



## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of Limited companies societies, etc., must be supported by appropriate resolutions/authority, as applicable. A proxy form MGT-11 for the AGM is enclosed.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed to the Notice as Annexure 1.
5. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2016 to 20<sup>th</sup> September, 2016 (both days inclusive).
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
8. Members/Proxies/Authorized Representative are requested to:
  - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
  - b. Note that all correspondence relating to share transfers/transmission/Dividend/Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi - 110062
  - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. If the final Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be paid within 30 days from the date of declaration as under:
  - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Tuesday, September 20, 2016;
  - ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Tuesday, September 20, 2016.
10. The annual report for 2015-16 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants / registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website [www.abmintl.in](http://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](mailto:abmintl@vsnl.com).
11. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.



## **ABM International Limited**

**10/60, Industrial Area, Kirti Nagar, New Delhi 110015**

**Tel: 011-41426055; E-mail: [abmintl@vsnl.com](mailto:abmintl@vsnl.com); Website: [www.abmintl.in](http://www.abmintl.in)**

**Corporate Identification Number (CIN) : L51909DL1983PLC015585**

**NSE TRADING SYMBOL: ABMINTLTD.**

### **NOTICE**

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

#### **ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and Cash flow Statement for the year ended on that date together with reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangeeta Gandhi (DIN: 00265593), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To declare Dividend on Equity Shares for the Financial Year 2015-16.
4. To Appoint M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E) as Statutory Auditors of the company for a period from the conclusion of this meeting upto the conclusion of next Annual General Meeting and fix their Remuneration.

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

**Place: New Delhi**

**Date : 28th July, 2016**

Registered Office:

10/60, Industrial Area,

Kirti Nagar,

New Delh-110015

Tel: 011-41426055

E-mail: [abmintl@vsnl.com](mailto:abmintl@vsnl.com),

Website: [www.abmintl.in](http://www.abmintl.in)

Corporate Identification Number (CIN):L51909DL1983PLC015585

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



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

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

**In case of members receiving e-mail:**

- (i) The voting period begins on 17.09.2016 (09.00 A.M.) and ends on 19.09.2016 (05.00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



12. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd.
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Ltd. for assistance in this regard.
14. As per the provision of Section 72 of the Companies act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.abmintl.in](http://www.abmintl.in). Members holding shares in physical form may submit the same to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi – 110062. Members holding shares in electronic form may submit the same to their respective depository participants.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation into single folio.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
17. Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, Iphone and windows based mobiles. The m-Voting app can be downloaded from google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF) Pursuant to the provisions of section 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 dividend for the financial year ended 2008-09 and thereafter which remain unclaimed for a period of 7 years will be transferred by the company to the IEPF established by the central government. Members who have not so far encashed their dividend warrants for the financial year ended 2008-09 or any subsequent financial years are requested to approach the company for obtaining fresh instrument(s) in lieu of expired dividend warrant(s). It may also be noted that once the unclaimed dividend is transferred to the said fund, as above, no claim shall lie against the company or the fund in respect thereof.

Members who have not yet encashed their Dividend warrant(s) for the Financial year 2008-09 onwards are requested to make their claims without any further delay to the company's Registrar and Transfer agent, M/s. Beetal Financial & Computer Services Private Limited.

Members may please note that no claim will lie against IEPF or the company with respect to dividend declared for the financial year 2008-09, on or after 01/11/2016.

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

Date of Declaration	Due for Transfer on
26.09.2009	01.11.2016
25.09.2010	31.10.2017
17.09.2011	23.10.2018
27.09.2012	02.11.2019
26.09.2013	01.11.2020
19.09.2014	25.10.2021
24.09.2015	-

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



(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the envelop along with address-</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. i.e. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend # Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- \* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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.



## ANNEXURE - 1

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

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



- \* The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - \* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14<sup>th</sup> September, 2016, may follow the same instructions as mentioned above for e-Voting.
- (XXi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 17/09/2016(9:00A.M) and ends on 19/09/2016(5:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Place: New Delhi**  
**Date : 28th July, 2016**  
Registered Office:  
10/60, Industrial Area,  
Kirti Nagar,  
New Delh-110015  
Tel: 011-41426055  
E-mail: [abmintl@vsnl.com](mailto:abmintl@vsnl.com),  
Website: [www.abmintl.in](http://www.abmintl.in)  
Corporate Identification Number (CIN):L51909DL1983PLC015585

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