

ABM INTERNATIONAL LIMITED

Corporate Identity Number: L51909DL1983PLC015585

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

Phone: 011-41426055, Website: www.abmintl.in, E-mail: Vkgandhi@abmintl.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of ABM International Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has appointed **Mr. Alok Jain (Membership No: 30369)** of **M/s. Jain Alok & Associates**, Practicing Company

Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head '**Information and Instructions for e-voting**' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Monday, 20th February 2023, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with **M/s. BEETAL Financial & Computer Services Pvt Ltd** Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchange in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.abmintl.in>, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Monday, 20th February 2023.

SPECIAL BUSINESS: -

Resolution 1:

Appointment of Mr. Rajneesh Gandhi (DIN: 00244906) as a Director.

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

RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") read with Article 161 of the Articles of Association of the Company, Mr. Rajneesh Gandhi (DIN : 00244906), who was appointed as an Additional Director of the Company by the Board of Directors effective

December 9, 2022 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolution 2

Appointment of Mr. Rajneesh Gandhi (DIN: 00244906) as Managing Director.

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

RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), read with Article 191 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Rajneesh Gandhi (DIN : : 00244906) as the Managing Director, for a period of 3 (Three) years effective December 9, 2022 upto December 8, 2025, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED Further That the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

**By Order of the Board
For ABM INTERNATIONAL LIMITED**

**Sd/-
AMIT KUMAR
Company Secretary**

**Date : 16/01/2023
Place: New Delhi**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 & 2 to as set out above is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, January 13, 2023 (the "Cut-Off Date")** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, **M/s. BEETAL Financial & Computer Services Pvt Ltd (the "RTA")**, in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered by contacting or writing a mail to M/s. BEETAL Financial & Computer Services Pvt Ltd., Registrar & Share Transfer Agent ('RTA'), at the email id - investor@beetalfinancial.com or Company at the email id cs@abmintl.in. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting. In case of any queries, member may write to investor@beetalfinancial.com or cs@abmintl.in.

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository

Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, January 13, 2023**, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.

8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

9. Corporate / Institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in pdf format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer with a copy marked to the Company.

10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

11. Postal Ballot (e-voting) commences from 9:00 a.m. (IST) on **Sunday, January 22, 2023 and ends at 5:00 p.m. (IST) on Monday, February 20, 2023**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.

12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Monday, February 20, 2023**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at www.abmintl.in, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of Central Depository Services (India) Limited ("CDSL") at www.cdslindia.com.

14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the evoting process. Members seeking to inspect such documents can send an email to cs@abmintl.in.

General information and instructions relating to e-voting:

i. The voting period begins from **9:00 a.m. (IST) on Sunday, January 22, 2023 and ends at 5:00 p.m. (IST) on Monday, February 20, 2023**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, January 13, 2023**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also

	<p>links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

iii. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders	Members facing any technical issue in login can contact

holding securities in Demat mode with NSDL

NSDL helpdesk by sending

a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<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> <ul style="list-style-type: none"> 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.

- g) After entering these details appropriately, click on "SUBMIT" tab
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney

(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@abmintl.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id investor@beetalfinancial.com.
2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Explanatory Statement

Statement setting out the material facts concerning items of special business

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to item nos. 1 to 2 of this postal ballot notice:

The Board, upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on December 9, 2022, appointed Mr. Rajneesh Gandhi (DIN: 00244906) as an Additional Director effective December 9, 2022 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") read with Article 164 of the Articles of Association of the Company.

The Board, upon recommendations of the Nomination and Remuneration Committee, also appointed Mr. Rajneesh Gandhi as the Managing Director, for a term of 3 (Three) years effective December 9, 2022, not liable to retire by rotation, subject to the approval of the Members of the Company.

Mr. Rajneesh Gandhi has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rajneesh Gandhi for the office of a Director of the Company.

Mr. Rajneesh Gandhi has over 32 years of rich and diversified experience in the field of export in leather garments. He is proud recipient of annual awards continuously for 5 years from 2012-13 from the Council for Leather Exports. He holds strong functional expertise in the areas of strategy, marketing, sales & general management.

Mr. Rajneesh Gandhi holds strong business acumen and has been instrumental in building high performance teams, leading organizational change and driving faster than market growth in sales, profit and productivity across the various companies he has worked with. He has an excellent track record of building megabrands via marketing & sales excellence, transforming operations and partnering with alliance partners, key stakeholders as well as diverse trade channels.

The significant terms and conditions of appointment of Mr. Rajneesh Gandhi are as under:

Term : 3 (Three) Year with effect from 9th December, 2022

Salary including perquisites : Rs. 15,00,000/- (Rupees Fifteen Lakhs Only per annum

The Managing Director will be occupying his own premises for his residential use and the Company will not bear 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 shall not be included in the aforesaid limits:

- (i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
- (iii) Encashment of un-availed leaves as per Rules of the Company.

In the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, he will be entitled to the above mentioned remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration.

Subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

A copy of the agreement between Mr. Rajneesh Gandhi and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of this resolution. The Members may write an email to by mentioning "Request for Inspection" in the cs@abmintl.in subject of the email.

The additional details of Mr. Rajneesh Gandhi as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standards issued by the Institute of Company Secretaries of India, are set out in the **Annexure-I** forming part of this Notice. Mr. Rajneesh Gandhi holds 1731840 Equity Shares in the Company.

Except Mrs. Sangeeta Gandhi Whole –Time Director, None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, is concerned or interested, financially or otherwise, in the Resolutions 1 and 2.

Considering the rich and diversified experience of Mr. Rajneesh Gandhi, the Board recommends the Resolutions 1 and 2 for the approval of Members as Ordinary Resolutions.

The following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information:

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

(ii) Date of Commencement of commercial production: The Company is existing Company therefore already in commercial production.

(ii) Financial Performance based on given indicators:

	(Rs. In Lakhs)		
	2019-2020	2020-2021	2021-2022
Revenue from operations	9770.86	12861.55	12,698.54
Profit/(Loss) Before Tax	(262.07)	1187.04	226.74
Profit(Loss) After Tax	(478.11)	1016.52	138.92

(IV). Foreign Investments or collaborations: N.A.

II. Information about the appointee:

(1) Background details: Mr. Rajneesh Gandhi has over 32 years of rich and diversified experience in the field of export in leather garments.

(2) Past Remuneration: N.A.

(3) Recognition or awards: He is proud recipient of annual awards continuously for 5 years from 2012-13 from the Council for Leather Exports.

(4) Job profile and his suitability:

Mr. Rajneesh 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 detailed in the Explanatory Statement.

(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 :

Mr. Rajneesh Gandhi is promoter of the Company and drawing Remuneration of Rs. 15,00,000/-per annum. Mrs. Sangeeta Gandhi, Whole-Time Director is his spouse.

III. OTHER INFORMATION

(1) Reasons for loss or inadequate profits:

Domestic PVC resin prices have dipped since April, 2022 due to decline in global PVC prices on account of weak housing demand in the US, the UK and China, together with easing supply-chain issues. Higher imports led by removal of AD Duty in February 2022 and reduction in import duty to 7.5% from 10% in May 2022 have also contributed to softer domestic prices.

(2) Steps taken or proposed to be taken for improvement:

The Company has been focusing on a number of initiatives including cost management and improvement in all around efficiency and effectiveness across all parameter.

(3) Expected increase in productivity and profits in measurable terms:

Considering the policy of the Government for Plastic industry and other favorable factors as mentioned above, the various steps taken by the Company

for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on trading , the Company is hopeful of further improving profitability in the years to come.

**By Order of the Board
For ABM INTERNATIONAL LIMITED**

**Sd/-
AMIT KUMAR
Company Secretary**

Date : 16.01.2023

Place: New Delhi

Annexure I

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Rajneesh Gandhi
Date of Birth	13.06.1970
Age	52 Years
Date of Appointment	09.12.2022
Expertise in Specific Functional Area	Rich and diversified experience in the field of export in leather garments
Qualifications	B.A. Hons.
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Entitled for remuneration as approved by the Board of Directors and as stated in the Explanatory Statement hereto.
Number of Meetings of the Board attended during the financial year 2022-23	Not Applicable
No. of shares held in the Company	1731840 Equity Shares
Directorships in other Indian Companies	CENTURY OVERSEAS INDIA PRIVATE LIMITED ALBEGA BIOLOGICALS PVT LTD PRISHA PROMOTERS PRIVATE LIMITED HERMES REALBUILD PRIVATE LIMITED
Membership of Committees in other Indian Companies	NIL
Relationship between Directors inter-se	He is relative of Mrs. Sangeeta Gandhi, Whole Time Director.

**By Order of the Board
For ABM INTERNATIONAL LIMITED**

**Sd/-
AMIT KUMAR
Company Secretary**

Date : 16.01.2023
Place: New Delhi