



ABM International Limited

REGD. OFFICE : 10 / 60, IND. AREA, KIRTI NAGAR, NEW DELHI-110015
 PHONES : 25927878, 25927699, 41426055
 E-mail : vkgandhi@abmintl.in | Website : www.abmintl.in
 CIN No. : L51909DL1983PLC015585
 NSE TRADING SYMBOL - ABMINTLTD

Date of Declaration of Result of Postal Ballot	3rd March, 2020
Total No. of Shareholder on record date	468
No. of shareholders present in the meeting either in person or through proxy :	N.A. (Since it is a result of Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing	N.A. (Since it is a result of Postal Ballot)

Agenda- wise disclosure (to the disclosed separately for each agenda item)

Resolution Required : (Ordinary/ Special)					Special Resolution required for Approval for proposed Voluntary Delisting of Equity Shares of the Company from all Stock Exchanges			
Whether promoter/promoters group are interest in the agenda/resolution?					YES			
Promoter / public	Mode of voting	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	8784240	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutional Holders	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-others	E-voting	2975760	2334050	78.43	2330425	3625	99.85	0.15
	Poll		-	-	-	-	-	-
	Postal Ballot		46	0.001	46	-	100	-
	Total		2334096	78.43	2330471	3625	99.85	0.15
Total		11760000	2334096	19.84	2330471	3625	99.85	0.15





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Details of Voting in terms of provisions of Regulation 8 (1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of R.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	61	2334096	100
Less:- Promoters Shareholding	--	--	--
Public Shareholding through Postal Ballot and E-Voting	61	2334096	100
Assented to Resolution out of Public Shareholding	59	2330471	99.85
Dissented to Resolution out of Public Shareholding	2	3625	0.15





MOHIT MEHTA & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

To,
THE CHAIRMAN,
ABM INTERNATIONAL LIMITED,
Address: 10/60, INDUSTRIAL AREA,
KIRTI NAGAR, NEW DELHI-110015

SUB: - REPORT ON THE POSTAL BALLOT PROCESS FOR SPECIAL RESOLUTION TO APPROVE THE VOLUNTARY DELISTING OF M/s. ABM INTERNATIONAL LIMITED, THE COMPANY

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (hereinafter referred to as "ACT") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, I have been appointed as a Scrutinizer by ABM INTERNATIONAL LIMITED, The Company vide letter dated 24th January, 2020 for conducting the Postal Ballot process for considering the following resolution, hereby report to you the result of the Postal Ballot.

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to (i) the requisition letter dated 6th December, 2019 received from Mr. Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi being promoters of the company along with other promoter group of the Company holding in aggregate 8784240 equity shares of Rupees. 10 each ('Equity Shares') aggregating 74.70% of the total paid-up equity share capital of the Company, conveying its intention to voluntarily delist the equity shares of the Company from National Stock Exchange of India Limited ("NSE") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ("**Delisting Regulations**"), (ii) the approval of the Board of Directors of the Company on 24th January, 2020, to the voluntary delisting of the Equity Shares from the NSE and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the NSE, receipt of the necessary approvals from the NSE and such other approvals as maybe required under applicable law and subject to the terms of such approvals, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the company from National Stock Exchange of India Limited, the only stock exchange where presently shares of the company are listed ("**Proposed Delisting**").

B-12 F/F Mukhram Garden Tilak Nagar, New Delhi - 110018
Mob:-9717024051, Email:-csmohitmehta@yahoo.com



RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the NSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit.”

1. In connection with the above referred matter I submit my report as under”

- 1.1 The Company has completed the dispatch of Notice of Postal Ballot forms along with self-attested stamped envelopes through courier/registered post or through electronic mode i.e. E-mail on 30.01.2020 to the members, whose names appeared on the register of members/list of beneficiaries as on 24.01.2020.
- 1.2 The Company has made advertisement regarding dispatch of Postal Ballot notice and ballots in English and Hind Daily “Financial Express“ and in Hindi “Jansatta“ on 31.01.2020.
- 1.3 The Shareholders of the Company had option to vote either through the Postal Ballot forms or through e-voting facility. Shareholders, who opted for e-voting facility, cast their votes on the E-voting platform provided by Central Depository Services (India) Limited (CDSL).
- 1.4 Particulars of the Postal Ballot forms received from the shareholders and the votes cast by the electronic mode have been entered separately prepared for the purpose in electronic mode.
- 1.5 The Postal Ballot envelopes were opened on Sunday, March 1, 2020 after 5.00 P. M. in my presence and the E-votes were unblocked on Monday, March 2, 2020 in the presence of Ms. Sanya Sethi and Mr. Sunpreet Singh who were present as witnesses.
- 1.6 The sealed Postal Ballot forms received from the shareholders were kept under the safe custody of the scrutinizer.



- 1.7 All Postal Ballot forms, received up to the close of working hours (5.00 P. M.) Sunday, March 1, 2020 being the last date and time fixed by the Company for the receipt of the forms were considered for my scrutiny.
- 1.8 Envelopes containing Postal Ballot forms received after 5.00 P.M. on Sunday, March 1, 2020 were not considered for my scrutiny.
- 1.9 Particulars of all the Postal Ballot forms received from the shareholders have been entered in the Electronic Register separately maintained for the purpose.
- 1.10 I have maintained a register electronically to record the assent or dissent, received through physical Postal Ballot forms, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of each shares.
- 1.11 The total issued and paid-up Equity Share Capital of the Company as on January 24, 2020 was Rs.11,76,00,000/-(Rupees Eleven Crores Seventy-Six Lacs Only) divided into 1,17,60,000 (One Crores) Seventeen Lacs Sixty Thousand) Equity Shares of Re.10/- each.
- 1.12 I did not find any defaced and mutilated Postal Ballots.
- 1.13 I will hand over the Postal Ballot forms and other related papers/registers and records to the Company Secretary after signing of Minutes by the Chairman of the Company.
2. In accordance with basis of acceptance (as per Annexure-I) and basis of rejection (as per Annexure-II), and on proper scrutiny of all the ballot papers, I report the result of the Postal Ballots as under:

2.1 Details of Postal Ballot Forms Received:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Re.10/- each (votes)
Total Postal Ballot forms received	18	46
Less:-Invalid Postal Ballot Forms (Pls. refer Annexure-III)	NIL	NIL
Net valid Postal Ballot Forms	18	46
Postal Ballot forms with assent for the Resolution	18	46



Postal Ballot forms with dissent for the Resolution	NIL	NIL
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2.2 Details of Voting by Electronic Mode Received:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Re.10/- each (votes)
Total Votes Casted	43	2334050
Assent	41	2330425
Dissent	2	3625

2.3 Details of Voting:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Re.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	61	2334096	100
Assent	59	2330471	99.85
Dissent	2	3625	0.15

2.4 Details of Voting in terms of provisions of Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Re.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	61	2334096	100
Less:- Promoters Shareholding	NIL	NIL	NIL
Public Shareholding through Postal Ballot and E-voting	61	2334096	100
Assented to Resolution out of Public Shareholding	59	2330471	99.85
Dissented to Resolution out of Public Shareholding	2	3625	0.15

Having regard to the aforesaid, scrutiny, I hereby report that:



- (i) The above Special Resolution proposed by the Company through Postal Ballot is passed by the Shareholders as Special Resolution under the Companies Act, 2013;
- (ii) Furthermore, the number of votes cast by Postal Ballot by Public Shareholders in favour of Special Resolution being greater than two times of the number of votes cast by the Public Shareholders against the Special Resolution and therefore, the requirement of the provisions to Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 is satisfied; and
- (iii) I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner.

3. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,
Yours faithfully,
For Mohit Mehta & Associates
Company Secretaries



(Mohit Mehta)
Scrutinizer
M.No. 46893
C.P. No. 17160
UDIN: A046893A000584958

Place: New Delhi
Date: 02-03-2020

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. A postal Ballot form is complete in all respects including Duplicate Postal Ballot form downloaded from the website www.abmintl.in as specified in the Postal Ballot Notice.
2. The Assent or Dissent has been given by any other mark, the Postal Ballot Form has been considered.
3. Joint Shareholder(s) has / have signed the Postal Ballot form instead of first named Shareholders, the vote cast by the Joint named Shareholders has / have considered.
4. Shareholders have voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated / cast has been considered.
5. Shareholder has voted for more than his / her actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MEANS

6. Shareholder has voted only through e-voting electronic mode.



BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either, Assent or Dissent.
2. Ballot Paper is not signed.
3. Specimen signature of the Shareholder with the Registrar and Share Transfer Agent differs materially with that of the Signature in the Postal Ballot Forms.
4. The Specimen signature of the Shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the Signature.
5. Shareholder has put tick mark for both Assent and Dissent without indicating no. of shares.
6. Shareholder has put tick mark on Dissent or X mark on Assent.
7. Shareholder has sent a photocopy of Postal Ballot form.
8. Shareholder has signed the Postal Ballot form in Pencil.
9. Shareholder has signed in the column for the purpose of Assent / Dissent.
10. Shareholder has sent scan copy of Postal Ballot form via e-mail.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that is difficult for the scrutinizer to identify either the member or the number of Votes.

B. VOTING THROUGH ELECTRONIC MEANS

12. Shareholder has voted by Physical Ballot Form and e-voting has been treated as 'invalid'.



REPORT FOR INVALID POSTAL BALLOT FORMS / ELECTRONIC VOTES

S. No.	Category	No. of Forms / Electronic	Total No. of Invalid Votes (Equity Shares of Re.10/- each)
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A. PHYSICAL BALLOT FORM

1	No. of Votes Polled	-	-
2	Not Signed	-	-
3	Authority Letter / Board Resolution not attached	-	-
4	Power of Attorney not enclosed	-	-
5	Signature not available	-	-
6	Signature not tallied	-	-
7	Votes polled for both against and For		
8	Photocopy of the Postal Ballot Form sent	-	-
9	Forms found in mutilated form	-	-

B. VOTING THROUGH ELECTRONIC MODE

10	Votes through e-voting and Physical both	-	-
11	Authority Letter / Board Resolution not sent	-	-
	TOTAL (A+B)	-	-

