,

g) Foreign Currency Transactions:

Transactions in foreign currencies settled during the year are recorded on the basis of actual payments and receipts. Transactions in foreign currencies remaining unsettled at the end of the year are translated at contracted rate where covered by foreign exchange forward contracts or the rate prevailing at the end of the year in other cases, any difference arising subsequently as compared to actual payments or realization is recognized as exchange gain/loss in the year of settlement.

h) Contingent Liabilities:

Disputed liabilities and claims against the company including claims by taxation authorities pending appeals are treated as contingent liabilities and are not accounted for and shown by way of notes.

i) Taxes on Income:

Tax expenses for the relevant period comprises of current tax and deferred tax. Deferred tax is recognized, subject to consideration of prudence, on all timing difference between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. The accumulated deferred tax liability is adjusted by applying the tax rates and tax laws applicable at the year-end.

2. Contingent Liabilities not provided for in respect of :

	Rs.	Rs.
i. Letter of credits issued by Bank	3,12,90,117.00	(8,89,10,092.00)
ii. Income Tax liabilities pending appeals/rectifications	33,35,554	(33,35,554)



3. None of the creditors are small scale industrial undertakings to whom the company owes a sum which is outstanding as on the Balance Sheet date.
4. Debit/Credit balances of parties are subject to balance confirmation and reconciliation.
5. Market value of certain long term Investments in shares have eroded due to prevailing depressed market conditions, being temporary in nature, no provision have been made in the books of accounts.
6. Non-fund base limit for Letter of Credit taken from Oriental Bank of Commerce is secured against goods under such Letter of Credit, Assignment of receivables and mortgage of immovable properties belonging to the company, Managing Director and personal guarantee of Managing Director of the company.
7. Amount paid to Directors as remuneration:

A. <u>Managing Director</u>		<u>Full Time</u>	
	2014-2015		2013-2014
a) No. of Persons	One		(One)
b) Salary & Remunerations	42,00,000		42,00,000
C) Perquisite	6,06,769		9,12,737
B. <u>Whole Time Director :</u>		<u>Full Time</u>	
	2014-2015		2013-2014
a) No. of Persons	One		(One)
b) Salary & Allowances	9,00,000		9,00,000

8. Basic and Diluted Earning per Equity Share :-

For the purpose of calculation of basic and diluted earning per equity share, the following amounts are considered :

	Year ending	Year ending
	<u>31.03.2015</u>	<u>31.03.2014</u>
(a) Net profit/(loss) after Tax	65,88,128	48,04,840
(b) Weighted average nos. of Equity Shares	19,60,000	19,60,000
(C) Basic and Diluted Earning per Equity Share	3.36	2.45

9. Related Party disclosure (as certified by the management), as required by Accounting Standard 'AS-18' are given below :-

A. List of Related Parties

- a) Where Control Exists : M/s Prisha Hospitality Pvt. Ltd.
M/s Prisha Projects Pvt. Ltd.
M/s Prisha Promoters Pvt. Ltd.
M/s Divisha Projects Pvt. Ltd.

- b) Key Management Personnel :

Mr. Virender Kumar Gandhi, - Chairman & Managing Director.
Mrs. Sangeeta Gandhi - Director

- c) Relative of Key Management Personnel (with whom transactions have taken place during the year :

	Name	Relationship
	M/s Century Overseas (Prop. Rajneesh Gandhi)	Son
d) Other Related Parties :		N.A



B. TRANSACTIONS WITH RELATED PARTIES :

Type of Related Party	Description of the transaction	Volume of transaction during the year Rs.		Amount outstanding as on 31-03-2015 Receivable / Payable	
		Current Year	PreviousYear	Current Year	PreviousYear
Where Control Exist	Advances Given	8,00,000	7,27,50,040	3,20,40,040	3,16,00,040
	Advance Received Back	--	7,70,00,000	--	--
	Advance Received & Given Back	--	--	--	--
	Investment in Shares Loan taken and repaid	20,00,000	20,00,000	-	--
Key Management Personnel	Remuneration	51,00,000	51,00,000	-	--
	Perquisite	6,06,769	9,12,737	--	--
	Rent Paid	76,659	74,159	--	--
	(Reimbursement)	--	--	--	--
Relative of Key Management Personnel	Maintenance Charges Recd.	3,00,000	1,98,000	-	-
	Advance Received & Given Back	--	5,16,00,000	--	--
	Advance Given & Received Back	2,10,50,000	2,01,00,000	-	--
	Security Deposit	1,02,000	--	-	-
Other Related Parties	--	--	--	--	

Note: In respect of above parties, there is no provision for doubtful debts as on 31st March, 2015 and no amount has been written off or written back during the year in respect of debts due from/to them.

10. (i) Forwarded contract outstanding at the Balance Sheet date NIL NIL
- (ii) The year end foreign currency exposures that not been hedged by a derivative instrument or otherwise are given below :

Particulars	2014-15			2013-14		
	Rs.	Value in Foreign Currency		Rs.	Value in Foreign Currency	
Payable	NIL		NIL	NIL	NIL	
Import of Raw Material	28,60,47,611.00	\$	45,62,148.00	33,46,58,066.00	\$	53,67,150.00
Total	28,60,47,611.00	\$	45,62,148.00	33,46,58,066.00	\$	53,67,150.00

11. There are no separate reportable segments as per Accounting Standard 17.

12. QUANTITATIVE DETAILS

Name of Item Traded	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Qty.	Amount	Qty.	Amount	Qty.	Amount	Qty.	Amount
PVC Resin	MT	--	--	24,464.00 (26,690)	14942,60,544 (16640,42,290)	24,464.00 (26,690)	14994,27,750 (16714,63,710)	-	--
EVA	MT	--	--	413	389,02,564	413	409,10,200	-	--
LLDPE	MT	--	--	51	56,16,324	51	57,37,500	-	--
Wet Blue Leather	Dozen	--	--	2,090	127,44,120	2,090	133,80,420	-	--
Total		--	--	--	15515,23,552	--	15594,55,870	--	--
Previous year		--	--	--	(16640,42,290)	--	(16714,63,710)	--	--

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- 13 CIF Value of Imports 15519,65,029 (16640,42,290)
 14 FOB Value of Exports NIL (NIL)
 15 Earning in Foreign Currency NIL (NIL)
 16 Expenditure in Foreign Currency 3,00,223.00 (7,76,571.00)
 17 Remittance on account of Dividend in Foreign Currency NIL (NIL)
 18 Figure for previous year have been regrouped , re-arranged and recast wherever necessary and figures in brackets represent previous year figures.

The Notes referred herein above form an integral part of the Financial Statement

As per our report of even date

For SALARPURIA & PARTNERS
 Firm Registration No. 302113E
CHARTERED ACCOUNTANTS

(KAMAL KUMAR GUPTA)
PARTNER

PLA0E8919QNEW DELHI
 DATE : 18-05-2015

For and behalf of Board of Directors of:

Virender Kumar Gandhi Sangeeta Gandhi
Chairman and Managing Director Whole Time Director & CFO
 DIN No. 00244762 DIN No. 00265593
 Resi. Add.: D-1/16, Vasant Resi. Add.: D-1/16, Vasant Vihar,
 Vihar, New Delhi-110057 New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470





CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

		Year ended 31.03.2015		Year ended 31.03.2014
	Rs.	Rs.	Rs.	Rs.
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before Tax		105,88,005.16		72,38,006.98
Adjustment for :				
Depreciation	20,83,673.76		8,85,542.73	
(Profit) / Loss on sale of Fixed Assets	--		(19,621.09)	
Dividend Received	(26,554.57)		(27,457.20)	
Interest paid/received (Net)	(90,07,364.00)	(69,50,244.81)	(149,39,249.00)	(141,00,784.56)
Operating Profit before Working Capital Changes		36,37,760.35		(68,62,777.58)
Adjustment for :				
Trade receivables	(209,59,129.03)		(858,43,419.03)	
Other receivables	(12,74,096.00)		(41,98,053.00)	
Inventories	--		--	
Trade payable	(482,31,235.60)	(704,64,460.63)	(1526,71,607.00)	626,30,134.97
Cash Generated from Operations		(668,26,700.28)		694,92,912.55
Direct Tax paid	(43,56,432.00)	(43,56,432.00)	(12,17,518.00)	(12,17,518.00)
Cash Flow from Operations		(711,83,132.28)		707,10,430.55
CASH FLOW FROM INVESTING ACTIVITIES				
Interest paid/received (Net)	90,07,364.00		149,39,249.00	
Dividend Received	26,554.57		24,457.20	
Purchase of Investments	--		(20,00,000.00)	
Sale of Fixed Assets	--		65,000.00	
Purchase of Fixed Assets	(26,69,854.00)	63,64,064.57	(1,06,430.00)	129,25,276.20
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	1,02,000.00		--	
Dividend paid	(4,90,000.00)		(4,90,000.00)	
Dividend Tax paid	(83,275.50)	(4,71,275.50)	(1,77,743.00)	(6,67,743.00)
Net Increase (Decrease) in cash equivalents		(652,90,343.21)		(584,52,897.35)
Cash and cash equivalent as at 1st April (Opening balance)		1932,81,503.55		2517,34,400.90
Cash and cash equivalent as at 31st March (Closing balance)		1279,91,160.34		1932,81,503.55

As per our report attached
For **SALARPURIA & PARTNERS**
Firm Registration No. 302113E
CHARTERED ACCOUNTANTS

(**KAMAL KUMAR GUPTA**)
PARTNER
M. No. 89190

For and behalf of Board of Directors of:

Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add.: D-1/16, Vasant
Vihar, New Delhi-110057

Sangeeta Gandhi
Whole Time Director & CFO
DIN No. 00265593
Resi. Add.: D-1/16, Vasant Vihar,
New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
DATE : 18-05-2015



**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]

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

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

1. Name:
Address:
E-mail ID:
Signature:, or failing him
2. Name:
Address:
E-mail ID:
Signature:, or failing him
3. Name:
Address:
E-mail ID:
Signature:, or failing him

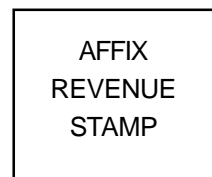
As my/our proxy to attend and vote (on a poll) for me/us and my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on the 24th day of September, 2015 at 04.00 PM at 10/60, Industrial Area, Kirti Nagar, New Delhi 110015 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statement for the year ended March 31, 2015
2	Re-appointment of Mrs. Sangeeta Gandhi as Director of the Company
3	Appointment of Auditors and fix their remuneration
Special Business	
4	Re-appointment of Mr. Virender Kumar Gandhi as Managing Director of the Company
5	Re-appointment of Mrs. Sangeeta Gandhi as Whole Time Director of the Company

Signed this day of2015

.....
Signature of Shareholder

.....
Signature of Proxyholder(s)



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

ABMININTERNATIONAL LIMITED

Regd. Office:

10/60, Industrial Area,

Kirti Nagar, New Delhi – 110015

I/We hereby record my/our presence at the 32nd ANNUAL GENERAL MEETING of the Company to be held at the registered office of the Company at 10/60, Kirti Nagar, Industrial Area, New Delhi - 110015 on Thursday, the 24th day of September, 2015, at 4:00 P.M. or at any adjournment thereof.

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

NOTES:

1. Only shareholders or their proxies will be allowed for the meeting.
2. Please bring the above attendance slip at the meeting.
3. Shareholders are requested to advise, indicating their account numbers, the change in the address, if any to the Company.



MAP

