



33rd

**ANNUAL REPORT
2015 - 2016**

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

Shri Sunil Gupta
Additional 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 : 20th September, 2016 at 4.00 P.M.
at 6 / 6, Industrial Area,
Kirti Nagar, New Delhi - 110 015.
2. Financial Calendar : 1st April, 2015 to 31st March, 2016
3. Date of Book Closure : 19th September, 2016 to 20th September, 2016.
4. Listing on Stock Exchange : National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G, Bandra Kurla
Complex, Bandra (E), Mumbai-400 051.
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

NSE TRADING SYMBOL: ABMINTLTD.

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **ABM INTERNATIONAL LIMITED** will be held on Tuesday, the 20th day of September, 2016, At 4:00 P.M. at 6/6, Industrial Area, Kirti Nagar, New Delhi-110015 to transact the following business (es):

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2016, 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 declare Dividend on Equity Shares for the Financial Year 2015-16.
4. 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.

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. Salarpuria & Partners, Chartered Accountants, (Firm Registration Number: 302113E), be and is hereby re-appointed as Statutory Auditors of the company for another term i.e. from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting at a remuneration as may be agreed to mutually between the Board and the Statutory Auditors.”

Place: New Delhi

Date : 28th July, 2016

Registered Office:

10/60, Industrial Area,

Kirti Nagar,

New Delh-110015

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. A proxy form MGT-11 for the AGM is enclosed.**
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 relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed to the Notice as Annexure 1.
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 19th September 2016 to 20th September, 2016 (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/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share transfers/transmission/Dividend/Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi - 110062
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. If the final Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be paid within 30 days from the date of declaration as under:
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Tuesday, September 20, 2016;
 - ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Tuesday, September 20, 2016.
10. The annual report for 2015-16 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 2015-16 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.
11. 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.



12. 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/ Registrar and Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd.
13. 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.
14. As per the provision of Section 72 of the Companies act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.abmintl.in. Members holding shares in physical form may submit the same to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi – 110062. Members holding shares in electronic form may submit the same to their respective depository participants.
15. 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.
16. 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.
17. Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, Iphone and windows based mobiles. The m-Voting app can be downloaded from google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF) Pursuant to the provisions of section 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 dividend for the financial year ended 2008-09 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 2008-09 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 2008-09 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 2008-09, on or after 01/11/2016.

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
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
24.09.2015	-

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



19. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, 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 Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), as scrutinizer for conducting the e-voting process in a fair and transparent manner.
20. The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
21. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
22. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.abmintl.in and on the website of CDSL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchanges where the shares of the Company are listed.
23. The route map along with prominent land mark for easy location of the 33rd Annual General Meeting venue is printed on the last page of the Annual report.

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

In case of members receiving e-mail:

- (i) The voting period begins on 17.09.2016 (09.00 A.M.) and ends on 19.09.2016 (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 14.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the envelop along with address-</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. i.e. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend # Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (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-off date i.e. 14th September, 2016, may follow the same instructions as mentioned above for e-Voting.
- (XXi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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 17/09/2016(9:00A.M) and ends on 19/09/2016(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 14/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Place: New Delhi
Date : 28th July, 2016
Registered Office:
10/60, Industrial Area,
Kirti Nagar,
New Delh-110015
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 - 1

Details of Directors Seeking Re-appointment at the Annual General Meeting

Name	Mrs. Sangeeta Gandhi
Designation	Whole Time Director & Chief Financial Officer
Age	42
Date of Birth	17.11.1973
Date of first appointment	01.04.2009
Qualification	Commerce Graduate
Experience	Having good experience and understanding in the matters relating to trade and industry
Profile	She is looking after the Administrative and Marketing activities of the Company
Directorship held in other Companies	Prisha Promoters Private Limited
Directorship held in Listed entities (other than ABM International Limited)	NIL
Membership of Committees of the Board	NIL
Numbers of shares held in the Company	221400
No. of Board Meeting attended during the year	8
Remuneration	Rs. 9,00,000/- per annum
Relationship with other Directors Managers and KMP of the Company	Relative of Mr. Virender Kumar Gandhi, Managing Director of the Company



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, 2016.

FINANCIAL RESULTS	CURRENT YEAR 2015-2016 (Rs.)	PREVIOUS YEAR 2014-2015 (Rs.)
Turnover	108,21,75,630	155,94,55,870
Profit before depreciation	135,05,435	126,71,679
Depreciation	19,72,281	20,83,673
Net Profit after depreciation	115,33,153	105,88,005
Provision for taxation (Net)	(39,19,987)	(39,99,877)
Net Profit(Loss) for the year after tax	76,13,166	65,88,128
Surplus brought forward from previous year	10,77,57,506	10,18,06,155
Surplus available for Appropriation	11,53,70,672	10,83,94,283
Appropriation General Reserve	—	—
Proposed Dividend	(4,90,000)	—
Tax on proposed dividend	(99,754)	—
Additional Depreciation pursuant to change in lives of Assets as per Companies Act, 2013	--	(6,36,777)
Balance carried over to next year	11,47,80,918	10,77,57,506

KEY HIGHLIGHTS

The turnover for the year under review has decreased to Rs. 108.22 Cr. in 2015-16 as against Rs. 155.95 Cr. in 2014-15, resulting in a decline of 30.60%. However, the Net Profit for the year increased to Rs. 76.13 Lakhs in 2015-16 from Rs. 65.88 Lakhs in the previous year.

The Earning per share (EPS) for the year is Rs.3.88 per share as compared to Rs 3.36 per share of the previous year.

DIVIDEND

Your Directors in their meeting held on 28th May, 2016, have recommended dividend of Rs. 0.25 per Equity Share for the Financial Year ended March 31, 2016. The total Dividend appropriation for the financial year 2015-16 is Rs. 4,90,000. The dividend payout is subject to approval of members at the ensuing Annual General Meeting to be held on 20th September, 2016 and will be paid on and from September 21, 2016.

The Register of Members and Share Transfer Books will remain closed from 19th September, 2016 to 20th September, 2016 for the purpose of payment of the final dividend for the financial year 2015-16.

The dividend will be paid to members whose name appear in the Register of members of the Company, as at the close of business hours on September 20, 2016 after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar and Transfer Agent; and

In respect of shares held in electronic form, to all beneficial owners as per the details furnished by NSDL and CDSL at the close of business hours on September 20, 2016.

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 primarily engaged in import of plastic raw materials and has continued with this business in the current year also. The decline in the sales is due to unfavorable domestic demands and high global prices. Your board is hopeful that during the current year your company will do better.

LISTING STATUS

Company had applied for the Listing of 19,60,000 equity shares of Rs. 10/- each of the Company, in conformity of listing requirement of the National Stock Exchange of India Limited (NSE) and executed a fresh listing agreement with NSE with the approval of Board of Directors at their meeting held on 27th January, 2016. The Company received the letter of approval for listing of shares on June 14, 2016 and the shares are now admitted for dealing and trading on the exchange w.e.f. June 14, 2016 as per the details given below:

Sr. No.	Description of Security	Symbol	No. of Securities	Distinctive Number Range	Mkt Lot
1	Equity Shares of Rs. 10/- each	ABMINTLTD	1960000	1 to 1960000	1

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

There are no 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 8 (eight) times during the Financial Year 2015-16, on 18th May, 19th June, 9th July, 30th July, 24th September, 28th October and 18th November in the year 2015 and 27th January in the year 2016.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

During the year Mr. Sunil Gupta was appointed as Additional Director w.e.f. 24th September, 2015, based on the recommendations of the Nomination and Remuneration Committee, who shall hold office upto the date of ensuing Annual General Meeting.

Mr. Kawaljit Singh Bhatia who ceased to be a Director on the Board w.e.f. 24th September, 2015, as per section 161 of the Companies Act, 2014 was further appointed as Additional Director w.e.f. 28th October, 2015, based on the recommendations of the Nomination and Remuneration Committee of the Company, who shall hold office upto the date of ensuing Annual General Meeting.

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.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Virender Kumar Gandhi, Managing Director, Mrs. Sangeeta Gandhi, Whole Time Director and Chief Financial Officer and Ms. Puneeta Ahuja, Company Secretary. There has been no change in the Key Managerial Personnel during the year.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of section 149 of the Companies Act, 2013, Mr. Suresh Singh Virendranath Rana and Mr. Mannapra Sundara Venkateswaran were appointed as independent directors at the annual general meeting of the Company held on September 19, 2014. They have submitted a declaration that each of them meets the criteria of independence as provided



in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

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. Accordingly, the Board recommends their reappointment at this AGM.

Auditors Report does not contain any observation(s)/qualification(s), hence same does not call for any explanation. The Auditors' Report is enclosed with the financial statements in the Annual Report.

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 2015-16, as required under Companies Act, 2013. The Secretarial Audit Report forms part of the Annual Report **Annexure B** to the Board's Report.

The Secretarial Audit Report contains a qualification that 5.86% of promoter's shareholding as on 31.03.2016 is still in physical form which is in contravention to compliance of Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above remark your management explains that due to certain procedural formalities there is delay in the process of dematerialization of such share. Further, the company shall comply with the requirement soon.

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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis report is attached and forms part of this report.



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 implemented 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.

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 loan, investment or guarantee under Sec 186 of the Companies Act, 2013.

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

The Company has one Associate as on March 31, 2016. There is no Subsidiary or Joint Venture of the Company. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 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**.

PERFORMANCE AND CONTRIBUTION OF ASSOCIATE COMPANY

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 current policy is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. As on March 31, 2016, the Board consists of six members, two of whom are executive directors and four are non executive independent directors.

The Policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on the Company website (www.abmintl.in). There has been no change in the policy since the last financial year. 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 www.abmintl.in. There has been no change during the financial year 2015-16 to the Policy adopted by the company.

FORMAL ANNUAL EVALUATION

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board and expressed its satisfaction.

CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, compliance with the Corporate Governance provisions as specified in regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D, and E of Schedule V shall not apply to the company having paid up equity share capital not exceeding Rs. ten Crore and net worth not exceeding Rs. twenty five Crore, as on the last day of the previous financial year. The Company is covered under the limit as prescribed in Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, therefore Company is not require to comply with the said provisions.



PRTICULARS OF EMPLOYEES

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) 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)	14.3:1	-
Mrs. Sangeeta Gandhi (WTD & CFO)	2.7:1	-
Mr.Suresh Singh Virendra Nath Rana (Director)	0.0060:1	-
Mr. M. S. Venkateswaran (Director)	0.010:1	-
Mr. Kawaljit Singh Bhatia (Additional (Director)	0.0075:1	-
Mr. Sunil Gupta (Additional Director)	0.0045:1	-
Ms. Puneeta Ahuja (Company Secretary)	-	10

- (ii) The Median Remuneration of Employees is Rs. 3, 32,400 and Rs. 3, 01, 290 in year 2016 and 2015 respectively. The percentage increase in the median remuneration of Employees for the financial year 2016, as compared to year 2015 is 10.36%.
- (iii) The Company has 8 permanent Employees on the rolls of Company as on 31st March, 2016.
- (iv) 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 2016 was around 10 % in the last financial year, while the average increases in the remuneration of the Key Managerial Personnel (Company Secretary) was 10% in the last financial year. There was no increase in the Salaries of MD, WTD and CFO during the period 2015-16.
- (v) 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.

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

Details of Employees in terms of remuneration drawn *

Employee Name	Designation	Gross Remuneration (Rs.)	Nature of employment	Qualification	Experience (in years)	Year of commencement of employment	Age	Last employment	% of Equity Shares	Weather employee is relative of Director or Manager
Mr. Virender Kumar Gandhi	Managing Director	47,53,723	Permanent	Graduate	54	1962	75	NA	40.19	Relative of Mrs. Sangeeta Gandhi (Whole Time Director)
Mrs. Sangeeta Gandhi	Whole Time Director	9,00,000	Permanent	Graduate	21	1996	43	NA	11.30	Relative of Mr. Virender Kumar Gandhi (Managing Director)
Mr. V. Mahalingam	Manager (Operations)	3,30,680	Permanent	Graduate	48	1985	67	NA	NIL	NIL
Mr. Sita Ram	Manager (Liaison)	3,33,200	Permanent	Graduate	20	2002	44	NA	NIL	NIL
Mr. Sushil Gambhir	Manager (Accounts)	3,28,800	Permanent	Graduate	15	2006	38	NA	NIL	NIL
Ms. Puneeta Ahuja	Company Secretary	2,41,895	Permanent	Graduate,CS	3	2014	29	NA	NIL	NIL
Mr. Vijay Kumar	Driver	1,92,107	Permanent	Metric	15	2004	49	NA	NIL	NIL
Mr. Ratneshwar Jha	Supervisor	1,46,869	Permanent	Metric	25	1995	56	NA	NIL	NIL

* The Company has 8 permanent employees on the rolls of Company as on 31st March, 2016.



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	CURRENTYEAR	PREVIOUSYEAR
1.	Foreign Exchange Earnings	NIL	NIL
2.	Foreign Exchange Outgo	1012131	300223
3.	F.O.B. Value of Exports	NIL	NIL
4.	C.I.F. Value of Imports	1056568207	1551523552

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 : 28th July, 2016
Registered Office:
10/60, Industrial Area, Kirti Nagar,
New Delh-110015
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, 2016

[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, 3 rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062, Tel.: 011- 29961281, Fax: 011 - 29961284 Email: beetalrta@gmail.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 Share held	Applicable Section
1	Prisha Promoters	U51109DL1996PTC081777	Associate	49.64	2(6)



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, 2015)				No. of Shares held at the end of the year (March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total Shares	
A. Promoter and Promoter Group									
(1) Indian									
a) Individual/ HUF	1356440	97600	1454040	74.19	1368940	85100	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	-	-
Sub Total (A)(1)	1356440	97600	1454040	74.19	1368940	85100	1454040	74.19	-
(2) Foreign									
a) Individual/ HUF	0	0	0	-	0	0	0	-	-
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	-	-
Sub Total (A)(2)	0	0	0	-	0	0	0	-	-
Total Shareholding of Promoters & Promoter Group (A)	1356440	97600	1454040	74.19	1368940	85100	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) Provident Fund's/ Pension Funds									
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	32000	32000	1.63	0	32000	32000	1.63	-
ii) Overseas	0	0	0	-	0	0	0	-	-
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	9900	128060	137960	7.04	9000	128060	137060	7	0.04
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	0	336000	336000	17.14	320000	16000	336000	17.14	-
c) Others (specify)									
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	-	900	0	900	0.05	0.04
Foreign Bodies - D R	0	0	0	-	0	0	0	-	-
Sub-total (B)(2):-	9900	496060	505960	25.81	329900	176060	505960	25.81	-
Total Public Share holding (B)=(B)(1)+(B)(2)	9900	496060	505960	25.81	329900	176060	505960	25.81	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	-	0	0	0	-	-
Grand Total (A+B+C)	1366340	593660	1960000	100	1698840	261160	-	1960000	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1 st , 2015)			Shareholding at the end of the year (March 31 st , 2016)			% 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	0	0	0	0.16
2	Man Mohan Gaiind	4000	0.20	0	4000	0.20	0	-
3	Sangeeta Gandhi	221400	11.30	0	221400	11.30	0	-
4	Mridula Gaiind	77000	3.93	0	77000	3.93	0	-
5	Rajnish Gandhi	360800	18.41	0	360800	18.41	0	-
6	Virender Gandhi	787640	40.19	0	790840	40.35	0	0.16
	Total	1454040	74.19	0	1454040	74.19	0	-



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

S. No.	Name of the Share Holders	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	787640	40.19	787640	40.19
	At the beginning of the year			790840	40.35
	February, 23 2016 Transfer	3200	0.16	790840	40.35
2	Saroj Kanta Grover	3200	0.16	3200	0.16
	At the beginning of the year			0	0
	February, 23 2016 Transfer	3200	0.16	0	0
	At the end of the year			0	0

(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	84000	4.29	84000	4.29
	At the beginning of the year			84000	4.29
2.	Abhinav Gupta	80000	4.08	80000	4.08
	At the beginning of the year			80000	4.08
3.	Parul Bellani	78000	3.98	78000	3.98
	At the beginning of the year			78000	3.98
4.	Mukesh Bellani	78000	3.98	78000	3.98
	At the beginning of the year			78000	3.98
5.	M/S International Securities Ltd.	32000	1.63	32000	1.63
	At the beginning of the year			32000	1.63
6.	Rajnish Grover	16000	0.81	16000	0.81
	At the beginning of the year			16000	0.81
7.	Navin Shah	3840	0.20	3840	0.20
	At the beginning of the year			3840	0.20
8.	Dharam Dev Mahajan	2400	0.12	2400	0.12
	At the beginning of the year			2400	0.12
9.	Lalchand Jain	2400	0.12	2400	0.12
	At the beginning of the year			2400	0.12
10.	Mukesh Kumar	2400	0.12	2400	0.12
	At the beginning of the year			2400	0.12
	At the end of the year			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	787640	40.19	787640	40.19
	February 23, 2016 Transfer	3200	0.16	790840	40.19
	At the end of the year			790840	40.35
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
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.	Sunil Gupta (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
7.	Puneeta Ahuja (Company Secretary)				
	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				
* Addition				
* Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
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: (in Rs)

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	5,53,723	NIL	5,53,723
	(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)	47,53,723	9,00,000	56,53,723
	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
		Mr. S.S. Rana	Mr. M. S. Venkateswaran	Mr. Kawaljit Singh Bhatia	Mr. Sunil Gupta	
1	Independent Directors Fee for attending board / committee meetings	2,000	3,500	2,500	1,500	9,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	2,000	3,500	2,500	1,500	9,500
2	Other Non-Executive Directors Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	2,000	3,500	2,500	1,500	9,500
	Total Managerial Remuneration	2,000	3,500	2,500	1,500	9,500
	Overall Ceiling as per the Act	Upto Rs. 1 Lakh & Reimbursement of expenses to attend per Board/ Committee meeting				

- Mr. Kawaljit Singh Bhatia remuneration is for the period from 1st April 2015 to 24th September, 2015 and from 28th October, 2015 to 31st March, 2016.
- Mr. Sunil Gupta remuneration is for the period from 24th September, 2015 to 31st March, 2016.
- Mr. S. S. Rana remuneration is for 4 Board and/or Committee Meetings attended during the financial year out of total 8 Board and/or Committee Meetings.
- Mr. M. S. Venkateswaran remuneration is for 7 Board and/or Committee Meetings attended during the financial year out of total 8 Board and/or Committee Meetings.



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	2,41,895	2,41,895
	(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	2,41,895	2,41,895

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 : 28th July, 2016

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



“Annexure B”

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

SECRETARIAL AUDIT REPORT **FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

[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 , 2016 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, 2016 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)**
- (vi) The Company is predominantly engaged in Import 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 to the extent applicable.
 - (ii) Listing Agreement as applicable from 1st April, 2015 to 30th November, 2015 (excluding clause 49, "Corporate Governance" as it is not applicable on Company as per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (excluding regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as applicable from 1st December, 2015 onwards for the financial year 2015-16.

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 labour laws, competition law and environmental laws except that 85,100 Equity shares comprising of 5.86% of total promoter's shareholding as on 31.03.2016 are still in physical form in contravention to compliance of Regulation 31(2) Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that on an application made by the Company, NSE granted Listing approval vide its letter dated June 10, 2016 and 19,60,000/- equity shares are now tradable w.e.f. June 14, 2016 at NSE.

R.S. BHATIA
PRACTICING COMPANY SECRETARY
CP NO.: 2514

PLACE: NEW DELHI
DATE: 11.07.2016



“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 : 28th July, 2016

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.	The date since when subsidiary was acquired	N.A.
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
5.	Share capital	N.A.
6.	Reserves & surplus	N.A.
7.	Total assets	N.A.
8.	Total Liabilities	N.A.
9.	Investments	N.A.
10.	Turnover	N.A.
11.	Profit before taxation	N.A.
12.	Provision for taxation	N.A.
13.	Profit after taxation	N.A.
14.	Proposed Dividend	N.A.
15.	Extent of Shareholding (in percentage)	N.A.

1. Names of subsidiaries which are yet to commence operations- N.A.
2. 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 associate company	Prisha Promoters Pvt. Ltd.
1.	Latest audited Balance Sheet Date	31.03.2016
2.	Date on which the Associate was associated	21.04.2004
3.	Shares of Associate held by the company on the year end	
4.	No. equity shares	6,95,000
5.	Amount of Investment in Associates	Rs. 69,50,000
6.	Extend of Holding %	49.64
7.	Description of how there is significant influence	ABM International Limited is holding more than 20% of share capital
8.	Reason why the associate is not consolidated	N.A.
9.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 9,36,26,222
10.	Profit/Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	Rs. 2,41,49,775 Rs. 4,86,47,029

1. Names of associates or joint ventures which are yet to commence operations - N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year- N.A.
3. Company has no Joint Venture during the period

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

PLACE : NEW DELHI
DATE : 28-05-2016

Puneeta Ahuja Company Secretary
M No. 33470



MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

The company is primarily engaged in import of plastic raw materials and has continued with this business in the current year also. The decline in the sales is due to unfavourable domestic demands and high global prices.

OPPORTUNITIES AND THREATS

The petrochemical industry is seeing increased growth despite volatile conditions several sectors and volatile crude oil prices and global economic uncertainties.

The fluctuating market conditions – both international and domestic — coupled with erratic foreign exchange scenario has great impact on the company's business.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The company is presently importing PVC Resin regularly and closely watching both international prices and domestic market demands. The company has also to keep an eye on the indigenous manufacturer's production and demand supply gap in view of the increased demand for this product.

OUTLOOK

The outlook for imports of plastic raw material continues to be bright inspite of stiff competition from other importers as the material is freely importable as per the government's policy. There is a consistent demand for a careful analysis of day-to-day monitoring both in terms of domestic demand of the raw material and its domestic selling price which has to be compared with supplies and rates.

RISK AND CONCERNS

Careful study of foreign exchange market fluctuations are necessary on a daily basis and to this end, the company is subscribing to a leading foreign exchange experts and receives their inputs on a daily basis.

The company is also subscribing to a leading plastic/polymer industry website and receives daily alerts/emails/news in this regard. All these activities are directly supervised by the management on a daily basis

The outlook for the company's business is very bright as the domestic demand for the plastic raw material is very high compared indigenous manufacturer's production and supplies. The plastic industry is dependent on imports to meet its demand and as long as the demand-supply gap is maintained, there is very good scope for the company's future business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal control systems, commensurate with its size and nature of operations and compliances so as to ensure smoothness of operations and compliance with applicable legislation. The Company has well defined system of management reporting and periodic review of businesses to ensure timely decision making. It has an internal audit team with professionally qualified financial personnel, which conducts periodic audits of all businesses to maintain a proper system to checks and control.

All assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system.

The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.



FINANCIAL AND OPERATIONAL PERFORMANCE

The financial statements have been prepared in the true and fair view of the state of affairs of the company, complying with the Accounting Standards notified under section 133 of the Companies Act, 2016 and are in the form as provided in Schedule III.

The Financial and Operational Performance of the company is as provided below:-

PARTICULARS	CURRENT YEAR 2015-2016 (Rs.)	PREVIOUS YEAR 2014-2015 (Rs.)
Turnover	108,21,75,630	155,94,55,870
Profit before depreciation	135,05,435	126,71,679
Depreciation	19,72,281	20,83,673
Net Profit after depreciation	115,33,153	105,88,005
Provision for taxation (Net)	(39,19,987)	(39,99,877)
Net Profit(Loss) for the year after tax	76,13,166	65,88,128
Surplus brought forward from previous year	10,77,57,506	10,18,06,155
Surplus available for Appropriation	11,53,70,672	10,83,94,283
Appropriation General Reserve	—	—
Proposed Dividend	(4,90,000)	—
Tax on proposed dividend	(99,754)	—
Additional Depreciation pursuant to change in lives of assets as per Companies Act, 2013	--	(6,36,777)
Balance carried over to next year	1147,80,918	10,77,57,506
The Consolidated Financial and Operational Performance of the company with its Associate are as provided below:-		
Turnover	108,21,75,630	155,94,55,870
Profit before depreciation	135,05,435	126,71,679
Depreciation	19,72,281	20,83,673
Net Profit after depreciation	115,33,153	105,88,005
Provision for taxation (Net)	(39,19,987)	(39,99,877)
Net Profit(Loss) for the year after tax	76,13,166	65,88,128
Add: Share of Profit/(Loss) in Associates	241,49,775	84,16,806
Profit for the year after Tax after Consolidation	317,62,941	150,04,934
Surplus brought forward from previous year	1231,36,463	1018,06,155
Surplus available for Appropriation	1548,99,404	1237,73,240
Appropriation General Reserve	—	—
Proposed Dividend	(4,90,000)	—
Tax on proposed dividend	(99,754)	—
per Companies Act, 2013		
Additional Depreciation pursuant to change in lives of assets as per Companies Act, 2013	—	(6,36,777)
Balance carried over to next year	1543,09,650	1231,36,463

HUMAN RESOURCE/ INDUSTRIAL RELATIONS

The Company respects and values the diverse qualities and backgrounds that its people bring to it and is committed to utilizing the richness of Knowledge, ideas and experience that this diversity provides.

The Company philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Industrial relations are cordial and satisfactory. The Company has 8 permanent Employees on the rolls of Company as on 31st March, 2016.



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, which comprise the Balance Sheet as at 31 March 2016, 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 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, we consider 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. 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, of the state of affairs of the Company as at 31st March, 2016, and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies, Act, 2013 we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- II. 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 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 2016 taken on record by the Board of Directors none of the director is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.
- f. With respect of the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. 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,
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

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

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

Date : 28-05-2016

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



ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to Paragraph 1 of Report on other Legal and Regulatory Requirements of our Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets are physically verified by the management at reasonable intervals, in a phased verification programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the company, the title deed of immovable property is held in the name of Company.
- (ii) Company does not hold any physical inventory during the year under report, thus, paragraph 3(ii) is not applicable to the Company.
- (iii) According to the information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties listed in the register maintained under section 189 of the Companies Act, 2013. Hence, comments on paragraph 3(iii) of the said order do not arise.
- (iv) According to the information and explanations given to us the Company has not given any loans, Guarantees, and security to specific in section 185 and 186 of Company's Act, 2013 and further in our opinion and according to information and explanations given to us, the company has complied with the provisions of the section 186 of the Act with respect to investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the Company.
- (vii) (a) According to the records of the Company and as per the information and explanation given to us, it has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added tax, Cess and Other Statutory Dues with the appropriate authorities.
- (b) On the basis of information and explanations given to us, there are no disputed Statutory Dues which have not been deposited with the appropriate authorities.
- (viii) The Company has not defaulted any loan or borrowing from any financial institution, bank, government or debenture holders during the year. Thus paragraph 3(viii) of the order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Thus paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanation given to us, we have neither come cross instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.



- (xi) According to the information and explanations given to us managerial remuneration has been paid by the company, in compliance with requisite approvals mandated by provisions of Section 197 of Companies Act, 2013
- (xii) Paragraph 3(xii) regarding the Nidhi Company is not applicable to the unit.
- (xiii) According to the information and explanations given to us and based on our examinations of the records of the company, transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions is disclosed in notes to accounts as required by the applicable Accounting Standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, thus, Paragraph 3(xiv) regarding the preferential allotment or private placement of shares or fully or partly convertible debentures is not applicable to the company.
- (xv) To the best of our knowledge and belief and as per the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) Company is not in NBFC activities and therefore Registration under section 45-IA of the Reserve Bank of India Act, 1934 is not required.

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

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

Date : 28-05-2016

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



ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITORS’ REPORT
Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143
of the Companies Act, 2013 (“the Act”)

(Referred to paragraph 2(f) of Report on other Legal and Regulatory Requirements of our Report of even date)

We have audited the internal financial controls over financial reporting of **ABM International Limited** as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Date : 28-05-2016

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



BALANCE SHEET AS AT 31ST MARCH, 2016

	Notes	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
EQUITY AND LIABILITIES			
1. Shareholder's Fund :			
Share Capital	1	196,00,000.00	196,00,000.00
Reserves & Surplus	2	1487,54,918.02	1417,31,506.03
		1683,54,918.02	1613,31,506.03
2. Non Current Liabilities :			
a) Other Long Term Liabilities	3	3,00,000.00	3,00,000.00
		3,00,000.00	3,00,000.00
3. Current Liabilities :			
a) Short Term Borrowings	4	2194,14,316.00	2860,47,611.00
b) Trade Payables	5	20,48,190.00	20,33,382.00
c) Other Current Liabilities	6	186,68,351.40	76,71,682.40
d) Short Term Provisions	7	347,76,754.20	299,54,000.00
		2749,07,611.60	3257,06,675.40
TOTAL EQUITY AND LIABILITIES		4435,62,529.62	4873,38,181.43
ASSETS :			
1. Non Current Assets			
Fixed Assets			
Tangible Assets			
Gross Block	8	390,17,400.09	389,53,863.09
Depreciation		210,10,237.12	190,37,955.73
TOTAL FIXED ASSETS		180,07,162.97	199,15,907.36
Non Current Investments	9	275,02,448.20	275,02,448.20
Deferred Tax Assets (Net)		5,21,640.00	2,08,627.00
Other Non Current Assets	10	3,62,700.00	1,82,700.00
TOTAL NON CURRENT ASSETS		463,93,951.17	478,09,682.56
2. Current Assets :			
a) Inventories	11	--	--
b) Trade Receivables	12	1946,45,850.00	2260,65,112.00
c) Cash & Cash Equivalents	13	999,05,243.92	1279,91,160.34
d) Short Term Loans & Advances	14	486,80,919.00	356,51,568.00
e) Other Current Assets	15	539,36,565.53	498,20,658.53
		3971,68,578.45	4395,28,498.87
TOTAL ASSETS		4435,62,529.62	4873,38,181.43

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 : 28-05-2016

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, 2016

	Notes	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
INCOME			
Sales	16	10821,75,630.00	15594,55,870.00
Other Income	17	149,01,574.58	159,45,345.57
		10970,77,204.58	15754,01,215.57
EXPENDITURE			
Purchases	18	10562,71,361.00	15465,39,858.00
(Increase) / Decrease in Stock	19	--	--
Employees Benefits Expenses	20	74,24,388.00	71,54,025.00
Finance Cost	21	15,56,303.00	23,10,640.18
Depreciation	8	19,72,281.39	20,83,673.76
Other Expenses	22	183,19,718.00	67,25,013.47
		10855,44,051.39	15648,13,210.41
Operating Profit for the year before Extraordinary items & Tax		115,33,153.19	105,88,005.16
Extraordinary items,		-	-
Profit before tax		115,33,153.19	105,88,005.16
Provision for Taxation			
Current Tax		(42,33,000.00)	(38,95,000.00)
Deferred Tax Assets/(Liabilities)		3,13,013.00	(1,04,877.00)
Profit for the year after Tax		76,13,166.19	65,88,128.16
Accounting Policies and Notes on Accounts 23			
The Notes referred to 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
---	--

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
 DATE : 28-05-2016



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 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 31-03-2016	As at 31-03-2015			
S. No	Name of Share Holder	No. of Shares	%	No. of Shares	%
1.	Virender Kumar Gandhi	7,90,840	40.35	7,87,640	40.19
2.	Rajneesh Gandhi	3,60,800	18.41	3,60,800	18.41
3.	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	333,00,000.00
Transfer from Export allowance Reserve				674,000.00	--
				339,74,000.00	333,00,000.00
EXPORT ALLOWANCE RESERVE					
Balance Brought Forward				6,74,000.00	6,74,000.00
Transfer from General Reserve Account				6,74,000.00	-
				--	6,74,000.00
PROFIT & LOSS ACCOUNT					
Balance Brought Forward				1077,57,506.03	1018,06,155.11
Profit / Loss during the year				76,13,166.19	65,88,128.16
Proposed Dividend				(4,90,000.00)	--
Provision for Dividend distribution Tax				(99,754.20)	--
Additional Depreciation pursuant to change in lives of assets as per Companies Act, 2013)				--	(6,36,777.24)
				1147,80,918.02	1077,57,506.03
				1487,54,918.02	1417,31,506.03



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-3 : OTHER LONG TERM LIABILITIES		
Deposit from Tenents	3,00,000.00	3,00,000.00
	3,00,000.00	3,00,000.00
NOTE-4 : SHORT TERM BORROWINGS (SECURED)		
Acceptances under Letter of Credits from Banks	2194,14,316.00	2860,47,611.00
	2194,14,316.00	2860,47,611.00
NOTE-5 : TRADE PAYABLES		
For Goods	20,48,190.00	20,33,382.00
	20,48,190.00	20,33,382.00
NOTE-6 : OTHER CURRENT LIABILITIES		
Advances from Customers	132,55,000.00	28,02,078.00
Statutory Expenses	10,35,459.00	3,57,587.00
Other Liabilities	42,98,791.00	44,17,186.00
# Unclaimed Dividend	79,101.40	94,831.40
# there is nothing which required to be transferred Investor Education and Protection Fund	186,68,351.40	76,71,682.40
NOTE-7 : SHORT TERM PROVISIONS		
Income Tax	341,87,000.00	299,54,000.00
Proposed Dividend for Equity Shares	4,90,000.00	--
Tax on proposed dividend	99,754.20	--
	347,76,754.20	299,54,000.00
	534,45,105.60	376,25,682.40

NOTE - 8 : FIXED ASSETS,

TANGIBLE ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION WRITTEN OFF						NET BLOCK	
	As at 31.03.2015	Additions during the year	Deductions during the year	As at 31.03.2016	Up to 31.03.2015	During the year	Additional Dep.as per Company Act. 2013	Adjustment on Sales	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
	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	63,17,382.17	9,63,310.88	-	-	72,80,693.05	115,26,207.95	124,89,518.80
Elevators	20,41,402	-	-	20,41,402	6,74,147.41	1,05,528.41	-	-	7,79,675.82	12,61,726.18	13,67,254.59
Furniture & Fixtures	29,15,495	-	-	29,15,495	27,92,226.82	9,311.74	-	-	28,01,538.56	113,956.44	123,268.18
Electrical Fittings	22,89,993	-	-	22,89,993	21,12,578.34	-	-	-	21,12,578.34	1,77,414.66	1,77,414.66
Office Equipments	8,49,149	-	-	8,49,149	784,006.21	18,171.97	-	-	8,02,178.18	46,970.82	65,142.79
Fire Fighting Equipments	1,56,907	-	-	1,56,907	1,49,078.36	-	-	-	1,49,078.36	7,828.64	7,828.64
Motor Cars	64,92,906	-	-	64,92,906	38,67,353.68	807,663.82	-	-	46,75,017.50	18,17,888.50	26,25,552.32
Water Pumps	2,24,353	-	-	2,24,353	2,13,135.35	-	-	-	2,13,135.35	11,217.65	11,217.65
Motor Cycle/Scooter	81,025	35,037	-	116,062	48,486.29	9,740.60	-	-	58,226.89	57,835.11	32,538.71
Computers	2,77,358	28,500	-	305,858	2,53,479.25	20,680.24	-	-	2,74,159.49	31,698.51	23,878.75
Air Conditioners	7,85,010	-	-	7,85,010	7,35,432.57	5,644.46	-	-	7,41,077.03	43,932.97	49,577.43
Generator Set	5,88,832	-	-	5,88,832	5,59,390.40	-	-	-	5,59,390.40	29,441.60	29,441.60
Inverter	2,58,150	-	-	2,58,150	158,309.77	32,229.26	-	-	1,90,539.03	67,610.97	99,840.23
EPABX	3,92,578	-	-	3,92,578	3,72,949.10	-	-	-	3,72,949.10	19,628.90	19,628.90
	389,53,863	63,537	-	390,17,400	190,37,955.73	19,72,281.39	--	-	210,10,237.12	180,07,162.89	199,15,907.28
Previous Year's Figure	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





NOTE - 9 : INVESTMENTS-LONG TERM

SHARES & SECURITIES	FACE PAIDUP VALUE		OPENING BALANCE AS AT 01.04.2015		PURCHASES DURING THE YEAR		SALES DURING THE YEAR		CLOSING BALANCE AS AT 31.03.2016	
	Rs.	Rs.	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
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
UN QUOTED										
Prisha Promoters Pvt. Ltd.	10	10	6,95,000	69,50,000	-	-	-	-	6,95,000	69,50,000
Divisha Projects LLP	10	10	2,00,000	20,00,000	-	-	-	-	2,00,000	20,00,000
TOTAL			13,54,930	276,08,036	-	-	-	-	13,54,930	276,08,036
Provision for Dilution on value			-	1,05,588	-	-	-	-	-	1,05,588
GRAND TOTAL			13,54,930	275,02,448	-	-	-	-	13,54,930	275,02,448
Previous Year's figure			(13,54,930)	(275,02,448)	-	-	-	-	(13,54,930)	(275,02,448)

* 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. 22,64,349.00 (Rs. 28,51,668.00)



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-10 : OTHER NON CURRENT ASSETS (Unsecured, considered goods)		
Security and other Deposits with Govt.	3,62,700.00	1,82,700.00
	3,62,700.00	1,82,700.00
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
Other Debts		
Considered Goods	1,946,45,850.00	2249,01,502.00
	1,946,45,850.00	2260,65,112.00
NOTE-13 : CASH AND BANK BALANCES (as per books and certified)		
Cash in Hand	126,153.50	11,878.50
Balances with Scheduled Banks :		
In Current Accounts	45,335,831.02	424,40,624.44
In Fixed Deposits Accounts (All FDR maturity is with in twelve months)	52,589,000.00	827,03,000.00
In unpaid Dividend Accounts	79,101.40	94,831.40
Interest Accrued on Fixed Deposits	1,775,158.00	27,40,826.00
	999,05,243.92	1279,91,160.34
NOTE-14 : SHORT TERM LOANS AND ADVANCES (Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received		
From Related Parties	--	324,00,040.00
Others	486,80,919.00	32,51,528.00
	486,80,919.00	356,51,568.00
NOTE-15 : OTHER CURRENT ASSETS (Unsecured, considered good)		
Balance with Custom and Excise authorities		
Advance Income Tax/Tax Deducted at Source	508,91,248.53	467,75,341.53
Sales Tax Payments under Disputes	30,45,317.00	30,45,317.00
Total Other Current Assets	53,936,565.53	498,20,658.53



	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-16 : INCOME FROM OPERATION		
High Sea Sales	10821,75,630.00	15594,55,870.00
	10821,75,630.00	15594,55,870.00
NOTE-17 : OTHER INCOME		
Dividend	24,521.58	26,554.57
Interest on FDRs	49,57,178.00	90,07,364.00
Rent & Maintenance Receipts	300,000.00	3,00,000.00
Misc. Income	9,000.00	--
Commission Received	68,23,516.00	--
Bad Debts Recovered	27,87,359.00	--
Interest on Income Tax Refund	--	2,63,310.00
Foreign Exchange Fluctuation (Net)	--	63,48,117.00
	149,01,574.58	159,45,345.57
NOTE-18 : PURCHASES OF STOCK IN TRADE		
Purchases	10562,71,361.00	15465,39,858.00
	10562,71,361.00	15465,39,858.00
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	56,53,723.00	57,06,769.00
Salary Wages & Allowances	17,29,956.00	12,90,656.00
Staff welfare Expenses	40,709.00	1,56,600.00
	74,24,388.00	71,54,025.00
NOTE-21 : FINANCE COST		
Bank Charges	15,56,303.00	23,10,640.18
	15,56,303.00	23,10,640.18
NOTE-22 : OTHER EXPENSES		
Rent & Warehousing Charges	76,659.00	76,659.00
Rates & Taxes	3,341.00	3,341.00
Insurance Charges	1,37,772.00	1,23,342.00
Commission & Service Charges	12,41,867.00	14,72,800.00
Travelling & Conveyance	12,07,892.00	7,50,670.00
Vehicle Running Expenses	1,79,941.00	2,85,972.00
Telephone & Telex Expenses	269,389.00	2,60,112.00
Legal & Professional Charges	12,777,310.00	6,87,610.00
Director's meeting Fees	9,500.00	17,000.00
Repair & Maintenance Expenses	62,707.00	62,600.00
Internal Auditor Fees	7,500.00	7,500.00
<u>Auditor's Remuneration</u>		
As Audit Fees	68,700.00	67,416.00
As Tax Audit Fees	11,450.00	11,236.00
For Certification	5,725.00	5,618.00
Foreign Exchange Fluctuation (Net)	589,667.00	--
Sundry Balances W / off	--	8,80,429.47
Miscellaneous Expenses	16,70,298.00	20,12,708.00
	183,19,718.00	67,25,013.47



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	15,82,94,668.00	(3,12,90,117.00)
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>	2015-2016	<u>Full Time</u>	2014-2015
a) No. of Persons	One		(One)
b) Salary & Remunerations	42,00,000		42,00,000
C) Perquisite	5,53,723		6,06,769

B. <u>Whole Time Director :</u>	2015-2016	<u>Full Time</u>	2014-2015
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:

	<u>Year ending</u>	<u>Year ending</u>
	<u>31.03.2016</u>	<u>31.03.2015</u>
(a) Net profit/(loss) after Tax	76,13,166	65,88,128
(b) Weighted average nos. of Equity Shares	19,60,000	19,60,000
(C) Basic and Diluted Earning per Equity Share	3.88	3.36

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 Promoters Pvt. Ltd.
49.64%

b) Key Management Personnel :

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

Mrs. Sangeeta Gandhi - Whole Time 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)	Relative of KMP
d) Other Related Parties	M/s Prisha Hospitality Pvt. Ltd. converted into Prisha Hospitality LLP M/s Prisha Projects Pvt. Ltd. converted into Prisha Projects LLP M/s Divisha Projects Pvt. Ltd. converted into Divisha Projects LLP



B. TRANSACTIONS WITH RELATED PARTIES :

Type of Related Party	Description of the transaction	Volume of transaction during the year Rs.		Amount outstanding as on 31st March Receivable / Payable	
		Current Year	PreviousYear	Current Year	PreviousYear
Where Control Exist	-	-	-	-	-
Key Management Personnel	Remuneration	51,00,000	51,00,000	-	--
	Perquisite	5,53,723	6,06,769	--	--
	Rent Paid	76,659	76,659	--	--
	(Reimbursement)				
Relative of Key Management Personnel	Maintenance Charges Recd.	3,00,000	3,00,000	-	-
	Advance Given & Received Back	45,00,000	2,10,50,000	-	--
	Security Deposit	--	1,02,000	-	-
Other Related Parties	Advance Given	--	8,00,000	-	3,24,00,040
	Advances received Back	3,24,00,040	-	-	-
	Loan taken and repaid	--	20,00,000	--	--

Note: In respect of above parties, there is no provision for doubtful debts as on 31st March, 2016 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	2015-16			2014-15		
	Rs.	Value in Foreign Currency		Rs.	Value in Foreign Currency	
Payable	NIL		NIL	NIL	NIL	
Import of Raw Material	21,94,14,316.00	\$	32,11,313.50	28,60,47,611.00	\$	45,62,148.00
Total	21,94,14,316.00	\$	32,11,313.50	28,60,47,611.00	\$	45,62,148.00

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	--	--	18,518.25 (24,464)	1,032,626.209 (1,494,260,544)	18,518.25 (24,464)	1,057,715.160 (1,499,427,750)	--	--
EVA	MT	--	--	242.20 (413)	23,941.998 (389,902,564)	242.20 (413)	24,460,470 (409,10,200)	--	--
LLDPE	MT	--	--	--	--	--	--	--	--
Wet Blue Leather	Dozen	--	--	(51)	(56,16,324)	(51)	(57,37,500)	--	--
Total		--	--	(2,090)	(127,44,120)	(2,090)	(133,80,420)	--	--
Previous year		--	--	--	10565,68,207 (1551,523,552)	--	10821,75,630 (1559,455,870)	--	--

- 13 CIF Value of Imports 10565,68,207 (1551,523,552)
- 14 FOB Value of Exports NIL (NIL)
- 15 Earning in Foreign Currency NIL (NIL)
- 16 Expenditure in Foreign Currency 10,12,131.00 (3,00,223.00)
- 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
M. No. 89190

PLACE : NEW DELHI
DATE : 28-05-2016

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 Vihar, New Delhi-110057 Resi. Add.: D-1/16, Vasant Vihar, New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470





CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

		Year ended 31.03.2016		Year ended 31.03.2015
	Rs.	Rs.	Rs.	Rs.
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before Tax		115,33,153.19		105,88,005.16
Adjustment for :				
Depreciation	19,72,281.39		20,83,673.76	
(Profit) / Loss on sale of Fixed Assets	--		--	
Dividend Received	(24,521.58)		(26,554.57)	
Interest paid/received (Net)	(49,57,178.00)	(30,09,418.19)	(90,07,364.00)	(69,50,244.81)
Operating Profit before Working Capital Changes		85,23,735.00		(36,37,760.35)
Adjustment for :				
Trade receivables	314,19,262.00		(209,59,129.03)	
Other receivables	(132,09,351.00)		(12,74,096.00)	
Inventories	--		--	
Trade payable	(556,21,818.00)	(374,11,907.00)	(482,31,235.60)	(704,64,460.63)
Cash Generated from Operations		(288,88,172.00)		(668,26,700.28)
Direct Tax paid	(41,15,907.00)	(41,15,907.00)	(43,56,432.00)	(43,56,432.00)
Cash Flow from Operations		(330,04,079.00)		(711,83,132.28)
CASH FLOW FROM INVESTING ACTIVITIES				
Interest paid/received (Net)	49,57,178.00		90,07,364.00	
Dividend Received	24,521.58		26,554.57	
Purchase of Investments	--		--	
Sale of Fixed Assets	--		--	
Purchase of Fixed Assets	(63,537.00)	49,18,162.58	(26,69,854.00)	63,64,064.57
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	--		1,02,000.00	
Dividend paid	--		(4,90,000.00)	
Dividend Tax paid	--		(83,275.50)	(4,71,275.50)
Net Increase (Decrease) in cash equivalents		(280,85,916.42)		(652,90,343.21)
Cash and cash equivalent as at 1st April (Opening balance)		1279,91,160.34		1932,81,503.55
Cash and cash equivalent as at 31st March (Closing balance)		999,05,243.92		1279,91,160.34

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 : 28-05-2016



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT OF ABM INTERNATIONAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ABM INTERNATIONAL LIMITED and its associate, which comprise the Consolidated Balance Sheet as at 31st March, 2016 the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of the 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 of these financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 of 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 consolidated 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 consolidated 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 consolidated 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, we consider 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. 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 consolidated 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 consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Company as at 31st March, 2016, and their consolidated Profit and their consolidated cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

I. 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 consolidated Balance Sheet, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated 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 written representations received from the directors as on 31 March, 2016 taken on record by the board of directors of the company and its associate none of the director is disqualified as on 31 March 2016 for being appointment as a director in terms of the section 164(2) of the Companies Act,2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) 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 consolidated financial statements has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 23(2)(ii) to the consolidated financial statements.
 - ii) Provision has been made in consolidated financial statements, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

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

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

Date : 28-05-2016

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



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT
Report on the Internal Financial Controls under Clause (i) of Sub-section 3
of Section 143 of the Companies Act, 2013("the Act")

(Referred to Paragraph 1(f) of Report on Other Legal and Regulatory Requirements of our Report of even date)

In conjunction with our audit of the consolidated financial statements of the company as on 31 March 2016, We have audited the internal financial controls over financial reporting of **ABM International Limited and its associate company.**

Management's Responsibility for Internal Financial Controls

The Company's management and the management of associate are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company and its associate have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Date : 28-05-2016

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

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



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Notes	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
EQUITY AND LIABILITIES			
1. Shareholder's Fund :			
Share Capital	1	196,00,000.00	196,00,000.00
Reserves & Surplus	2	1882,83,650.02	1571,10,463.03
		2078,83,650.02	1767,10,463.03
2. Non Current Liabilities :			
a) Other Long Term Liabilities	3	3,00,000.00	3,00,000.00
		3,00,000.00	3,00,000.00
3. Current Liabilities :			
a) Short Term Borrowings	4	2194,14,316.00	2860,47,611.00
b) Trade Payables	5	20,48,190.00	20,33,382.00
c) Other Current Liabilities	6	186,68,351.40	76,71,682.40
d) Short Term Provisions	7	347,76,754.20	299,54,000.00
		2749,07,611.60	3257,06,675.40
TOTAL EQUITY AND LIABILITIES		4830,91,261.62	5027,17,138.43
ASSETS :			
1. Non Current Assets			
Fixed Assets			
Tangible Assets			
Gross Block	8	390,17,400.09	389,53,863.09
Depreciation		210,10,237.12	190,37,955.73
TOTAL FIXED ASSETS		180,07,162.97	199,15,907.36
Non Current Investments	9	670,31,180.20	428,81,405.20
Deferred Tax Assets (Net)		5,21,640.00	2,08,627.00
Other Non Current Assets	10	3,62,700.00	1,82,700.00
TOTAL NON CURRENT ASSETS		859,22,683.17	631,88,639.56
2. Current Assets :			
a) Inventories	11	--	--
b) Trade Receivables	12	1946,45,850.00	2260,65,112.00
c) Cash & Cash Equivalents	13	999,05,243.92	1279,91,160.34
d) Short Term Loans & Advances	14	486,80,919.00	356,51,568.00
e) Other Current Assets	15	539,36,565.53	498,20,658.53
		3971,68,578.45	4395,28,498.87
TOTAL ASSETS		4830,91,261.62	5027,17,138.43

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 and behalf of Board of Directors of:

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

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

(KAMAL KUMAR GUPTA)
PARTNER
M. No. 89190

PLACE : NEW DELHI
DATE : 28-05-2016

Puneeta Ahuja Company Secretary
M No. 33470



CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

	Notes	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
INCOME			
Sales	16	10821,75,630.00	15594,55,870.00
Other Income	17	149,01,574.58	159,45,345.57
		10970,77,204.58	15754,01,215.57
EXPENDITURE			
Purchases	18	10562,71,361.00	15465,39,858.00
(Increase) / Decrease in Stock	19	--	--
Employees Benefits Expenses	20	74,24,388.00	71,54,025.00
Finance Cost	21	15,56,303.00	23,10,640.18
Depreciation	8	19,72,281.39	20,83,673.76
Other Expenses	22	183,19,718.00	67,25,013.47
		10855,44,051.39	15648,13,210.41
Operating Profit for the year before Extraordinary items & Tax		115,33,153.19	105,88,005.16
Extraordinary items,		-	-
Profit before tax		115,33,153.19	105,88,005.16
Provision for Taxation			
Current Tax		(42,33,000.00)	(38,95,000.00)
Deferred Tax Assets/(Liabilities)		3,13,013.00	(1,04,877.00)
Profit for the year after Tax		76,13,166.19	65,88,128.16
Add: Share of Profit/(Loss) in Associates		241,49,775.00	84,16,806.00
Profit for the year after Tax after Consolidation		317,62,941.19	150,04,934.16
Accounting Policies and Notes on Accounts 23			

The Notes referred to 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

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
 DATE : 28-05-2016



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 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 31-03-2016	As at 31-03-2015			
S. No	Name of Share Holder	No. of Shares	%	No. of Shares	%
1.	Virender Kumar Gandhi	7,90,840	40.35	7,87,640	40.19
2.	Rajneesh Gandhi	3,60,800	18.41	3,60,800	18.41
3.	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	333,00,000.00
Transfer from Export allowance Reserve				674,000.00	--
				339,74,000.00	333,00,000.00
EXPORT ALLOWANCE RESERVE					
Balance Brought Forward				6,74,000.00	6,74,000.00
Transfer from General Reserve Account				6,74,000.00	--
				-	6,74,000.00
PROFIT & LOSS ACCOUNT					
Balance Brought Forward				1231,36,463.03	1018,06,155.11
Profit from Associates on Consolidation				--	69,62,151.00
Profits during the year				317,62,941.19	150,04,934.16
Proposed Dividend				(4,90,000.00)	--
Provision for Dividend distribution Tax				(99,754.20)	--
Additional Depreciation pursuant to change in lives of assets as per Companies Act, 2013)				--	(6,36,772.24)
				1543,09,650.02	1231,36,463.03
				1882,83,650.02	1571,10,463.03



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-3 : OTHER LONG TERM LIABILITIES		
Deposit from Tenents	3,00,000.00	3,00,000.00
	3,00,000.00	3,00,000.00
NOTE-4 : SHORT TERM BORROWINGS (SECURED)		
Acceptances under Letter of Credits from Banks	2194,14,316.00	2860,47,611.00
	2194,14,316.00	2860,47,611.00
NOTE-5 : TRADE PAYABLES		
For Goods	20,48,190.00	20,33,382.00
	20,48,190.00	20,33,382.00
NOTE-6 : OTHER CURRENT LIABILITIES		
Advances from Customers	132,55,000.00	28,02,078.00
Statutory Expenses	10,35,459.00	3,57,587.00
Other Liabilities	42,98,791.00	44,17,186.00
# Unclaimed Dividend	79,101.40	94,831.40
# there is nothing which required to be transferred Investor Education and Protection Fund	186,68,351.40	76,71,682.40
NOTE-7 : SHORT TERM PROVISIONS		
Income Tax	341,87,000.00	299,54,000.00
Proposed Dividend for Equity Shares	(4,90,000.00)	--
Tax on proposed dividend	(99,754.20)	--
	347,76,754.20	299,54,000.00
	534,45,105.60	376,25,682.40

NOTE - 8 : FIXED ASSETS,

TANGIBLE ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION WRITTEN OFF					NET BLOCK	
	As at 31.03.2015	Additions during the year	Deductions during the year	As at 31.03.2016	Up to 31.03.2015	During the year	Additional Dep.as per Company Act. 2013	Adjustment on Sales	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
	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	63,17,382.17	9,63,310.88	-	-	72,80,693.05	115,26,207.95	124,89,518.80
Elevators	20,41,402	-	-	20,41,402	674,147.41	1,05,528.41	-	-	779,675.82	12,61,726.18	13,67,254.59
Furniture & Fixtures	29,15,495	-	-	29,15,495	27,92,226.82	9,311.74	-	-	28,01,538.56	113,956.44	123,268.18
Electrical Fittings	22,89,993	-	-	22,89,993	21,12,578.34	-	-	-	21,12,578.34	1,77,414.66	1,77,414.66
Office Equipments	8,49,149	-	-	8,49,149	784,006.21	18,171.97	-	-	8,02,178.18	46,970.82	65,142.79
Fire Fighting Equipments	1,56,907	-	-	1,56,907	1,49,078.36	-	-	-	1,49,078.36	7,828.64	7,828.64
Motor Cars	64,92,906	-	-	64,92,906	38,67,353.68	807,663.82	-	-	46,75,017.50	18,17,888.50	26,25,552.32
Water Pumps	2,24,353	-	-	2,24,353	2,13,135.35	-	-	-	2,13,135.35	11,217.65	11,217.65
Motor Cycle/Scooter	81,025	35,037	-	116,062	48,486.29	9,740.60	-	-	58,226.89	57,835.11	32,538.71
Computers	2,77,358	28,500	-	305,858	2,53,479.25	20,680.24	-	-	2,74,159.49	31,698.51	23,878.75
Air Conditioners	7,85,010	-	-	7,85,010	7,35,432.57	5,644.46	-	-	7,41,077.03	43,932.97	49,577.43
Generator Set	5,88,832	-	-	5,88,832	5,59,390.40	-	-	-	5,59,390.40	29,441.60	29,441.60
Inverter	2,58,150	-	-	2,58,150	1,58,309.77	3,22,29.26	-	-	1,90,539.03	67,610.97	99,840.23
EPABX	3,92,578	-	-	3,92,578	3,72,949.10	-	-	-	3,72,949.10	19,628.90	19,628.90
	389,53,863	63,537	-	390,17,400	190,37,955.73	19,72,281.39	-	-	210,10,237.12	180,07,162.89	199,15,907.28
Previous Year's Figure	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



NOTE - 9 : INVESTMENTS-LONG TERM

SHARES & SECURITIES	FACE VALUE		PAIDUP VALUE		OPENING BALANCE AS AT 01.04.2015		PURCHASES DURING THE YEAR		SALES DURING THE YEAR		CLOSING BALANCE AS AT 31.03.2016	
	Rs.		Rs.		Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
QUOTED												
Pearl Polymers Ltd.	10	10	10	10	9,000	1,69,017	-	-	-	-	9,000	1,69,017
Global Trust Bank Ltd.	10	10	10	10	5,000	1,05,588	-	-	-	-	5,000	1,05,588
Zee Telefilms Ltd.	1	1	1	1	100*	49,619	-	-	-	-	100	49,619
Bongaigaon Refinery Ltd.	10	10	10	10	1,400**	11,137	-	-	-	-	1,400	11,137
Chennai Petroleum Corpn. Ltd	10	10	10	10	320	11,340	-	-	-	-	320	11,340
AMI Computer (India) Ltd.	10	10	10	10	194,356	87,93,429	-	-	-	-	1,94,356	87,93,429
Integrated Technology Ltd.	10	10	10	10	21,200	4,12,290	-	-	-	-	21,200	4,12,290
Maxima Systems Ltd.	10	10	10	10	100,000	13,00,000	-	-	-	-	1,00,000	13,00,000
Triumph Intl. Finance India Ltd.	10	10	10	10	2,000	3,00,000	-	-	-	-	2,000	3,00,000
Aptech Ltd.	10	10	10	10	300	3,18,701	-	-	-	-	300	3,18,701
Hexaware Tech. Ltd.	10	10	10	10	1000 ***	-	-	-	-	-	1,000	-
Shonkh Technology Ltd.	10	10	10	10	60,450	44,87,344	-	-	-	-	60,450	44,87,344
Krisons Electronics Ltd.	10	10	10	10	2,200	4,301	-	-	-	-	2,200	4,301
Union Bank of India	10	10	10	10	100	1,600	-	-	-	-	100	1,600
Unitech Ltd.	1	1	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
TOTAL (A)					4,40,850	186,58,036					4,40,850	186,58,036
UN QUOTED												
In Associate Company												
Prisha Promoters Pvt. Ltd.	10	10	10	10	6,95,000	69,50,000	-	-	-	-	6,95,000	69,50,000
Less Goodwill on Consolidation						(177,24,518)						(177,24,518)
Post Acquisition Reserve-b/f						246,86,669						246,86,669
Add : Share of Profit/Loss for the year (Net)						84,16,806						84,16,806
Net Value after Consolidation						223,28,957						223,28,957
TOTAL (B)					6,95,000	223,28,957					6,95,000	464,78,732
In other Company/LLP												
Divisha Projects LLP	10	10	10	10	2,00,000	20,00,000	-	-	-	-	2,00,000	20,00,000
TOTAL (C)						20,00,000						20,00,000
Provision for Dilution on value						1,05,588						1,05,588
GRAND TOTAL (A+B+C)					11,35,850	428,81,405					11,35,850	670,31,180
Previous Year's figure						(344,64,598)					(11,35,850)	(428,81,405)

* 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. 22 64 349 00 (Rs. 28 51 668 00)





CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-10 : OTHER NON CURRENT ASSETS (Unsecured, considered goods)		
Security and other Deposits with Govt.	3,62,700.00	1,82,700.00
	3,62,700.00	1,82,700.00
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
Other Debts		
Considered Goods	1,946,45,850.00	2249,01,502.00
	1,946,45,850.00	2260,65,112.00
NOTE-13 : CASH AND BANK BALANCES (as per books and certified)		
Cash in Hand	126,153.50	11,878.50
Balances with Scheduled Banks :		
In Current Accounts	45,335,831.02	424,40,624.44
In Fixed Deposits Accounts (All FDR maturity is with in twelve months)	52,589,000.00	827,03,000.00
In unpaid Dividend Accounts	79,101.40	94,831.40
Interest Accrued on Fixed Deposits	1,775,158.00	27,40,826.00
	999,05,243.92	1279,91,160.34
NOTE-14 : SHORT TERM LOANS AND ADVANCES (Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received		
From Related Parties	--	324,00,040.00
Others	486,80,919.00	32,51,528.00
	486,80,919.00	356,51,568.00
NOTE-15 : OTHER CURRENT ASSETS (Unsecured, considered good)		
Balance with Custom and Excise authorities		
Advance Income Tax/Tax Deducted at Source	508,91,248.53	467,75,341.53
Sales Tax Payments under Disputes	30,45,317.00	30,45,317.00
Total Other Current Assets	53,936,565.53	498,20,658.53



	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
NOTE-16 : INCOME FROM OPERATION		
High Sea Sales	10821,75,630.00	15594,55,870.00
	10821,75,630.00	15594,55,870.00
NOTE-17 : OTHER INCOME		
Dividend	24,521.58	26,554.57
Interest on FDRs	49,57,178.00	90,07,364.00
Rent & Maintenance Receipts	300,000.00	3,00,000.00
Misc. Income	9,000.00	--
Commission Received	68,23,516.00	--
Bad Debts Recovered	27,87,359.00	--
Interest on Income Tax Refund	--	2,63,310.00
Foreign Exchange Fluctuation (Net)	--	63,48,117.00
	149,01,574.58	159,45,345.57
NOTE-18 : PURCHASES OF STOCK IN TRADE		
Purchases	10562,71,361.00	15465,39,858.00
	10562,71,361.00	15465,39,858.00
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	56,53,723.00	57,06,769.00
Salary Wages & Allowances	17,29,956.00	12,90,656.00
Staff welfare Expenses	40,709.00	1,56,600.00
	74,24,388.00	71,54,025.00
NOTE-21 : FINANCE COST		
Bank Charges	15,56,303.00	23,10,640.18
	15,56,303.00	23,10,640.18
NOTE-22 : OTHER EXPENSES		
Rent & Warehousing Charges	76,659.00	76,659.00
Rates & Taxes	3,341.00	3,341.00
Insurance Charges	1,37,772.00	1,23,342.00
Commission & Service Charges	12,41,867.00	14,72,800.00
Travelling & Conveyance	12,07,892.00	7,50,670.00
Vehicle Running Expenses	1,79,941.00	2,85,972.00
Telephone & Telex Expenses	269,389.00	2,60,112.00
Legal & Professional Charges	12,777,310.00	6,87,610.00
Director's meeting Fees	9,500.00	17,000.00
Repair & Maintenance Expenses	62,707.00	62,600.00
Internal Auditor Fees	7,500.00	7,500.00
<u>Auditor's Remuneration</u>		
As Audit Fees	68,700.00	-
As Tax Audit Fees	11,450.00	-
For Certification	5,725.00	85,875.00
Foreign Exchange Fluctuation (Net)	589,667.00	--
Sundry Balances W / off	--	8,80,429.47
Miscellaneous Expenses	16,70,298.00	20,12,708.00
	183,19,718.00	67,25,013.47



NOTE 23: CONSOLIDATED 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.

j) Principal of Consolidation:

Investment in the Associate is dealt with in accordance with Accounting Standard (AS) 23-Accounting for investment in Associates in Consolidated Financials Statement using 'Equity Method'. The Company's Share of the post-acquisition profit or losses is included in the carrying cost of investments.

2. Contingent Liabilities not provided for in respect of :

	Rs.	Rs.
i. Letter of credits issued by Bank	15,82,94,668.00	(3,12,90,117.00)
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:

	<u>Managing Director</u>		<u>Full Time</u>	
		2015-2016		2014-2015
a) No. of Persons		One		(One)
b) Salary & Remunerations		42,00,000		42,00,000
C) Perquisite		5,53,723		6,06,769

	<u>Whole Time Director :</u>		<u>Full Time</u>	
		2015-2016		2014-2015
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

	<u>Year ending</u>	<u>Year ending</u>
	<u>31.03.2016</u>	<u>31.03.2015</u>
(a) Consolidated Net profit/(loss) after Tax	317,62,941.19	150,04,934.16
(b) Weighted average nos. of Equity Shares	19,60,000	19,60,000
(C) Basic and Diluted Earning per Equity Share	16.21	7.66

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) Key Management Personnel :
Mr. Virender Kumar Gandhi - Chairman & Managing Director.
Mrs. Sangeeta Gandhi - Whole Time Director
- b) Relative of Key Management Personnel (with whom transactions have taken place during the year :

Name	Relationship
M/s Century Overseas (Prop. Rajneesh Gandhi)	Relative of KMP

c) Other Related Parties :

M/s Prisha Hospitality Pvt. Ltd. converted into Prisha Hospitality LLP

M/s Prisha Projects Pvt. Ltd. converted into Prisha Projects LLP

M/s Divisha Projects Pvt. Ltd. converted into Divisha Projects LLP



B. TRANSACTIONS WITH RELATED PARTIES :

Type of Related Party	Description of the transaction	Volume of transaction during the year Rs.		Amount outstanding as on 31st March Receivable / Payable	
		Current Year	PreviousYear	Current Year	PreviousYear
Where Control Exist	-	-	-	-	-
Key Management Personnel	Remuneration Perquisite Rent Paid (Reimbursement)	51,00,000 5,53,723 76,659	51,00,000 6,06,769 76,659	- -- --	-- -- --
Relative of Key Management Personnel	Maintenance Charges Recd. Advance Given & Received Back Security Deposit	3,00,000 45,00,000 --	3,00,000 2,10,50,000 1,02,000	- - -	- -- -
Other Related Parties	Advance Given Advances received Back Loan taken and repaid	-- 3,24,00,040 --	8,00,000 - 20,00,000	- - --	3,24,00,040 - --

Note: In respect of above parties, there is no provision for doubtful debts as on 31st March, 2016 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	2015-16			2014-15		
	Rs.	Value in Foreign Currency		Rs.	Value in Foreign Currency	
Payable	NIL		NIL	NIL		NIL
Import of Raw Material	21,94,14,316.00	\$	32,11,313.50	28,60,47,611.00	\$	45,62,148.00
Total	21,94,14,316.00	\$	32,11,313.50	28,60,47,611.00	\$	45,62,148.00

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	--	--	18,518.25	1,032,626,209	18,518.25	1,057,715,160	--	--
		-	--	(24,464)	(1,494,260,544)	(24,464)	(1,499,427,750)	--	--
EVA	MT	--	--	242.20	23,941,998	242.20	24,460,470	--	--
		-	--	(413)	(389,902,564)	(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		--	--	--	10565,68,207	--	10821,75,630	--	-
Previous year		--	--	--	(1551,523,552)	--	(1559,455,870)	--	-

- 13 CIF Value of Imports 10565,68,207 (1551,523,552)
- 14 FOB Value of Exports NIL (NIL)
- 15 Earning in Foreign Currency NIL (NIL)
- 16 Expenditure in Foreign Currency 10,12,131.00 (3,00,223.00)
- 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
 M. No. 89190

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

PLACE : NEW DELHI
 DATE : 28-05-2016

Puneeta Ahuja Company Secretary
 M No. 33470





CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Rs.	Year ended 31.03.2016 Rs.	Rs.	Year ended 31.03.2015 Rs.
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before Tax		115,33,153.19		105,88,005.16
Adjustment for :				
Depreciation	19,72,281.39		20,83,673.76	
(Profit) / Loss on sale of Fixed Assets	--		--	
Dividend Received	(24,521.58)		(26,554.57)	
Interest paid/received (Net)	(49,57,178.00)	(30,09,418.19)	(90,07,364.00)	(69,50,244.81)
Operating Profit before Working Capital Changes		85,23,735.00		(36,37,760.35)
Adjustment for :				
Trade receivables	314,19,262.00		(209,59,129.03)	
Other receivables	(132,09,351.00)		(12,74,096.00)	
Inventories	--		--	
Trade payable	(556,21,818.00)	(374,11,907.00)	(482,31,235.60)	(704,64,460.63)
Cash Generated from Operations		(288,88,172.00)		(668,26,700.28)
Direct Tax paid	(41,15,907.00)	(41,15,907.00)	(43,56,432.00)	(43,56,432.00)
Cash Flow from Operations		(330,04,079.00)		(711,83,132.28)
CASH FLOW FROM INVESTING ACTIVITIES				
Interest paid/received (Net)	49,57,178.00		90,07,364.00	
Dividend Received	24,521.58		26,554.57	
Purchase of Investments	--		--	
Sale of Fixed Assets	--		--	
Purchase of Fixed Assets	(63,537.00)	49,18,162.58	(26,69,854.00)	63,64,064.57
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	--		1,02,000.00	
Dividend paid	--		(4,90,000.00)	
Dividend Tax paid	--		(83,275.50)	(4,71,275.50)
Net Increase (Decrease) in cash equivalents		(280,85,916.42)		(652,90,343.21)
Cash and cash equivalent as at 1st April (Opening balance)		1279,91,160.34		1932,81,503.55
Cash and cash equivalent as at 31st March (Closing balance)		999,05,243.92		1279,91,160.34

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

(KAMAL KUMAR GUPTA)
PARTNER
M. No. 89190

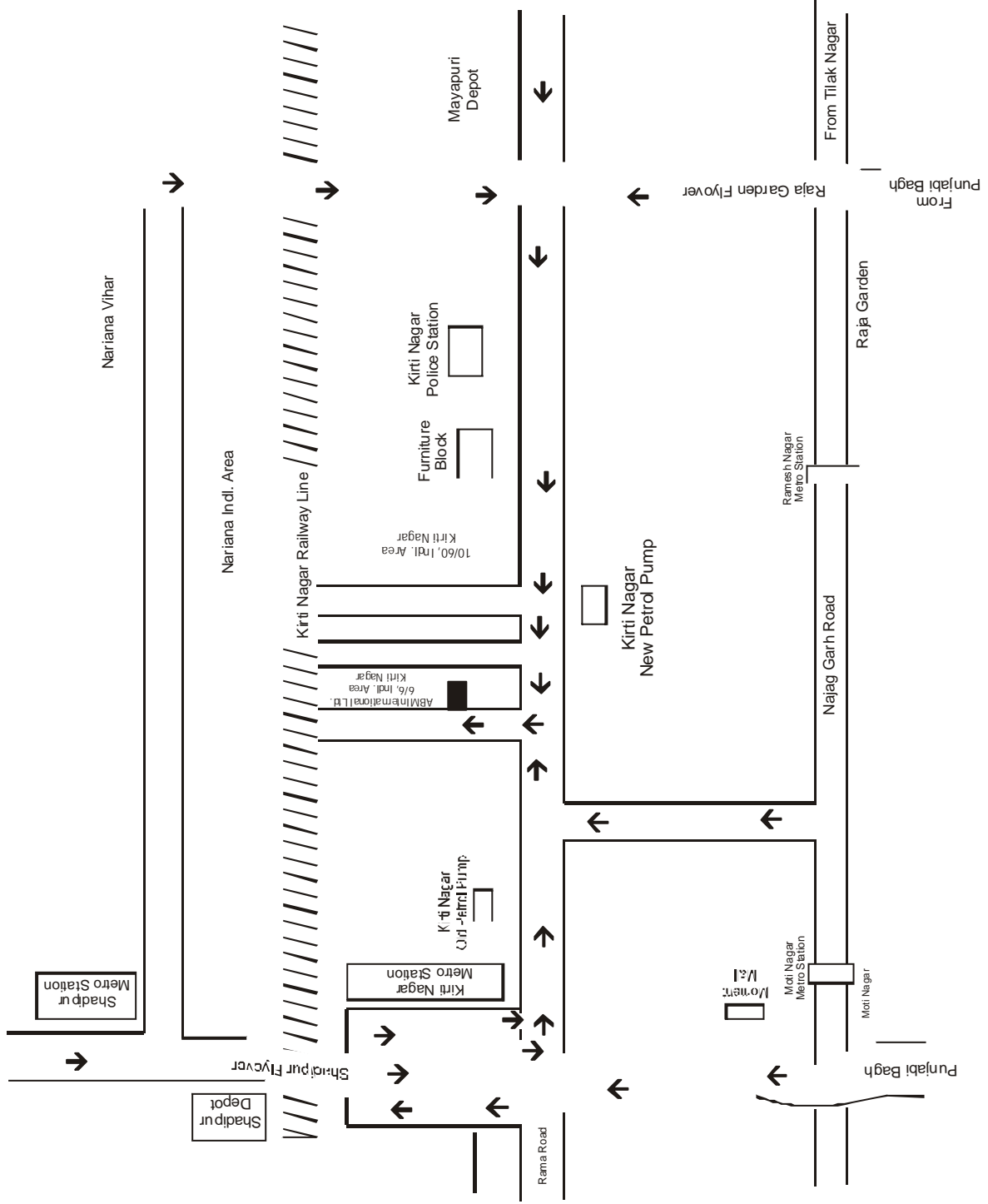
For and behalf of Board of Directors of:

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 : 28-05-2016





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]

33rd Annual General Meeting -20th September, 2016 at 4 PM. at 6/6, Industrial Area, Kirti Nagar, New Delhi-110015

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 33rd Annual General Meeting of the Company, to be held on Tuesday, the 20th day of September, 2016, at 04.00 PM at 6/6, 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, 2016
2	Re-appointment of Mrs. Sangeeta Gandhi as Director of the Company
3	Declaration of Dividend on Equity Shares for the Financial Year 2015-16.
4	Appointment of Auditors and fix their remuneration

Signed this day of2016

.....
Signature of Shareholder

.....
Signature of Proxyholder(s)

AFFIX
REVENUE
STAMP

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

ABMINTERNATIONAL LIMITED

Regd. Office:
10/60, Industrial Area,
Kirti Nagar, New Delhi – 110015

33rd Annual General Meeting

I/We hereby record my/our presence at the 33rd ANNUAL GENERAL MEETING of the Company to be held at 6/6, Kirti Nagar, Industrial Area, New Delhi - 110015 on Tuesday, the 20th day of September, 2016, 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. Share holders are requested to bring the copy of Annula Report at the meeting.
3. Shareholders are requested to advise, indicating their account numbers, the change in the address, if any to the Company.