



34th

**ANNUAL REPORT
2016 - 2017**

ABM International Ltd.



ABM INTERNATIONAL LTD.

Board of Directors

Shri Virender Kumar Gandhi
Chairman & Managing Director

Smt. Sangeeta Gandhi
Whole-Time Director

Shri S.S. Rana Independent
Director

Shri M. S. Venkateswaran
Independent Director

Shri Kawaljit Singh Bhatia
Director

Shri Sunil Gupta
Director

Chief Financial Officer

Shri V.Mahalingam

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 : 28th September, 2017 at 4.00 P.M.
at 6/6, Industrial Area, Kirti Nagar,
New Delhi-110015

2. Financial Calendar : 1st April,2016 to 31st March,2017

3. Listing at Stock Exchange : National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G, Bandra Kurla
Complex, Bandra (E), Mumbai-400 051.

4. Investor Correspondence : Share Department,
ABM International Limited,
10/60,Industrial Area,Kirti Nagar,
New Delhi-110015.
Tel.:(011)25927878,41426055

5. Registrar for Demat Services &
ShareTransferAgent : 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: ykgandhi@abmintl.in; Website: www.abmintl.in

Corporate Identification Number (CIN): L51909DL1983PLC015585

NSE TRADING SYMBOL: ABMINTLTD.

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of **ABM INTERNATIONAL LIMITED** will be held on Thursday, the 28th day of September, 2017, At 4:00 P.M. at 6/6, Industrial Area, Kirti Nagar, New Delhi-110015 to transact the following business (es):

ORDINARY BUSINESSSES:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash flow Statement (both consolidated and standalone) 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. **Appointment of Statutory Auditor's of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of the section 139,142 and other applicable provisions , if any , of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s SPRM & Associates Chartered Accountants (Firm Registration No. 007578N) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E), to hold office from the conclusion of this Annual General Meeting (“ AGM”) till the conclusion of the 39th AGM to be held in the year 2022 (subject to ratification of their appointment by the members at every AGM to be held after this Annual General Meeting at such remuneration, as may be mutually agreed to by and between the Board of Directors of the Company and Auditors.”

SPECIAL BUSINESSSES:

4. **Regularization of Additional Director, Mr. Kawaljit Singh Bhatia**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 and any other applicable provision, if any, of the Companies act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Kawaljit Singh Bhatia, who was appointed as an Additional Director of the Company w.e.f. October 22, 2016 by the Board of Directors pursuant to section 161 of the Act and as recommended by Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lac only) from a member under section 160 of the Act proposing the candidature of Mr. Kawaljit Singh Bhatia for the office of Director, be and is hereby appointed as Non Executive Director of the Company, liable to retire by rotation.”



5. Appointment of Mr. Virender Kumar Gandhi (DIN: 00244762) as Managing Director

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable Statutory provisions of the Companies Act, 2013 rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and with (including any statutory modification (s) or re-enactment thereof, for the time being in force) Mr. Virender Kumar Gandhi who is the Managing Director of the Company and whose term would expire on 30th June, 2018 and who has already attained the age of 70 years, be and is hereby re-appointed as Managing Director of the Company for a further term of 3 years w.e.f. 1st July ,2018 as recommended by the Nomination and Remuneration Committee, on the following terms and conditions:

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

Salary including Perquisites : Rs.6, 50,000(Rupees Six Lakh Fifty Thousand Only) per month.

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

Medical Reimbursement:

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

Leave Travel concession:

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

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

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

The following perquisites shall not form part of salary:

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

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

Place: New Delhi
Date: 11th August, 2017

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



NOTES

1. **AMEMBER 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 blank 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 and Item No. 4 of Notice is Annexed to the notice as Annexure-2.
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. 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.
7. 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. BeetalHouse,3rdFloor, 99, Madangir,(BehindLocalShoppingComplex), NearDadaHarsukhDasMandir, New Delhi - 110062
 - c. Quote their DPID No./Client ID No.or folio number in all their correspondence.
8. The Annual Report for 2016-17 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 2016-17 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**.
9. 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.
10. 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.



11. 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.
12. 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. BeetalHouse,3rdFloor, 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.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation into singlefolio.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of theCompaniesAct,2013willbeavailableforinspectionattheAnnualGeneralMeeting.
15. 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.
16. 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 2009-10and 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 2009-10 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 2009-10 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 2009-10, on or after 31st October, 2017.

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
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
20.09.2016	29.10.2023

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



17. 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.
18. 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.
19. 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.
20. 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.
21. The route map along with prominent land mark for easy location of the 34th 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 25.09.2017 (09.00 A.M.) and ends on 27.09.2017 (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 22.09.2017 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 (iv).</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.



- * 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. 22nd September, 2017, 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 25th September, 2017(9:00A.M) and ends on 27th September, 2017(5:00 P.M). During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Item No. 3

M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E) appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) of the Company held on September 20, 2014 for the term of three years to hold office till the conclusion of this AGM. M/s Salarpuria & Partners has been the Statutory Auditors of the Company since Incorporation.

As per the second proviso to Section 139(2) of the Companies Act, 2013, a transition period of three years from the commencement of the Act was provided to appoint a new auditor when existing audit firm has completed two terms of five consecutive years. In compliance with the provisions of the Act, the Company will have to appoint a new Auditor in place of the existing Statutory Auditors.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 11th August, 2017 proposed the appointment of M/S SPMR & Associates as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment by the members at every AGM held after this Annual General Meeting, if so, required under the Act).

Item No. 4

Mr. Kawaljit Singh Bhatia (DIN :02024597) was appointed as an Additional Director of the Company with effect from 22 October, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Bhatia holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no.4 of the Notice for the appointment of Mr. Kawaljit Singh Bhatia as a Non-Executive Director, liable to retire by rotation. A statement containing his profile is given as per Annexure 2.

Except Mr. Kawaljit Singh Bhatia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5

Shri Virender Kumar Gandhi has been re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2018. His reappointment was made by the Board of Directors at their Meeting held on 11.08.2017 on the salary and remuneration as detailed in the respective resolution. The appointment and payment of remuneration, including perquisites, have been approved by the Nomination and Remuneration committee consisting of Non-Executive Directors out of which not less than one half shall be Independent Directors. Shri Virender Kumar Gandhi possess a rich experience of 55 years of



trade and industry. He is the Promoter Director of the Company. He has put his hard labour to bring the Company at a good level. Today, with his efforts supported by a very meagre work force, the Company has achieved a turnover of Rs. 142 crores during the financial year

The first appointment date of Mr. Virender Kumar Gandhi as a Director in the company is 21.04.1983 and his current shareholding is 4745040 shares in the Company. During the year he attended 9 Board Meetings and he is also Director in Prisha Promoters Private Limited.

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

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

S. NO.	INFORMATION REQUIRED	STATUS
I.	GENERAL INFORMATION	
(1)	Nature of industry	Trading in Plastic Raw Materials
(2)	Production Date or expected date of Commencement of Commercial	N.A
(3)	In case of new Companies, expected Date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given Indicators	
II.	INFORMATION ABOUT THE APPOINTEE	
(1)	Background details: Mr. Virender Kumar Gandhi has done his B.Com (Hons) from Delhi University in the year 1964. He is in business since 1962 and having a vast experience of 55 years. He remained as President of All India Federation of Plastic industries in 1989-1990 and life time member of All India Plastic Manufacturers Association. He is the promoter Director of the company.	
(2)	Past Remuneration: Mr. Virender Kumar Gandhi was drawing a remuneration of Rs. 48.07 Lakh per annum as against Rs. 84 Lakhs per annum as per approval of the Central Government	
(3)	Recognition or awards: In 1969-70, Mr. Virender Kumar Gandhi was bestowed with National Award by the then President of India, Mr. V.V. Giri for making a " BLOUSE HOOK MAKING MACHINE" which was then an item of import substitution.	
(4)	Job profile and his suitability: Mr. Virender Kumar Gandhi, Managing Director is engaged in managing the affairs of the Company in the following ways: 1. Responsible for coordination of all the activities of the Company. 2. Responsible for the effectiveness of the organization in pursuit of the Company's goals and objectives.	
(5)	Remuneration Proposed: As per details given in the resolution at item no. 5 of the Notice	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) The proposed remuneration is in line with remuneration prevailing in other industry, size of the company, profile of the position and person.	

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

No pecuniary relationship except remuneration. Relative of Mrs. Sangeeta Gandhi, the Whole Time Director of the Company.

III. OTHER INFORMATION

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

	Turnover (Rs. In Lakhs)	Net Profits (Rs. In Lakhs)
2017-18	15,500	92.81
2018-19	16,500	100.50
2019-20	17,500	120.80

Place: New Delhi
Date: 11th August, 2017

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



ANNEXURE - 1

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

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mrs. Sangeeta Gandhi
Designation	Whole Time Director
Age	43
Date of Birth	17.11.1973
Date of first appointment	01.04.2009
Qualification	Commerce Graduate
Experience	Having good experience and understanding in the matters relating to trade and industry
Profile	She is looking after the Administrative and Marketing activities of the Company
Directorship held in other Companies	Prisha Promoters Private Limited
Directorship held in Listed entities (other than ABM International Limited)	NIL
Membership of Committees of the Board	NIL
Numbers of shares held in the Company	1328400
No. of Board Meeting attended during the year	9
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

ANNEXURE - 2

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

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mr. Kawaljeet Singh Bhatia
Designation	Director
Age	53
Date of Birth	01.11.1963
Date of first appointment	19.09.2014
Qualification	Graduate
Experience	32 years of experience
Profile	Mr. Kwaljeet Singh Bhatia is a Graduate and has around 32 years of experience
Directorship held in other Companies	Oscar Global Limited
Directorship held in Listed entities (other than ABM International Limited)	Oscar Global Limited
Membership of Committees of the Board	Nomination and Remuneration, Audit Committee
Numbers of shares held in the Company	Nil
No. of Board Meeting attended during the year	9
Remuneration	Nil
Relationship with other Directors Managers and KMP of the Company	Nil



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, 2017.

FINANCIAL RESULTS	CURRENT YEAR 2016-2017 (Rs.)	PREVIOUS YEAR 2015-2016 (Rs.)
Turnover	142,09,59,218	1,088,999,146
Profit before depreciation	1,16,50,945.84	135,05,435
Depreciation	23,69,575.56	19,72,281
Net Profit after depreciation	92,81,370.28	115,33,153
Provision for taxation (Net)	(30,60,879)	(39,19,987)
Net Profit(Loss) for the year after tax	62,20,491.28	76,13,166
Surplus brought forward from previous year	11,47,80,918.02	10,77,57,506
Surplus available for Appropriation	12,10,01,409.28	11,53,70,672
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		--
Balance carried over to next year	2,30,01,409.30	11,47,80,918

KEY HIGHLIGHTS

During the period under consideration, the turnover for the year has increased to Rs. 142.09 Cr. in 2016-17 as against Rs. 108.90 Cr. in 2015-16. However, the Net Profit for the year decreased to Rs.62.20 Lakhs in 2016-17 from Rs. 76.13 Lakhs in the previous year.

The Earning per share (EPS) for the year is Rs.0.53 per share as compared to Rs3.88 per share of the previous year

DIVIDEND

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

CHANGE IN SHARE CAPITAL

During the Current year, there is change in capital structure of the Company. The Company has allotted 98,00,000 fully paid up equity shares of Rs. 10/- each as Bonus Issue by Capitalization of Free Reserves to the members of the Company in the proportion of 5 new fully paid – up equity shares of RS. 10/- each for every 1 equity share of Rs. 10/- each.

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 on 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

Your Company's shares are now listed at National Stock Exchange of India Limited w.e.f. June 14, 2016 and the Company is regularly paying the fees to the exchange.

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 9 (Nine) times during the Financial Year 2016-17 i.e. on 28th May, 28th July, 21st September, 22nd October, 6th December, 14th December in the year 2016 and 23rd January, 4th March and 17th March in the year 2017.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Appointment

The Board of Directors, at its meeting held on 22nd October, 2016, appointed Mr. Kawaljit Singh Bhatia (DIN: 02024597) as an Additional Director of the Company. His tenure is upto the conclusion of forthcoming AGM. The Board at its meeting held on 11th August, 2017, on recommendation of Nomination and Remuneration Committee has appointed Mr. Kawaljit Singh Bhatia as Non Executive Director of the Company, liable to retire by rotation, subject to approval of shareholders in the ensuing Annual General Meeting"

Mr. Virender Kumar Gandhi has been re-appointed as Managing Director w.e.f. 1st July, 2018 for a term of 3 years subject to approval of shareholders at ensuing Annual General Meeting.

Mr. Sunil Gupta who ceased to be a Director on the Board w.e.f. 20th September, 2016, as per section 161 of the Companies Act, 2014 was again appointed as Additional Director w.e.f. 12th December, 2016, based on the recommendations of the Nomination and Remuneration Committee of the Company, office upto the date of ensuing Annual General Meeting.

Retirement by Rotation

As per the provisions of Section 152 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.

Directors and Key Managerial Personnel

Mrs. Sangeeta Gandhi has resigned from the post of Chief Financial Officer of the Company with effect from 21st September 2016 due to personal reasons but shall remain as Whole Time Director of the Company.

The Board appointed Mr. V. Mahalingam as a Chief Financial Officer of the Company with effect from 6th December, 2016 pursuant to the provisions of Section 203 of the Act.

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 Ms. Puneeta Ahuja, Company Secretary.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

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 Extract 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 included in this Report as **Annexure and** forms an integral part of this Report.

AUDITORS

Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the term of M/s Salarpuria & Partners, Chartered Accountants (Firm Reg. No. 302113E) as the Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting of the Company. The Board of Directors of the Company at their meeting held on 11th August, 2017, on the recommendation of the Audit Committee, have made its recommendation for appointment of M/s SPMR & Associates, Chartered Accountants (Firm Registration Number: 007578N), as the Statutory Auditors of the Company by the members at the forthcoming Annual General Meeting of the Company for a period of five consecutive years from the conclusion of the 34th Annual general Meeting of the Company scheduled to be held on 28th September, 2017, till the conclusion of the 39th Annual General Meeting to be held in the year 2022. The first year of audit will be of the financial statements for the year ended March 31st, 2018.

The Company has received a written consent and a certificate from Auditors that they satisfy the criteria provided under Section 141 of the Act and that their re-appointment, if made by the members, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. Accordingly, pursuant to Section 139 of the Companies Act, 2013, a resolution, proposing the appointment of M/s SPMR & Associates, Chartered Accountants (Firm Reg No. 007578N) as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in 2022 forms part of the Notice of the ensuing Annual General Meeting of the Company.

As required under Regulation 33 the said firm has confirmed that they hold a valid certificate issued by Peer Review Board of the ICAI and thus are qualified to give reports for a Listed Company.

AUDITORS REPORT

The auditor's report submitted by the Statutory Auditors on the financial statements of the Company for the year ended March 31, 2017 forms part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their report. The auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act and no comment of Board on audit report is required to be given.



Secretarial Auditors

Pursuant to the provisions 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 as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2016-17, as required under Companies Act, 2013. The Secretarial Audit Report submitted by the Secretarial Auditor for the F.Y. 2016-17 is annexed as **Annexure-B** and forms an integral part of this report.

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 which would impact 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.

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review various business processes. Independence of the Internal Auditors and compliance is ensured by the direct report of Internal Auditors to the Audit Committee of the Board.

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 Loans, guarantee or investment 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 Company as on March 31, 2017. 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 statement of the Company's , associate company in Form AOC-1 is attached as **Annexure D**.

RULE 8 of Companies (Accounts) Rules, 2014 compliance



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 three 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

The board has accepted all the recommendation of the Audit Committee.

The company secretary of the Company acts as a secretary of the AC.

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, 2017, 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 2016-17 to the Policy adopted by the company.

FORMAL ANNUAL EVALUATION

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation i.e. evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board

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

In compliance with the Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out an evaluation of its own performance, Committees and performance of individual Directors during the period under review. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. The evaluation involves Self-Evaluation by the Board Members and subsequent assessment by the Board of Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

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 Rs. 11,76,00,000 (Eleven Crore Seventy Six Lakhs only) and net worth not exceeding Rs.25,00,00,000 (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 required to comply with the said provisions.

PARTICULARS 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 Company has 8 permanent Employees on the rolls of Company as on 31st March, 2017.

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 there of 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 2017 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 2016-17.

- (iii) 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	Whether employee is relative of Director or Manager
Mr. Virender Kumar Gandhi	Managing Director	47,53,723	Permanent	Graduate	55	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	49	1985	67	NA	NIL	NIL
Mr. Sita Ram	Manager (Liaison)	3,33,200	Permanent	Graduate	21	2002	44	NA	NIL	NIL
Mr. Sushil Gambhir	Manager (Accounts)	3,28,800	Permanent	Graduate	16	2006	38	NA	NIL	NIL
Ms. Puneeta Ahuja	Company Secretary	2,41,895	Permanent	Graduate, CS	4	2014	29	NA	NIL	NIL
Mr. Vijay Kumar	Driver	1,92,107	Permanent	Metric	16	2004	49	NA	NIL	NIL
Mr. Ratneshwar Jha	Supervisor	1,46,869	Permanent	Metric	26	1995	56	NA	NIL	NIL

* The Company has 8 permanent employees on the rolls of Company as on 31st March, 2017.

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	NIL	1012131
3.	F.O.B. Value of Exports	NIL	NIL
4.	C.I.F. Value of Imports	141,16,66,855	105,62,71,361

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: 11th August, 2017

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



“Annexure 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 : N.A.

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, 2016)				No. of Shares held at the end of the year (March 31, 2017)				% 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	1368940	85100	1454040	74.19	8718240	6000	8724240	74.19	
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)	1368940	85100	1454040	74.19	8718240	6000	8724240	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)	1368940	85100	1454040	74.19	8718240	6000	8724240	74.19	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	-	0	0	0	-	-
b) Banks / FI	0	0	0	-	0	0	0	-	-
c) Central Govt	0	0	0	-	0	0	0	-	-
d) State Govt(s)	0	0	0	-	0	0	0	-	-
e) Venture Capital Funds	0	0	0	-	0	0	0	-	-
f) Insurance Companies	0	0	0	-	0	0	0	-	-
g) FIs	0	0	0	-	0	0	0	-	-
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	-
i) Others (specify)	0	0	0	-	0	0	0	-	-
Sub-total (B)(1):-	0	0	0	-	0	0	0	-	-



2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	32000	32000	1.63	9358	192000	201358	1.7100	0.46
ii) Overseas	0	0	0	-	0	0	0	-	-
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	9000	128060	137060	7.00	43752	692520	736272	6.2608	0.7392
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	320000	16000	336000	17.14	1920000	171840	2091840	17.7878	0.6478
c) Others (specify)	0	0	0	-	0	0	0	-	-
Non Resident Indians	0	0	0	-	0	0	0	-	-
Overseas Corporate	0	0	0	-	0	0	0	-	-
Bodies									
Foreign Nationals	0	0	0	-	0	0	0	-	-
Clearing Members	0	0	0	-	0	0	0	-	-
Trusts	0	0	0	-	0	0	0	-	-
Foreign Bodies - D R	0	0	0	-	0	0	0	-	-
Sub-total (B)(2):-	329900	176060	505960	25.28	1979400	1056360	3035760	25.81	-
Total Public Share holding (B)=(B)(1)+(B)(2)	329900	176060	505960	25.28	1979400	1056360	3035760	25.81	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	-	0	0	0	-	-
Grand Total (A+B+C)	1698840	261160	1960000	-	10697640	1062360	11760000	100	-

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (April 1 st , 2016)			Shareholding at the end of the year (March 31 st , 2017)			% 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 total shares of the company	% of Pledged/ encumbered to total shares	
1.	Virender Kumar Gandhi	790840	40.35	0	4745040	40.35	0	-
2.	Sangeeta Gandhi	221400	11.30	0	1328400	11.30	0	-
3.	Mridula Gaiind	770000	3.93	0	462000	3.93	0	-
4.	Rajnish Gandhi	360800	18.41	0	2164800	18.41	0	-
5.	Man Mohan Gaiind	4000	0.20	0	24000	0.20	0	-
	Total	1454040	74.19	0	8724240	74.19	0	-



(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

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
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year				

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

S. No.	Name of Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Yash Gupta At the beginning of the year At the end of the year	84000	4.29	- 504000	 4.29
2.	Abhinav Gupta At the beginning of the year At the end of the year	80000	4.08	480000	4.08
3.	Parul Bellani At the beginning of the year At the end of the year	78000	3.98	468000	3.98
4.	Mukesh Bellani At the beginning of the year At the end of the year	78000	3.98	468000	3.98
5.	M/s International Securities Ltd. At the beginning of the year At the end of the year	32000	1.63	192000	1.63
6.	Rajnish Grover At the beginning of the year At the end of the year	16000	0.81	96000	0.81
7.	Navin Shah At the beginning of the year At the end of the year	3840	0.20	23040	0.20
8.	Dharam Dev Mahajan At the beginning of the year At the end of the year	2400	0.12	14400	0.12
9.	Lalchand Jain At the beginning of the year At the end of the year	2400	0.12	14400	0.12
10.	M/s. J.P. Ralli & Sons At the beginning of the year At the end of the year	0 0	0 0	12000	0.102
11.	Mukesh Kumar At the beginning of the year At the end of the year	2400	0.12		0

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		
	At the end of the year			4745040	40.19
2.	Sangeeta Gandhi (Whole Time Director and CFO)				
	At the beginning of the year	221400	11.29		
	At the end of the year		11.29	1328400	11.29
3.	M. S. Venkateswaran (Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
4.	Suresh Singh Virendranath Rana (Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	Kawaljit Singh Bhatia (Additional Director)				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
6.	Puneeta Ahuja				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

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

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



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. No.	Particulars of Remuneration	Virender Kumar Gandhi (Managing Director)	Sangeeta Gandhi (WTD)	Total Amount in Rs.
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	42,00,000	9,00,000	51,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,45,411		6,45,411
	(c) Profits in lieu of salary u/s 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	48,45,411	9,00,000	57,45,411
	Ceiling as per the Act	60,00,000	30,00,000	

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	500	4500	4000	1500	10,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	500	4500	4000	1500	10,500
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify					
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	500	4500	2500	1500	10,500
	Total Managerial Remuneration	500	-	50000	1500	10,500
	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 2016 to 20th September, 2016 and from 22th October, 2016 to 31st March, 2017.
- Mr. Sunil Gupta remuneration is for the period from 1st April 2016, 2016 to 20th September, 2016 and from 12th December, 2016 to 31st March, 2017.
- Mr. S.S.Rana remuneration is for 1 Board and / or committee Meeting attended during the financial year out of total 9 Board and / or Committee Meeting.
- Mr. M.S. Venkateswaran remuneration is for 9 Board and / or committee Meeting. He attended all 9 Board and / or Committee Meeting during the Financial Year.



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

S. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2,37,025	1,10,498	3,47,523
	(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	-	2,37,025	1,10,498	3,47,523

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		

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

Place: New Delhi
Date: 11th August, 2017



“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 2017**

[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 in respect of compliance with specific applicable statutory provisions and adherence to good corporate practices by “ABM International Limited” (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conduct /statutory compliance and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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 March 31, 2017 according to the provisions of:

- (i) The Companies Act, 1956 and Companies Act, 2013 (“the Acts”) and the rules made thereunder, as applicable;
- (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 prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable
 - e. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities during the financial year under review;
 - f. 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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;



- g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
 - h. Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 - Not applicable as the Company has not bought back any of its securities during the financial year under review.
- (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.
 - (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited.
 - (iii) SEBI (The Listing Obligations And Disclosure Requirements) Regulations, 2015

Based on my verification of the Company's 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 financial year ended **March 31, 2017** complied with the aforesaid laws.

Based on the information received and records made available, I further report that:

1. 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 financial year under review, were carried out in compliance with the provisions of the Acts and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Adequate notice was given to all the Directors regarding holding of the Board Meetings. Agenda was sent in advance before the meeting. There exists a system for Directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
3. Decisions at the Board Meetings were taken unanimously and recorded as part of the Minutes of the Meetings. (No dissent was there nor any dissent recorded)

In my opinion, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and applicable general laws like labour laws, environmental laws and competition laws etc.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) of the Managing Director, Company Secretary and Chief Financial Officer taken on record by the Board of Directors at its meeting(s), I am of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with the specifically applicable laws, rules, regulations and guidelines as mentioned in this report and applicable general laws like labour laws competition laws, environmental laws, etc.

I further report that:

1. The Company has altered Capital Clause of Memorandum of Association of the Company and the Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each.
2. The Company has allotted 98,00,000 of Rs. 10/- each Equity shares as Bonus shares dated 16 March,2017.
3. The Company has transferred the amount lying in Unpaid Dividend Account of Company to Investor Education and Protection Fund in compliance with the provisions of the Companies Act, 2013.
4. The Company has taken loan against hypothecation of car but has not created charge during the period under review.

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

PLACE: NEW DELHI
DATE: 10.08.2017



R. S. Bhatia

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

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

Annexure A

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

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Whether required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

5. The Secretarial Audit 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.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

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

Place: New Delhi
Date : 10.08.2017



“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: 11th August, 2017

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



“Annexure 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.	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	31.03.2017
2.	Date on which the Associate was associated	20.04.2004
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. 9,44,39,945
10.	Profit/Loss for the year i. Considered in Consolidation ii Not Considered in Consolidation	Rs. 66,24,413.45 Rs. 8,13,703

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

PLACE : NEW DELHI
DATE : 27-05-2017

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
DIN No. 00265593
Resi. Add.: D-1/16, Vasant Vihar,
New Delhi-110057

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, 2013 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 2016-2017 (Rs.)	PREVIOUS YEAR 2015-2016 (Rs.)
Turnover	142,09,59,218	108,89,99,146
Profit before depreciation	1,16,50,945.84	135,05,435
Depreciation	23,69,575.56	19,72,281
Net Profit after depreciation	92,81,370.28	115,33,153.19
Provision for taxation (Net)	(30,60,879)	(39,19,987)
Net Profit(Loss) for the year after tax	62,20,491.28	76,13,166.19
Surplus brought forward from previous year	11,47,80,918.02	10,77,57,506
Surplus available for Appropriation	12,10,409.3	11,53,70,672
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	--	--
Balance carried over to next year	2,30,01,409.30	1147,80,918.02

The Consolidated Financial and Operational Performance of the company with its Associate are as provided below:-

Turnover	1,42,09,59,218	108,21,75,630
Profit before depreciation	1,16,50,945.84	135,05,435
Depreciation	23,69,575.56	19,72,281.39
Net Profit after depreciation	92,81,370.28	115,33,153.19
Provision for taxation (Net)	(30,60,879)	(39,19,987)
Net Profit(Loss) for the year after tax	62,20,491.28	76,13,166.19
Add: Share of Profit/(Loss) in Associates	4,03,922.17	241,49,775
Profit for the year after Tax after Consolidation	66,24,413.45	317,62,941.19
Surplus brought forward from previous year	1,54,309,605.02	1231,36,463.03
Surplus available for Appropriation	16,09,34,063	1548,99,404
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	---	—
Balance carried over to next year	6,29,34,063.47	1543,09,650

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, 2017.



Independent Auditor's Report

To the Members of ABM International Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of ABM International Limited, which comprise the Balance Sheet as at 31 March 2017, 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, 2017, 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 2017 taken on record by the Board of Directors none of the director is disqualified as on 31 March 2017 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 by the Company.
 - iv. The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November,2016 to 30th December,2016 and these are in accordance with books of Accounts maintained by the Company.

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

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

Date : 27-05-2017

(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 verifications.
- (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**
CHARTERED ACCOUNTANTS
Firm Registration No. 302113E

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

Date : 27-05-2017

(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, 2017 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, 2017, 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
CHARTERED ACCOUNTANTS
Firm Registration No. 302113E**

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

Date : 27-05-2017

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



BALANCE SHEET AS AT 31ST MARCH, 2017

	Notes	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
EQUITY AND LIABILITIES			
1. Shareholder's Fund :			
Share Capital	1	1176,00,000.00	196,00,000.00
Reserves & Surplus	2	569,75,409.30	1487,54,918.02
		1745,75,409.30	1683,54,918.02
2. Non Current Liabilities :			
a) Other Long Term Liabilities	3	13,45,065.10	3,00,000.00
		13,45,065.10	3,00,000.00
3. Current Liabilities :			
a) Short Term Borrowings	4	1288,43,506.00	2194,14,316.00
b) Trade Payables	5	6,15,817.00	20,48,190.00
c) Other Current Liabilities	6	226,82,675.95	186,68,351.40
d) Short Term Provisions	7	372,65,575.00	347,76,754.20
		1894,07,573.95	2749,07,611.60
TOTAL EQUITY AND LIABILITIES		3653,28,048.35	4435,62,529.62
ASSETS :			
1. Non Current Assets			
Fixed Assets			
Tangible Assets			
Gross Block	8	401,37,081.09	390,17,400.09
Depreciation		214,03,452.59	210,10,237.12
TOTAL FIXED ASSETS		187,33,628.50	180,07,162.97
Non Current Investments	9	275,02,448.20	275,02,448.20
Deferred Tax Assets (Net)		5,39,336.00	5,21,640.00
Other Non Current Assets	10	3,62,700.00	3,62,700.00
TOTAL NON CURRENT ASSETS		471,38,112.70	463,93,951.17
2. Current Assets :			
a) Inventories	11	338,98,818.60	-
b) Trade Receivables	12	1603,60,457.00	1946,45,850.00
c) Cash & Cash Equivalents	13	607,93,052.52	999,05,243.92
d) Short Term Loans & Advances	14	63,31,183.00	486,80,919.00
e) Other Current Assets	15	568,06,424.53	539,36,565.53
		3181,89,935.65	3971,68,578.45
TOTAL ASSETS		3653,28,048.35	4435,62,529.62
Significant Accounting Policies and other Notes to Accounts 23			

The Notes are 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 : 27-05-2017

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
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, 2017

	Notes	Year Ended 31-03-2017 Rs.	Year Ended 31-03-2016 Rs.
INCOME			
Sales	16	14209,59,218.00	10889,99,146.00
Other Income	17	69,82,686.85	80,78,058.58
		14279,41,904.85	10970,77,204.58
EXPENDITURE			
Purchases	18	14116,68,855.21	10562,71,361.00
(Increase) / Decrease in Stocks	19	(338,98,818.60)	-
Employees Benefits Expenses	20	76,46,194.00	74,24,388.00
Finance Cost	21	26,45,190.40	15,56,303.00
Depreciation	8	23,69,575.56	19,72,281.39
Other Expenses	22	282,29,538.00	183,19,718.00
		14186,60,534.57	10855,44,051.39
Operating Profit for the year before Extraordinary items & Tax Extraordinary items		92,81,370.28 -	115,33,153.19
Profit before tax		92,81,370.28	115,33,153.19
Provision for Taxation			
Current Tax		(30,78,575.00)	(42,33,000.00)
Deferred Tax Assets/(Liabilities)		17,696.00	3,13,013.00
Profit for the year after Tax		62,20,491.28	76,13,166.19
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
DIN No. 00265593
 Resi. Add.: D-1/16, Vasant Vihar,
 New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
 DATE : 27-05-2017



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31- 03- 2017 Rs.	As at 31- 03- 2016 Rs.
NOTE-1 : SHARE CAPITAL		
AUTHORISED		
120,00,000 (30,00,000) Equity Shares of Rs. 10/- each	1200,00,000.00	300,00,000.00
ISSUED SUBSCRIBED & PAID-UP		
1,17,60,000(19,60,000) Equity Shares of Rs. 10/- each fully paid-up in cash	1176,00,000.00	196,00,000.00
	1176,00,000.00	196,00,000.00
Details of share holder holding more than 5% shares	As at 31-03-2017	As at 31-03-2016
S. No Name of Share Holder	No. of Shares	%
	No. of Shares	%
1. Virender Kumar Gandhi	47,45,040	40.35
2. Rajneesh Gandhi	21,64,800	18.41
3. Sangeeta Gandhi	13,28,400	11.30
	7,90,840.00	40.35
	3,60,800.00	18.41
	2,21,400.00	11.30
Reconciliation of Shares	No. of Shares	Value
Balance as on 1st April	19,60,000	196,00,000.00
Shares issued during the year	98,00,000	980,00,000.00
Balance as on 31st March	117,60,000	1176,00,000.00
	19,60,000	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.		
Company issued bonus shares in the ratio of 1:5 during the year 2016-17 i.e. 5 shares for 1 shares held.		
NOTE-2 : RESERVE & SURPLUS		
GENERAL RESERVES		
Balance Brought Forward	339,74,000.00	333,00,000.00
Transfer from Export allowance Reserve	-	6,74,000.00
	339,74,000.00	339,74,000.00
EXPORT ALLOWANCE RESERVE		
Balance Brought Forward	-	6,74,000.00
Transfer from General Reserve Account	-	6,74,000.00
	-	-
PROFIT & LOSS ACCOUNT		
Balance Brought Forward	1147,80,918.02	1077,57,506.03
Profit / Loss during the year	62,20,491.28	76,13,166.19
Proposed Dividend	-	(4,90,000.00)
Provision for Dividend distribution Tax	-	(99,754.20)
Utilised for issue of Bonus Shares	(980,00,000.00)	-
	230,01,409.30	1147,80,918.02
	569,75,409.30	1487,54,918.02



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
NOTE-3 : OTHER LONG TERM LIABILITIES		
Deposit from Tenents	3,00,000.00	3,00,000.00
ICICI Bank Ltd., Car Loan (Car loan is secured against hypothecation of the respective car)	10,45,065.10	-
	13,45,065.10	3,00,000.00
NOTE-4 : SHORT TERM BORROWINGS (SECURED)		
Acceptances under Letter of Credits from Oriental Bank of Commerce	1288,43,506.00	2194,14,316.00
	1288,43,506.00	2194,14,316.00
NOTE-5 : TRADE PAYABLES		
For Goods	6,15,817.00	20,48,190.00
	6,15,817.00	20,48,190.00
NOTE-6 : OTHER CURRENT LIABILITIES		
Short Term Maturities of Long Term Borrowings (Car Loan)	7,04,719.30	-
Advances from Customers	140,86,590.00	132,55,000.00
Statutory Expenses	3,52,789.00	10,35,459.00
Other Liabilities	44,47,150.00	42,98,791.00
Unsecured loan from Directors	30,00,000.00	-
# Unclaimed Dividend	91,427.65	79,101.40
# there is nothing which required to be transferred to Investor Education and Protection Fund	226,82,675.95	186,68,351.40
NOTE-7 : SHORT TERM PROVISIONS		
Income Tax	372,65,575.00	341,87,000.00
Proposed Dividend for Equity Shares	-	4,90,000.00
Tax on proposed dividend	-	99,754.20
	372,65,575.00	347,76,754.20
	599,48,250.95	534,45,105.60

**NOTE - 8 : FIXED ASSETS,
TANGIBLE ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION WRITTEN OFF					NET BLOCK		
	As at 31.03.2016 Rs.	Additions during the year Rs.	Deductions during the year Rs.	As at 31.03.2017 Rs.	Up to 31.03.2016 Rs.	During the year Rs.	Additional Dep.as per Company Act. 2013	Adjustment on Sales Rs.	Up to 31.03.2017 Rs.	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
Freehold Land	27,93,804.00	-	-	27,93,804.00	-	-	-	-	-	27,93,804.00	27,93,804.00
Building	188,06,901.00	-	-	188,06,901.00	72,80,693.05	9,63,310.88	-	-	82,44,003.93	105,62,897.07	115,26,207.95
Elevators	20,41,402.00	-	-	20,41,402.00	7,79,675.82	1,05,528.41	-	-	8,85,204.23	11,56,197.77	12,61,726.18
Furniture & Fixtures	29,15,494.88	-	-	29,15,494.88	28,01,538.56	5,948.31	-	-	28,07,486.87	1,08,008.01	1,13,956.44
Electrical Fittings	22,89,993.00	-	-	22,89,993.00	21,12,578.34	-	-	-	21,12,578.34	1,77,414.66	1,77,414.66
Office Equipments	8,49,149.00	-	-	8,49,149.00	8,02,178.18	6,062.59	-	-	8,08,240.77	40,908.23	46,970.82
Fire Fighting Equipments	1,56,907.00	-	-	1,56,907.00	1,49,078.36	-	-	19,76,360.09	1,49,078.36	7,828.64	7,828.64
Motor Cars	64,92,908.00	30,09,311.00	20,80,380.00	74,21,839.00	46,75,017.50	11,93,135.43	-	-	38,91,792.84	35,30,046.16	18,17,890.50
Water Pumps	2,24,353.00	-	-	2,24,353.00	2,13,135.35	-	-	-	2,13,135.35	11,217.65	11,217.65
Motor Cycle/Scooter	1,16,062.00	3,600.00	-	1,19,662.00	58,226.89	15,332.51	-	-	73,559.40	46,102.60	57,835.11
Computers	3,05,858.00	-	-	305,858.00	2,74,159.49	17,888.31	-	-	2,92,047.80	13,810.20	31,698.51
Air Conditioners	7,85,009.25	57,150.00	-	8,42,159.25	7,41,077.03	15,972.92	-	-	7,57,049.95	85,109.30	43,932.22
Generator Set	5,88,832.00	-	-	5,88,832.00	5,59,390.40	-	-	-	5,59,390.40	29,441.60	29,441.60
Inverter	2,58,148.95	-	-	2,58,148.95	1,90,539.04	20,871.88	-	-	2,11,410.92	46,738.03	67,609.91
EPABX	3,92,578.01	1,30,000.00	-	5,22,578.01	3,72,949.11	25,524.32	-	-	3,98,473.43	1,24,104.58	19,628.90
	390,17,400.09	32,00,061.00	20,80,380.00	401,37,081.09	210,10,237.12	23,69,575.56	-	19,76,360.09	214,03,452.59	187,33,628.50	180,07,162.97
Previous Year's Figure	389,53,863.00	63,537.00	-	390,17,400.09	190,37,955.73	19,72,281.39	-	-	210,10,237.12	180,07,162.89	199,15,907.28





NOTE - 9 : INVESTMENTS-LONG TERM

1. SHARES & SECURITIES	FACE PAIDUP VALUE		OPENING BALANCE AS AT 01.04.2016		PURCHASES DURING THE YEAR		SALES DURING THE YEAR		CLOSING BALANCE AS AT 31.03.2017	
	Rs.	Rs.	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
QUOTED										
Pearl Polymers Ltd.	10	10	9,000.00	1,69,017.00	-	-	-	-	9,000.00	1,69,017.00
Global Trust Bank Ltd.	10	10	5,000.00	1,05,588.00	-	-	-	-	5,000.00	1,05,588.00
Zee Telefilms Ltd.	1	1	100*	49,619.00	-	-	-	-	100.00	49,619.00
Bongaigaon Refinery Ltd.	10	10	1,400**	11,137.00	-	-	-	-	1,400.00	11,137.00
Chennai Petroleum Corpn. Ltd	10	10	320.00	11,340.00	-	-	-	-	320.00	11,340.00
AMI Computer (India) Ltd.	10	10	194,356.00	87,93,429.00	-	-	-	-	1,94,356.00	87,93,429.00
Integrated Technology Ltd.	10	10	21,200.00	4,12,290.00	-	-	-	-	21,200.00	4,12,290.00
Maxima Systems Ltd.	10	10	100,000.00	13,00,000.00	-	-	-	-	1,00,000.00	13,00,000.00
Triumph Intl. Finance India Ltd.	10	10	2,000.00	3,00,000.00	-	-	-	-	2,000.00	3,00,000.00
Aptech Ltd.	10	10	300.00	3,18,701.00	-	-	-	-	300.00	3,18,701.00
Hexaware Tech. Ltd.	10	10	1000 ***	-	-	-	-	-	1,000.00	-
Shonkh Technology Ltd.	10	10	60,450.00	44,87,344.00	-	-	-	-	60,450.00	44,87,344.00
Krisons Electronics Ltd.	10	10	2,200.00	4,301.00	-	-	-	-	2,200.00	4,301.00
Union Bank of India	10	10	100.00	1,600.00	-	-	-	-	100.00	1,600.00
Unitech Ltd.	1	1	40,000.00	15,25,241.00	-	-	-	-	40,000.00	15,25,241.00
Orissa Mineral Development Company Ltd.			4.00	2,41,129.25	-	-	-	-	4.00	2,41,129.25
Orbit Corporation Ltd.			7,500.00	3,92,876.95	-	-	-	-	7,500.00	3,92,876.95
Anantraj Industries Ltd.			5,000.00	2,56,642.00	-	-	-	-	5,000.00	2,56,642.00
Hindustan Construction Co. Ltd.			10,000.00	2,77,781.00	-	-	-	-	10,000.00	2,77,781.00
UN QUOTED										
Prisha Promoters Pvt. Ltd.	10	10	6,95,000.00	69,50,000.00	-	-	-	-	6,95,000.00	69,50,000.00
2. Capital Contribution in LLP		% of Contribution								
Divisha Projects LLP	17.24	-	2,00,000.00	20,00,000.00	-	-	-	-	2,00,000.00	20,00,000.00
TOTAL			13,54,930.00	276,08,036.20	-	-	-	-	13,54,930.00	276,08,036.20
Provision for Dilution on value			-	1,05,588.00	-	-	-	-	-	1,05,588.00
GRAND TOTAL			13,54,930.00	275,02,448.20	-	-	-	-	13,54,930.00	275,02,448.20
Previous Year's figure			(13,54,930.00)	(275,02,448.20)	-	-	-	-	(13,54,930.00)	(275,02,448.00)

* 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.	100.00
2. Zee News Ltd.	45.00
3. Wire & Wireless India Ltd.	50.00
4. Dish TV India Ltd.	57.00

** 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. 30,31,298,50.00 (Rs. 22,64,359.00)



NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
NOTE-10 : OTHER NON CURRENT ASSETS (Unsecured, considered goods)		
Security and other Deposits with Govt.	3,62,700.00	3,62,700.00
	3,62,700.00	3,62,700.00
NOTE-11 : INVENTORIES (at lower of cost and net realisable value)		
Finished goods (Traded)	338,98,818.60	-
	338,68,818.60	-
NOTE-12 : TRADE RECEIVABLE (Unsecured)		
Debts outstanding for a period exceeding six months		
Considered Goods	-	-
Other Debts		
Considered Goods	1603,60,457.00	1,946,45,850.00
	1603,60,457.00	1,946,45,850.00
NOTE-13 : CASH AND BANK BALANCES (as per books and certified)		
Cash in Hand	1,08,314.50	126,153.50
Balances with Scheduled Banks :		
In Current Accounts	153,83,832.69	453,35,831.02
In Fixed Deposits Accounts (All FDR maturity is with in twelve months)	445,15,000.00	525,89,000.00
In unpaid Dividend Accounts	93,506.33	79,101.40
Interest Accrued on Fixed Deposits	6,92,399.00	17,75,158.00
	607,93,052.52	999,05,243.92
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	-	-
Others	63,31,183.00	486,80,919.00
	63,31,183.00	486,80,919.00
NOTE-15 : OTHER CURRENT ASSETS (Unsecured, considered good)		
Balance with Custom and Excise authorities		
Advance Income Tax/Tax Deducted at Source	537,61,107.53	508,91,248.53
Sales Tax Payments under Disputes	30,45,317.00	30,45,317.00
Total Other Current Assets	568,06,424.53	539,36,565.53



	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
NOTE-16 : INCOME FROM OPERATION		
High Sea Sales	14066,88,475.00	10821,75,630.00
Commission & Service Charges	142,70,743.00	68,23,516.00
	14209,59,218.00	10889,99,146.00
NOTE-17 : OTHER INCOME		
Dividend	28,000.51	24,521.58
Interest on FDRs	31,18,127.00	49,57,178.00
Rent & Maintenance Receipts	21,00,000.00	300,000.00
Misc. Income	58,857.00	9,000.00
Bad Debts Recovered	14,16,722.25	27,87,359.00
Profit on Sale of Fixed Assets	2,60,980.09	-
	69,82,686.85	80,78,058.58
NOTE-18 : PURCHASES OF STOCK IN TRADE		
Purchases	14116,68,855.21	10562,71,361.00
	14116,68,855.21	10562,71,361.00
NOTE-19 : INCREASE / (DECREASE) IN STOCKS		
Stock at the commencement of the year	-	--
Stock at the close of the year	338,98,818.60	--
	338,98,818.60	--
NOTE-20 : EMPLOYEE BENEFIT EXPENSES		
Director's Remeration	57,45,411.00	56,53,723.00
Salary Wages & Allowances	18,48,001.00	17,29,956.00
Staff welfare Expenses	52,782.00	40,709.00
	76,46,194.00	74,24,388.00
NOTE-21 : FINANCE COST		
Bank Charges	16,07,331.00	15,56,303.00
Interest on Car loan	1,24,454.40	-
Interest Others	9,13,405.00	-
	26,45,190.40	15,56,303.00
NOTE-22 : OTHER EXPENSES		
Rent & Warehousing Charges	84,329.00	76,659.00
Rates & Taxes	4,176.00	3,341.00
Insurance Charges	1,83,197.00	1,37,772.00
Commission & Service Charges	3,43,168.00	12,41,867.00
Travelling & Conveyance	9,29,469.00	12,07,892.00
Vehicle Running Expenses	1,97,972.00	1,79,941.00
Telephone & Telex Expenses	2,95,803.00	2,69,389.00
Legal & Professional Charges	49,18,087.00	127,77,310.00
Director's meeting Fees	10,500.00	9,500.00
Repair & Maintenance Expenses	46,091.00	62,707.00
Internal Auditor Fees	7,500.00	7,500.00
<u>Auditor's Remuneration</u>		
As Audit Fees	69,075.00	68,700.00
As Tax Audit Fees	11,450.00	11,450.00
For Certification	5,725.00	5,725.00
Foreign Exchange Fluctuation (Net)	-	5,89,667.00
Sundry Balances W / off	-	--
Miscellaneous Expenses	211,22,996.00	16,70,298.00
	282,29,538.00	183,19,718.00



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 :

	2016-17 Rs.	2015-16 Rs.
i. Letter of credits issued by Bank	134,295,537	15,82,94,668.00
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. Managing Director

	2016-2017	2015-2016
a) No. of Persons	One	(One)
b) Salary & Remunerations	42,00,000.00	42,00,000.00
C) Perquisite	6,45,411.00	5,53,723.00

B. Whole Time Director :

	2016-2017	2015-2016
a) No. of Persons	One	(One)
b) Salary & Allowances	9,00,000.00	9,00,000.00

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:

	2016-17	2015-16
(a) Net profit/(loss) after Tax	62,20,491	76,13,166.00
(b) Weighted average nos. of Equity Shares	117,60,000	19,60,000.00
(C) Basic and Diluted Earning per Equity Share	1	4

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. (Associate Company)
- 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. Mr. Rajneesh Gandhi)	Relative of KMP
d) Other Related Parties	M/s Prisha Projects LLP M/s Divisha Projects LLP M/s Prisha Hospitality 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	
		2016-17	2015-16	2016-17	2015-16
Where Control Exist	Loan Taken and Repaid	9,800,000	--	--	--
Key Management Personnel	Remuneration	5,100,000	51,00,000	-	--
	Perquisite	645,411	5,53,723	--	--
	Rent Paid (Reimbursement)	84,329	76,659	--	--
	Loan Advance & Given & Received	2,500,000	-		
	Loan Taken	8,000,000	--	(3,000,000)	
	Loan Repaid	5,000,000			
Relative of Key Management Personnel	Maintenance Charges Recd.	345,000	300,000	(315,000)	-
	Advance Given & Received	15,000,000	4,500,000	-	-
	Back Loan Taken & Repaid	10,000,000	--		
Other Related Parties	Loan taken and repaid	--	32,400,040	--	--

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	2016-17			2015-16		
	Rs.	Value in Foreign Currency		Rs.	Value in Foreign Currency	
Payable Import of Raw Material	113578498	\$	1674225	219414316	\$	3211313.5
	15265008	AED	82620	-	--	-
Total	113578498		1674225	219414316	\$	3211313.5

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	--	--	23,259 (18,518)	1,412,721,133 (1,032,626,209)	22,719 (18,518)	1,399,872,275 (1,057,715,160)	540	33,898,819
EVA	MT	--	--	69 (242)	6,651,244 (23,941,998)	69 (242)	6,816,200 (24,460,470)	--	--
Total		--	--	--	1,419,372,377	--	1,406,688,475	--	33,898,819
Previous year		--	--	--	1,056,568,207	--	(1,082,175,630)	--	--

13. Additional Information :

- (a) CIF Value of Imports 1,419,398,173 (10565,68,207)
 (b) FOB Value of Exports NIL (NIL)
 (c) Earning in Foreign Currency NIL (NIL)
 (d) Expenditure in Foreign Currency 569,997 (10,12,131)
 (e) Remittance on account of Dividend in Foreign Currency NIL (NIL)

14 Disclosure pursuant to Ministry of Corporate Affairs Notification No. G.S.R. 308(E). Dated 30/03/2017 Detail of Specified Bank Notes (SBN) held and transferred during the period 08/11/2016 to 30/12/2013

Particulars	SBNs	Other Denomination	Total
Closing cash in hand s on 08.11.2016	200,000.00	19,917.50	219,917.50
(+) Permitted receipts	-	170,000.00	170,000.00
(-) Permitted payments	-	45,663.00	45,633.00
(-) Amount deposited in Bank	200,000.00	-	200,000.00
Closing cash in hand	-	144,254.50	144,254.50

15 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 : 27-05-2017

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

DIN No. 00265593

Resi. Add.: D-1/16, Vasant

New Delhi-110057

Puneeta Ahuja Company Secretary

M No. 33470





DEPRECIATION AS PER INCOME TAX RULES

Particulars	WDV as on Rate 31.03.2016		Additional during the		Sales during the and date thereof	Total	Depreciation	WDV as on 31.03.2017		
	Rs.		Rs.						Rs.	Rs.
	1st half	2nd half	1st half	2nd half						
Furniture & Fixture	10%	3,85,688.70	-	-	-	385,688.70	38,568.87	347,119.83		
Fire Fighting Equipments	15%	4,069.80	-	-	-	4,069.80	610.47	3,459.33		
Office Equipments	15%	86,861.50	-	-	-	86,861.50	13,029.23	73,832.28		
Vehicles (Motor Cycle-Scooter)	15%	73,971.68	3,600.00	-	-	77,571.68	11,635.75	65,935.92		
Vehicle (Cars)	15%	31,23,766.15	30,09,311.00	-	365,000.00	5,768,077.15	865,211.57	49,02,865.58		
Computers	60%	27,346.80	-	-	-	27,346.80	16,408.08	10,938.72		
Air Conditioners	15%	29,719.40	57,150.00	-	-	86,869.40	13,030.11	73,838.99		
Generator Set	15%	1,06,427.65	-	-	-	106,427.65	15,964.15	90,463.50		
EPABX	15%	6,522.05	-	130,000.00	-	136,522.05	10,728.31	1,25,793.74		
Machinery	15%	185.30	-	-	-	185.30	27.80	157.51		
Building	NIL	1,88,06,901.00	-	-	-	18,806,901.00	-	188,06,901.00		
Electrical Fittings	NIL	22,89,993.00	-	-	-	2,289,993.00	-	22,89,993.00		
Elevators	Nil	20,41,405.00	-	-	-	2,041,405.00	-	20,14,405.00		
Water Pump	Nil	1,96,309.00	-	-	-	196,309.00	-	1,96,309.00		
Total		2,71,79,167	30,70,061	130,000	365,000	3,00,14,288	985,215	2,90,29,013		



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

		Year ended 31.03.2017		Year ended 31.03.2016
	Rs.	Rs.	Rs.	Rs.
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before Tax		92,81,370.28		115,33,153.19
Adjustment for :				
Depreciation	23,69,575.56		19,72,281.39	
(Profit) / Loss on sale of Fixed Assets	(260,980.09)		--	
Dividend Received	(28,000.51)		(24,521.58)	
Interest paid/received (Net)	(31,18,127.00)	(1,037,532.04)	(49,57,178.00)	(30,09,418.19)
Operating Profit before Working Capital Changes		8,243,838.24		85,23,735.00
Adjustment for :				
Trade receivables	342,85,393.00		314,19,262.00	
Other receivables	423,49,736.00		(332,09,351.00)	
Inventories	(338,98,818.60)		--	
Trade payable	(879,88,858.45)	(452,52,548.05)	(556,21,818.00)	(374,11,907.00)
Cash Generated from Operations		(37,08,709.81)		(288,88,172.00)
Direct Tax paid	(34,59,613.20)	(34,59,613.20)	(41,15,907.00)	(41,15,907.00)
Cash Flow from Operations		(404,68,323.01)		(330,04,079.00)
CASH FLOW FROM INVESTING ACTIVITIES				
Interest paid/received (Net)	31,18,127.00		49,57,178.00	
Dividend Received	28,000.51		24,521.58	
Purchase of Investments	--		--	
Sale of Fixed Assets	365,000.00		--	
Purchase of Fixed Assets	(32,00,061.00)	3,11,066.51	(63,537.00)	49,18,162.58
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	10,45,065.10		--	
Dividend paid	--		--	
Dividend Tax paid	--	10,45,065.10	--	
Net Increase (Decrease) in cash equivalents		(391,12,191.40)		(280,85,916.42)
Cash and cash equivalent as at 1st April (Opening balance)		999,05,243.92		1279,91,160.34
Cash and cash equivalent as at 31st March (Closing balance)		607,93,052.52		999,05,243.92

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
DIN No. 00265593
Resi. Add.: D-1/16, Vasant Vihar,
New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI

DATE : 27-05-2017



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, 2017 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, 2017, 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
CHARTERED ACCOUNTANTS
Firm Registration No. 302113E**

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

Date : 27-05-2017

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



ANNEXURE – ‘A’ 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, 2017 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, 2017, 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
CHARTERED ACCOUNTANTS
Firm Registration No. 302113E**

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

Date : 27-05-2017

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



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

	Notes	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
EQUITY AND LIABILITIES			
1. Shareholder's Fund :			
Share Capital	1	1176,00,000.00	196,00,000.00
Reserves & Surplus	2	969,08,063.47	1882,83,650.02
		2145,08,063.47	2078,83,650.02
2. Non Current Liabilities :			
a) Other Long Term Liabilities	3	13,45,065.10	3,00,000.00
		13,45,065.10	3,00,000.00
3. Current Liabilities :			
a) Short Term Borrowings	4	1288,43,506.00	2194,14,316.00
b) Trade Payables	5	6,15,817.00	20,48,190.00
c) Other Current Liabilities	6	226,82,675.95	186,68,351.40
d) Short Term Provisions	7	372,65,575.00	347,76,754.20
		1894,07,573.95	2749,07,611.60
TOTAL EQUITY AND LIABILITIES		4052,60,702.52	4830,91,261.62
ASSETS :			
1. Non Current Assets			
Fixed Assets			
Tangible Assets	8		
Gross Block		401,37,081.09	390,17,400.09
Depreciation		214,03,452.59	210,10,237.12
TOTAL FIXED ASSETS		187,33,628.50	180,07,162.97
Non Current Investments	9	674,35,102.37	670,31,180.20
Deferred Tax Assets (Net)		5,39,336.00	5,21,640.00
Other Non Current Assets	10	3,62,700.00	3,62,700.00
TOTAL NON CURRENT ASSETS		870,70,766.87	859,22,683.17
2. Current Assets :			
a) Inventories	11	338,98,818.60	-
b) Trade Receivables	12	1603,60,457.00	1946,45,850.00
c) Cash & Cash Equivalents	13	607,93,052.52	999,05,243.92
d) Short Term Loans & Advances	14	63,31,183.00	486,80,919.00
e) Other Current Assets	15	568,06,424.53	539,36,565.53
		3181,89,935.65	3971,68,578.45
TOTAL ASSETS		4052,60,702.52	4830,91,261.62
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 : 27-05-2017

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
 DIN No. 00265593
 Resi. Add.: D-1/16, Vasant Vihar,
 New Delhi-110057

Puneeta Ahuja Company Secretary
 M No. 33470



CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

	Notes	Year Ended 31-03-2017 Rs.	Year Ended 31-03-2016 Rs.
INCOME			
Sales	16	14209,59,218.00	10889,99,146.00
Other Income	17	69,82,686.85	80,78,058.58
		14279,41,904.85	10970,77,204.58
EXPENDITURE			
Purchases	18	14116,68,855.21	10562,71,361.00
(Increase) / Decrease in Stocks	19	(338,98,818.60)	-
Employees Benefits Expenses	20	76,46,194.00	74,24,388.00
Finance Cost	21	26,45,190.40	15,56,303.00
Depreciation	8	23,69,575.56	19,72,281.39
Other Expenses	22	282,29,538.00	183,19,718.00
		14186,60,534.57	10855,44,051.39
Operating Profit for the year before Extraordinary items & Tax Extraordinary items		92,81,370.28	115,33,153.19
		-	
Profit before tax		92,81,370.28	115,33,153.19
Provision for Taxation			
Current Tax		(30,78,575.00)	(42,33,000.00)
Deferred Tax Assets/(Liabilities)		17,696.00	3,13,013.00
Profit for the year after Tax		62,20,491.28	76,13,166.19
Add : Share of Profit /(Loss) in Associate		4,03,922.17	241,49,775.00
Profit for the year after Consolidation		66,24,413.45	317,62,941.19
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
DIN No. 00265593
 Resi. Add.: D-1/16, Vasant Vihar,
 New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
 DATE : 27-05-2017



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31- 03- 2017 Rs.	As at 31- 03- 2016 Rs.
NOTE-1 : SHARE CAPITAL		
AUTHORISED		
120,00,000 (30,00,000) Equity Shares of Rs. 10/- each	1200,00,000.00	300,00,000.00
ISSUED SUBSCRIBED & PAID-UP		
1,17,60,000(19,60,000) Equity Shares of Rs. 10/- each fully paid-up in cash	1176,00,000.00	196,00,000.00
	1176,00,000.00	196,00,000.00
Details of share holder holding more than 5% shares	As at 31-03-2017	As at 31-03-2016
S. No Name of Share Holder	No. of Shares	%
	No. of Shares	%
1. Virender Kumar Gandhi	4,745,040	40.35
2. Rajneesh Gandhi	2,164,800	18.41
3. Sangeeta Gandhi	1,328,400	11.30
	7,90,840.00	40.35
	3,60,800.00	18.41
	2,21,400.00	11.30
Reconciliation of Shares	No. of Shares	Value
Balance as on 1st April	19,60,000	196,00,000.00
Shares issued during the year	98,00,000	98,00,000.00
Balance as on 31st March	11,760,000	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.		
Company issued bonus shares in the ratio of 1:5 during the year 2016-17 i.e. 5 shares for 1 shares held.		
NOTE-2 : RESERVE & SURPLUS		
GENERAL RESERVES		
Balance Brought Forward	339,74,000.00	333,00,000.00
Transfer from Export allowance Reserve	-	6,74,000.00
	339,74,000.00	339,74,000.00
EXPORT ALLOWANCE RESERVE		
Balance Brought Forward	-	6,74,000.00
Transfer from General Reserve Account	-	6,74,000.00
	-	-
PROFIT & LOSS ACCOUNT		
Balance Brought Forward	1543,09,650.02	1231,36,463.03
Profit / Loss during the year	66,24,413.45	317,62,941.19
Proposed Dividend	-	(4,90,000.00)
Provision for Dividend distribution Tax	-	(99,754.20)
Utilised for issue of Bonus Shares	(980,00,000.00)	-
	629,34,063.47	1543,09,650.02
	969,08,063.47	1882,83,650.02



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
NOTE-3 : OTHER LONG TERM LIABILITIES		
Deposit from Tenents	3,00,000.00	3,00,000.00
ICICI Bank Ltd., Car Loan	10,45,065.10	-
	13,45,065.10	3,00,000.00
NOTE-4 : SHORT TERM BORROWINGS (SECURED)		
Acceptances under Letter of Credits from	1288,43,506.00	2194,14,316.00
	1288,43,506.00	2194,14,316.00
NOTE-5 : TRADE PAYABLES		
For Goods	6,15,817.00	20,48,190.00
	6,15,817.00	20,48,190.00
NOTE-6 : OTHER CURRENT LIABILITIES		
Short Term Maturities of Long Term Borrowings (Car Loan)	7,04,719.30	-
Advances from Customers	140,86,590.00	132,55,000.00
Statutory Expenses	3,52,789.00	10,35,459.00
Other Liabilities	44,47,150.00	42,98,791.00
Unsecured loan from Directors	30,00,000.00	-
# Unclaimed Dividend	91,427.65	79,101.40
# there is nothing which required to be transferred to Investor Education and Protection Fund	226,82,675.95	186,68,351.40
NOTE-7 : SHORT TERM PROVISIONS		
Income Tax	372,65,575.00	341,87,000.00
Proposed Dividend for Equity Shares	-	4,90,000.00
Tax on proposed dividend	-	99,754.20
	372,65,575.00	347,76,754.20
	599,48,250.92	534,45,105.60

**NOTE - 8 : FIXED ASSETS,
TANGIBLE ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION WRITTEN OFF					NET BLOCK		
	As at 31.03.2016 Rs.	Additions during the year Rs.	Deductions during the year Rs.	As at 31.03.2017 Rs.	Up to 31.03.2016 Rs.	During the year Rs.	Additional Dep.as per Company Act. 2013	Adjustment on Sales Rs.	Up to 31.03.2017 Rs.	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
Freehold Land	27,93,804.00	-	-	27,93,804.00	-	-	-	-	-	27,93,804.00	27,93,804.00
Building	188,06,901.00	-	-	188,06,901.00	72,80,693.05	9,63,310.88	-	-	82,44,003.93	105,62,897.07	115,26,207.95
Elevators	20,41,402.00	-	-	20,41,402.00	7,79,675.82	1,05,528.41	-	-	8,85,204.23	11,56,197.77	12,61,726.18
Furniture & Fixtures	29,15,494.88	-	-	29,15,494.88	28,01,538.56	5,948.31	-	-	28,07,486.87	1,08,008.01	1,13,956.32
Electrical Fittings	22,89,993.00	-	-	22,89,993.00	21,12,578.34	-	-	-	21,12,578.34	1,77,414.66	1,77,414.66
Office Equipments	8,49,149.00	-	-	8,49,149.00	8,02,178.18	6,062.59	-	-	8,08,240.77	40,908.23	46,970.82
Fire Fighting Equipments	1,56,907.00	-	-	1,56,907.00	1,49,078.36	-	-	19,76,360.09	1,49,078.36	7,828.64	7,828.64
Motor Cars	64,92,908.00	30,09,311.00	20,80,380.00	74,21,839.00	46,75,017.50	11,93,135.43	-	-	38,91,792.84	35,30,046.16	18,17,890.50
Water Pumps	2,24,353.00	-	-	2,24,353.00	2,13,135.35	-	-	-	2,13,135.35	11,217.65	11,217.65
Motor Cycle/Scooter	1,16,062.00	3,600.00	-	1,19,662.00	58,226.89	15,332.51	-	-	73,559.40	46,102.60	57,835.11
Computers	3,05,858.00	-	-	3,05,858.00	2,74,159.49	17,888.31	-	-	2,92,047.80	13,810.20	31,698.51
Air Conditioners	7,85,009.25	57,150.00	-	8,42,159.25	7,41,077.03	15,972.92	-	-	7,57,049.95	85,109.30	43,932.22
Generator Set	5,88,832.00	-	-	5,88,832.00	5,59,390.40	-	-	-	5,59,390.40	29,441.60	29,441.60
Inverter	2,58,148.95	-	-	2,58,148.95	1,90,539.04	20,871.88	-	-	2,11,410.92	46,738.03	67,610.97
EPABX	3,92,578.01	1,30,000.00	-	5,22,578.01	3,72,949.11	25,524.32	-	-	3,98,473.43	1,24,104.58	19,628.90
	390,17,400.09	32,00,061.00	20,80,380.00	401,37,081.09	210,10,237.12	23,69,575.56	--	19,76,360.09	214,03,452.59	187,33,628.50	180,07,162.97
Previous Year's Figure	362,84,009.00	26,69,854.00	-	390,17,400.09	190,37,955.73	19,72,281.39	-	-	210,10,237.12	180,07,162.89	199,15,907.28





NOTE - 9 : INVESTMENTS-LONG TERM

A. SHARES & SECURITIES	FACE PAIDUP VALUE		OPENING BALANCE AS AT 01.04.2016		PURCHASES DURING THE YEAR		SALES DURING THE YEAR		CLOSING BALANCE AS AT 31.03.2017	
	Rs.		Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
QUOTED										
Pearl Polymers Ltd.	10	10	9,000.00	1,69,017.00	-	-	-	-	9,000.00	1,69,017.00
Global Trust Bank Ltd.	10	10	5,000.00	1,05,588.00	-	-	-	-	5,000.00	1,05,588.00
Zee Telefilms Ltd.	1	1	100*	49,619.00	-	-	-	-	100.00	49,619.00
Bongaigaon Refinery Ltd.	10	10	1,400**	11,137.00	-	-	-	-	1,400.00	11,137.00
Chennai Petroleum Corpn. Ltd	10	10	320.00	11,340.00	-	-	-	-	320.00	11,340.00
AMI Computer (India) Ltd.	10	10	194,356.00	87,93,429.00	-	-	-	-	1,94,356.00	87,93,429.00
Integrated Technology Ltd.	10	10	21,200.00	4,12,290.00	-	-	-	-	21,200.00	4,12,290.00
Maxima Systems Ltd.	10	10	100,000.00	13,00,000.00	-	-	-	-	1,00,000.00	13,00,000.00
Triumph Intl. Finance India Ltd.	10	10	2,000.00	3,00,000.00	-	-	-	-	2,000.00	3,00,000.00
Aptech Ltd.	10	10	300.00	3,18,701.00	-	-	-	-	300.00	3,18,701.00
Hexaware Tech. Ltd.	10	10	1000 ***	-	-	-	-	-	1,000.00	-
Shonkh Technology Ltd.	10	10	60,450.00	44,87,344.00	-	-	-	-	60,450.00	44,87,344.00
Krisons Electronics Ltd.	10	10	2,200.00	4,301.00	-	-	-	-	2,200.00	4,301.00
Union Bank of India	10	10	100.00	1,600.00	-	-	-	-	100.00	1,600.00
Unitech Ltd.	1	1	40,000.00	15,25,241.00	-	-	-	-	40,000.00	15,25,241.00
Orissa Mineral Development Company Ltd.			4.00	2,41,129.25	-	-	-	-	4.00	2,41,129.25
Orbit Corporation Ltd.			7,500.00	3,92,876.95	-	-	-	-	7,500.00	3,92,876.95
Anantraj Industries Ltd.			5,000.00	2,56,642.00	-	-	-	-	5,000.00	2,56,642.00
Hindustan Construction Co. Ltd.			10,000.00	2,77,781.00	-	-	-	-	10,000.00	2,77,781.00
TOTAL A			4,40,850.00	186,58,036.20	-	-	-	-	4,40,850.00	186,58,036.20
B. UNQUOTED										
Prisha Promoters Pvt. Ltd.	10	10	6,95,000.00	69,50,000.00	-	-	-	-	6,95,000.00	69,50,000.00
Less Goodwill on Consolidation				(177,24,518.00)	-	-	-	-	-	(177,24,518.00)
Post Acquisition Reserve-b/f				331,03,475.00	-	-	-	-	-	572,53,250.00
Add: Share of Profit/Loss for the Year(Net)				241,49,775.00	-	-	-	-	-	4,03,922.17
Net Value after Consolidation				464,78,732.00	-	-	-	-	-	468,82,954.17
TOTAL B			6,95,000.00	464,78,732.00	-	-	-	-	6,95,000.00	468,82,954.17
C. In other Companies/LLP										
Divisha Projects LLP	17.24		2,00,000.00	20,00,000.00	-	-	-	-	2,00,000.00	20,00,000.00
TOTAL C			2,00,000.00	20,00,000.00	-	-	-	-	2,00,000.00	20,00,000.00
TOTAL			13,35,850.00	671,36,768.20	-	-	-	-	13,35,850.00	675,40,690.37
Provision for Dilution on value				1,05,588.00	-	-	-	-	-	1,05,588.00
GRAND TOTAL A+B+C			13,35,850.00	670,31,180.20	-	-	-	-	13,35,850.00	674,35,102.37
Previous Year's figure			(13,35,850.00)	(428,81,405.00)	-	-	-	-	(13,35,850.00)	(670,31,180.20)

* 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.	100.00
2. Zee News Ltd.	45.00
3. Wire & Wireless India Ltd.	50.00
4. Dish TV India Ltd.	57.00

** 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. 30,31,298.50 (Rs. 22,64,349.00)



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at 31-03-2017 Rs.	As at 31-03-2016 Rs.
NOTE-10 : OTHER NON CURRENT ASSETS (Unsecured, considered goods)		
Security and other Deposits with Govt.	3,62,700.00	3,62,700.00
	3,62,700.00	3,62,700.00
NOTE-11 : INVENTORIES (at lower of cost and net realisable value)		
Finished goods (Traded)	338,98,818.60	--
	338,68,818.60	--
NOTE-12 : TRADE RECEIVABLE (Unsecured)		
Debts outstanding for a period exceeding six months		
Considered Goods	-	--
Other Debts		
Considered Goods	1603,60,457.00	1,946,45,850.00
	1603,60,457.00	1,946,45,850.00
NOTE-13 : CASH AND BANK BALANCES (as per books and certified)		
Cash in Hand	1,08,314.50	126,153.50
Balances with Scheduled Banks :		
In Current Accounts	153,83,832.69	453,35,831.02
In Fixed Deposits Accounts (All FDR maturity is with in twelve months)	445,15,000.00	525,89,000.00
In unpaid Dividend Accounts	93,506.33	79,101.40
Interest Accrued on Fixed Deposits	6,92,399.00	17,75,158.00
	607,93,052.52	999,05,243.92
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	-	--
Others	63,31,183.00	486,80,919.00
	63,31,183.00	486,80,919.00
NOTE-15 : OTHER CURRENT ASSETS (Unsecured, considered good)		
Balance with Custom and Excise authorities		
Advance Income Tax/Tax Deducted at Source	537,61,107.53	508,91,248.53
Sales Tax Payments under Disputes	30,45,317.00	30,45,317.00
Total Other Current Assets	568,06,424.53	539,36,565.53



CONSOLIDATED NOTES FORMING PART OF THE BALANCE SHEET

	As at March 31, 2017 Rs.	As at March 30, 2016 Rs.
NOTE-16 : INCOME FROM OPERATION		
High Sea Sales	14066,88,475.00	10821,75,630.00
Commission & Service Charges	142,70,743.00	68,23,516.00
	14209,59,218.00	10889,99,146.00
NOTE-17 : OTHER INCOME		
Dividend	28,000.51	24,521.58
Interest on FDRs	31,18,127.00	49,57,178.00
Rent & Maintenance Receipts	21,00,000.00	300,000.00
Misc. Income	58,857.00	9,000.00
Bad Debts Recovered	14,16,722.25	27,87,359.00
Profit on Sale of Fixed Assets	2,60,980.09	-
	69,82,686.85	80,78,058.58
NOTE-18 : PURCHASES OF STOCK IN TRADE		
Purchases	14116,68,855.21	10562,71,361.00
	14116,68,855.21	10562,71,361.00
NOTE-19 : INCREASE / (DECREASE) IN STOCKS		
Stock at the commencement of the year	-	--
Stock at the close of the year	338,98,818.60	--
	338,98,818.60	--
NOTE-20 : EMPLOYEE BENEFIT EXPENSES		
Director's Remeration	57,45,411.00	56,53,723.00
Salary Wages & Allowances	18,48,001.00	17,29,956.00
Staff welfare Expenses	52,782.00	40,709.00
	76,46,194.00	74,24,388.00
NOTE-21 : FINANCE COST		
Bank Charges	16,07,331.00	15,56,303.00
Interest on Car loan	1,24,454.40	-
Interest Others	9,13,405.00	-
	26,45,190.40	15,56,303.00
NOTE-22 : OTHER EXPENSES		
Rent & Warehousing Charges	84,329.00	76,659.00
Rates & Taxes	4,176.00	3,341.00
Insurance Charges	1,83,197.00	1,37,772.00
Commission & Service Charges	3,43,168.00	12,41,867.00
Travelling & Conveyance	9,29,469.00	12,07,892.00
Vehicle Running Expenses	1,97,972.00	1,79,941.00
Telephone & Telex Expenses	2,95,803.00	2,69,389.00
Legal & Professional Charges	49,18,087.00	127,77,310.00
Director's meeting Fees	10,500.00	9,500.00
Repair & Maintenance Expenses	46,091.00	62,707.00
Internal Auditor Fees	7,500.00	7,500.00
<u>Auditor's Remuneration</u>		
As Audit Fees	69,075.00	68,700.00
As Tax Audit Fees	11,450.00	11,450.00
For Certification	5,725.00	5,725.00
Foreign Exchange Fluctuation (Net)	-	5,89,667.00
Sundry Balances W / off	-	--
Miscellaneous Expenses	211,22,996.00	16,70,298.00
	282,29,538.00	183,19,718.00



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.

2. Contingent Liabilities not provided for in respect of :

	2016-17 Rs.	2015-16 Rs.
i. Letter of credits issued by Bank	134,295,537.00	15,82,94,668.00
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. Managing Director

	2016-2017	2015-2016
a) No. of Persons	One	(One)
b) Salary & Remunerations	42,00,000.00	42,00,000.00
C) Perquisite	6,45,411.00	5,53,723.00

B. Whole Time Director :

	2016-2017	2015-2016
a) No. of Persons	One	(One)
b) Salary & Allowances	9,00,000.00	9,00,000.00

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>2016-17</u>	<u>2015-16</u>
(a) Net profit/(loss) after Tax	66,24,413.45	317,62,941.19
(b) Weighted average nos. of Equity Shares	117,60,000.00	19,60,000.00
(C) Basic and Diluted Earning per Equity Share	0.56	16.21

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. (Associate Company)
- 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 Projects LLP M/s Divisha Projects LLP M/s Prisha Hospitality 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	
		2016-17	2015-16	Current Year	Previous Year
Where Control Exist	Loan Taken and Repaid	-	--	--	--
Key Management Personnel	Remuneration	51,00,000.00	51,00,000.00	-	--
	Perquisite	6,45,411.00	5,53,723.00	--	--
	Rent Paid (Reimbursement)	84,329.00	76,659.00	--	--
	Loan Advance & Given & Received	25,00,000.00	-		
	Loan Taken	80,00,000.00	--	(30,00,000.00)	
	Loan Repaid	50,00,000.00			
Relative of Key Management Personnel	Maintenance Charges Recd.	3,45,000.00	3,00,000.00	(3,15,000.00)	-
	Advance Given & Received	170,00,000.00	45,00,000.00	99,00,000,000	99,00,000,000
	Back Loan Taken & Repaid	100,00,000.00	--		
Other Related Parties	Loan taken and repaid	--	324,00,040.00	--	--
	Loan received back	108,94,315.00	128,97,358.00	-	-
	Loan Given	209,50,000.00	573,50,350.00	700,96,539.00	600,40,854.00

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	2016-17			2015-16		
	Rs.	Value in Foreign Currency		Rs.	Value in Foreign Currency	
Payable	113578498	\$	1674225	21,94,14,316	\$	32,11,313.5
Import of Material	15265008	AED	829620			
Total	113578498		1674225	21,94,14,316	\$	32,11,313.5

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	--	--	23,259 (18,518)	1,412,721,133 (1,032,626,209)	22,719 (18,518)	1,399,872,275 (1,057,715,160)	-	33,898,819
EVA	MT	--	--	69 (242)	6,651,244 (23,941,998)	69 (242)	6,816,200 (24,460,470)	-	-
Total		--	--	--	1,419,372,377	--	1,406,688,475	--	33,898,819
Previous year		--	--	--	1,056,568,207	--	(1,082,175,630)	--	-

13 CIF Value of Imports

14 FOB Value of Exports

15 Earning in Foreign Currency

16 Expenditure in Foreign Currency

17 Remittance on account of Dividend in Foreign Currency

18 Figure for previous year have been regrouped, re-arranged and recast wherever necessary and figures in brackets represent previous year figures

1,419,398,173

(NIL)

(NIL)

569,997

(NIL)

(10565,68,207)

(NIL)

(NIL)

(10,12,131.00)

(NIL)

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 : 27-05-2017

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

DIN No. 00265593

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, 2017

		Year ended 31.03.2017		Year ended 31.03.2016
	Rs.	Rs.	Rs.	Rs.
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before Tax		92,81,370.28		115,33,153.19
Adjustment for :				
Depreciation	23,69,575.56		19,72,281.39	
(Profit) / Loss on sale of Fixed Assets	(260,980.09)		--	
Dividend Received	(28,000.51)		(24,521.58)	
Interest paid/received (Net)	(31,18,127.00)	(1,037,532.04)	(49,57,178.00)	(30,09,418.19)
Operating Profit before Working Capital Changes		<u>8,243,838.24</u>		<u>85,23,735.00</u>
Adjustment for :				
Trade receivables	342,85,393.00		314,19,262.00	
Other receivables	423,49,736.00		(332,09,351.00)	
Inventories	(338,98,818.60)		--	
Trade payable	(879,88,858.45)	(452,52,548.05)	(556,21,818.00)	(374,11,907.00)
Cash Generated from Operations		<u>(37,08,709.81)</u>		<u>(288,88,172.00)</u>
Direct Tax paid	(34,59,613.20)	(34,59,613.20)	(41,15,907.00)	(41,15,907.00)
Cash Flow from Operations		<u>(404,68,323.01)</u>		<u>(330,04,079.00)</u>
CASH FLOW FROM INVESTING ACTIVITIES				
Interest paid/received (Net)	31,18,127.00		49,57,178.00	
Dividend Received	28,000.51		24,521.58	
Purchase of Investments	--		--	
Sale of Fixed Assets	365,000.00		--	
Purchase of Fixed Assets	(32,00,061.00)	3,11,066.51	(63,537.00)	49,18,162.58
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	10,45,065.10		--	
Dividend paid	--		--	
Dividend Tax paid	--	10,45,065.10	--	
Net Increase (Decrease) in cash equivalents		<u>(391,12,191.40)</u>		<u>(280,85,916.42)</u>
Cash and cash equivalent as at 1st April (Opening balance)		999,05,243.92		1279,91,160.34
Cash and cash equivalent as at 31st March (Closing balance)		607,93,052.52		999,05,243.92

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

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

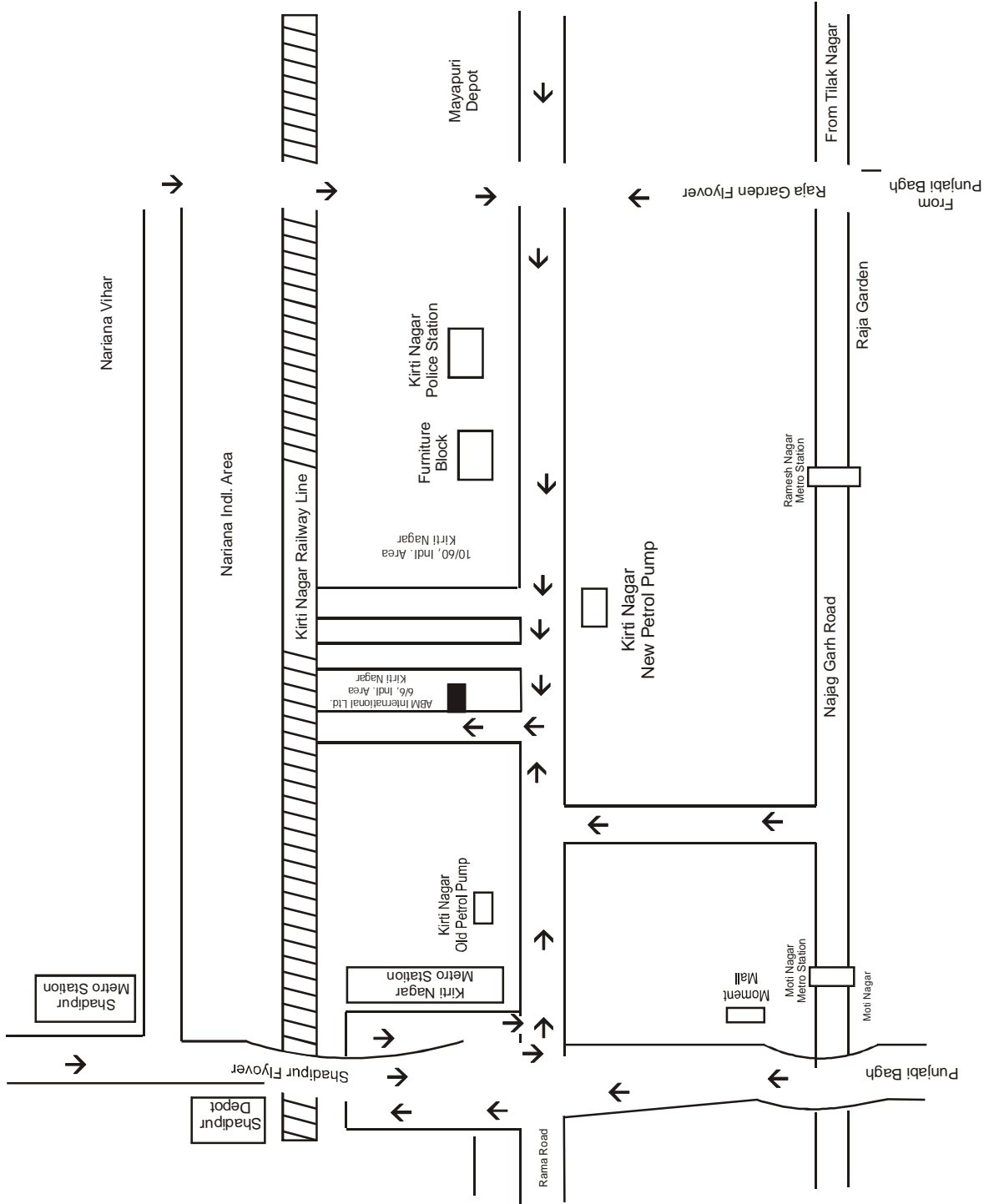
For and behalf of Board of Directors of:

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
DIN No. 00265593
Resi. Add.: D-1/16, Vasant Vihar,
New Delhi-110057

Puneeta Ahuja Company Secretary
M No. 33470

PLACE : NEW DELHI
DATE : 27-05-2017





**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]

34th Annual General Meeting -28th September, 2017 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 34th Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2017, 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, 2017
2	Re-appointment of Mrs. Sangeeta Gandhi as Director of the Company
3	Appointment of Statutory Auditor.
4	Regularization of Additional Director, Mr. K.S. Bhatia
5.	Appointment of Mr. V. K. Gandhi as Managing Director.

Signed this day of2017

.....
Signature of Shareholder

.....
Signature of Proxyholder(s)



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



ATTENDANCE SLIP

ABMINTERNATIONAL LIMITED

Regd. Office:

10/60, Industrial Area,

Kirti Nagar, New Delhi – 110015

34th Annual General Meeting

I/We hereby record my/our presence at the 34th ANNUAL GENERAL MEETING of the Company to be held at 6/6, Kirti Nagar, Industrial Area, New Delhi - 110015 on Thursday, the 28th day of September, 2017, 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.