



37th

ANNUAL REPORT

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
Non-Executive Director

Shri Premendra Ojha
(w.e.f. 11.08.2020)
Additional Independent Director

Management

Shri V. Mahalingam
Chief Financial Officer

Shri Amit Kumar
Company Secretary/Compliance Officer

Auditors

M/s. Rajan Goel & Associates
280, Basement, Kailash Hills, East of Kailash
New Delhi - 110 065

Bankers

(i) Punjab National Bank
(ii) Axis Bank Ltd.

Regd. Office

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



GENERAL SHAREHOLDER'S INFORMATION

1. A.G. M. Date, Time and Venue : 29th September, 2020 at 3.00 P.M.
2. Financial Calendar : 1st April, 2019 to 31st March, 2020
3. Listing on 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. Dematerialisation of
Shares and Liquidity : Trading in ABM's shares is permitted only in
dematerialised form as per circular issued by the
Securities and Exchange Board of India (SEBI).
6. Registrar for Demat Services : M/s Beetal Financial & Computer Services (P) Ltd.
Share Transfer Agent Beetal House, 3rd Floor,
99, Madangir, (Behind Local Shopping Complex),
Near Dada Harsukh Das Mandir,
New Delhi-110062 Tel.:(011)29961281



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ABM INTERNATIONAL LIMITED

CIN:L51909DL1983PLC015585

Regd Off. 10/60, Industrial Area, Kirti Nagar, New Delhi110015

Tel: 011-41426055; E-mail: vkgandhi@abmintl.in;

Website: www.abmintl.in

NOTICE TO MEMBERS

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of ABM INTERNATIONAL LIMITED will be held on Tuesday, 29th September, 2020 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended 31st March, 2020, the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kawaljit Singh Bhatia, who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. Appointment of Mr. Premendra Ojha as a Non-Executive Independent director

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

RESOLVED THAT Premendra Ojha (DIN 02810137) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th August, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 158 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Premendra Ojha who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 11, 2020 to August 10, 2025, be and is hereby approved.

4. 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,2021 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 ,2021 as recommended by the Nomination and Remuneration Committee, on the following terms and conditions:

Term : 3 years with effect from 1st July, 2021

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

**By Order of the Board of Directors
FOR ABM INTERNATIONAL LIMITED**

VIRENDER KUMAR GANDHI
Chairman and Managing Director
DIN-00244762
Add- D-1/16, Vasant Vihar,
New Delhi-110057

Place: New Delhi
Date : 01.09.2020

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Clause 1.2.5 of Secretarial Standard-2, for the person seeking re-appointment as Director at the Annual General Meeting, are given and forms integral part of the notice as **Annexure-A**
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (both days inclusive).
4. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Beetal Financial & Computer Services Private Limited.
5. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest. Further, pursuant to the amendment in the Listing Regulations and subsequent notification issued by SEBI, on and from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI has clarified by a Press Release that the said amendments does not prohibit an investor from holding the shares in physical form and the investor has the option of holding shares in physical form even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized.
6. 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 2012-13 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 2012-13 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 2012-13 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 the company with respect to dividend declared for the financial year 2012-13, on or after 1st November, 2020.



7. 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 of Dividend transfer of dividend to IEPF	Due for Transfer/Due Date of transfer of dividend to IEPF
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.

Pursuant to the provisions of Sec 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of 30 days of such shares becoming due to be transferred to IEPF Account.

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from 2013 are requested to claim same at earliest. In case valid claim is not received by the company before due date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.

The Members, whose unclaimed shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

8. General instructions for accessing and participating in the 37th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

- I. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- II. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- III. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- V. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- VI. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.abmintl.in. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- VII. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



- VIII. The Company has appointed M/s Mohit Mehta and Associates, (M.No.46893) Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.
- IX. The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.abmintl.in and on the website of CDSL www.evotingindia.com. The same shall also be communicated to NSE, where the shares of the Company are listed.
- X. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2020 may obtain the login details in the manner as mentioned below.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 26th September, 2020 (9:00 am IST) and ends on 28th September 2020 (5:00 pm IST). 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 22nd September,2020 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" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasiusing** your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (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 e-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 Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at vkgandhi@abmintl.in. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



(xx) **Note for Non – Individual Shareholders and Custodians**

- 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 vkgandhi@abmintl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.

**By Order of the Board of Directors
FOR ABM INTERNATIONAL LIMITED**

VIRENDER KUMAR GANDHI
Chairman and Managing Director
DIN-00244762
Add- D-1/16, Vasant Vihar,
New Delhi-110057

Place: New Delhi
Date: 01.09.2020



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO 3.

Mr. Premendra Ojha was appointed as an additional director on the Board of the Company with effect from 11th August, 2020 to hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the candidature of Mr. Premendra Ojha as a Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence for appointment of an Independent Director on the Company’s Board. An Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors liable to retire by rotation. The Company has received a declaration from Mr. Premendra Ojha that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing obligations and disclosure requirements) Regulations 2015. In the opinion of the Board, Mr. Premendra Ojha fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015. Mr. Premendra Ojha is independent of the management. A copy of the draft letter of appointment of Mr. Premendra Ojha as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 1:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Premendra Ojha and his relatives are concerned or interested in the said resolution.

The resolution as set out in Item no. 3 of this Notice is accordingly commended for your approval.

ITEM NO 4.

Mr. Virender Kumar Gandhi has been re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2021. His reappointment was made by the Board of Directors at their Meeting held on 01.09.2020 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 58 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. 97 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 12 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 :

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

- (i) Nature of Industry: Trading in Plastic Raw Materials
- (ii) Date of Commencement of commercial production: 24th April, 1983.
- (iii) Financial Performance based on given indicators:

	2017-2018	2018-2019	2019-2020
Revenue from operations	8860.87	7736.96	9770.86
Profit/(Loss) Before Tax	(23.07)	(238.28)	(262.07)
Profit(Loss) After Tax	(21.55)	(176.71)	(478.11)

(IV) Foreign Investments or collaborations

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 58 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. 51.91 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. 4 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

ANNEXURE-A

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under

NAME OF THE DIRECTOR	KAWALJIT SINGH BHATIA	PREMENDRA OJHA	VIRENDER KUMAR GANDHI
AGE	58 Years	59 Year	78 Year
QUALIFICATIONS	Commerce Graduate	B.A., LL.B., LL.M.	B.com
EXPERIENCE	35 Years	21 Years	58 years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONGWITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	Non-Executive Director, Liable to retire by rotation	The details are provided in the resolution at item no.3 of this notice.	The details are provided in the resolution at item no.4 of this notice.
REMUNERATION LAST DRAW (2019-20)	N.A.	N.A.	51,91,247
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Vast experience in trade and industry	Practicing Advocate and having vast experience in Criminal/ Civil laws, laws relating to Foreign Exchange regulations, corporate laws, Consumer Protection and Foreign Trade	Vast experience in trade and industry
DATE OF FIRST APPOINTMENT ON TO THE BOARD	19.09.2014	11.08.2020	21.04.1983
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2020	NIL	NIL	4745040
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	N.A.	N.A.	Relative of Mrs. Sangeeta Gandhi, WTD
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	Ten	NIL	Twelve
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2020	One	NIL	Three
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	Three	NIL	N.A.

**By Order of the Board of Directors
FOR ABM INTERNATIONAL LIMITED**

**VIRENDER KUMAR GANDHI
Chairman and Managing Director
DIN-00244762**

**Add- D-1/16, Vasant Vihar,
New Delhi-110057**

Place: New Delhi

Date: 01.09.2020



BOARD'S REPORT

To
The Members,
ABM International Limited

The Directors have pleasure in presenting the 37th Annual Report of the company together with the financial statements, for the year ended on 31st March 2020.

FINANCIAL PERFORMANCE OF THE COMPANY:

During the Financial Year 2019-2020, The Financial position of the Company is as under:

(Rs. in lakhs)

Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Turnover	9770.86	7736.96
Profit before depreciation	(182.67)	(219.53)
Depreciation	79.40	18.76
Net Profit after depreciation	(262.07)	(238.29)
Provision for taxation (Net)	216.04	61.71
Net Profit(Loss) for the year after tax	(478.11)	(176.72)
Surplus brought forward from previous year	31.75	208.47
Surplus available for Appropriation	(509.86)	31.75
Proposed Dividend	—	—
Tax on proposed dividend	—	—
Balance carried over to next year	(446.36)	31.75

KEY HIGHLIGHTS

During the period, the turnover for the year under review has increased to Rs. 97.70 Cr. in 2019-2020 as against Rs. 77.36 Cr. in 2018-19. However, The Company has incurred net loss of Rs. 4.78 Cr. The company has recorded net loss of Rs. 4.78 Cr. in the year 2019-2020 due to tax adjustment of earlier years as compared to net loss of Rs. 1.77 Cr in the previous year 2018-19.

The Earning per share (EPS) for the year is Rs. (4.14) per share as compared to Rs (1.59) per share of the previous year.

DIVIDEND:

The Directors have not recommended any dividend for this financial year.

RESERVES:

Taking into account overall financial performances of the Company, your Directors have not transferred any amount to General Reserve Account.

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.

Your board is hopeful that during the current year your company will do better.

CHANGE IN THE NATURE OF BUSINESS:

During the financial year under review, no changes have occurred in the nature of the Company's business.

MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE DIRECTOR REPORT:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and date of the director report of the Company to which the financial statements relates.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board



Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-2020.

SECRETARIAL STANDARD:

The Company complies with all applicable mandatory secretarial standards issued by the institute of Company Secretary of India.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report and also available on the Company website <http://www.abmintl.in>.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

As on March 31, 2020, the Company has only one Associate Company i.e. Prisha Promoters Private Limited. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and its Associate Company. The Company holds 49.64% equity in Prisha Promoters Private Limited and posted a net loss of Rs. 4.69 Lakhs during the year ended March 31, 2020.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries', Associates' and Joint Ventures in Form AOC-1 is attached as "**Annexure A**".

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not given any Loan, any guarantee and security in connection with a Loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

DEPOSITS:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V- Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS AND AUDITORS' REPORT:

(1) STATUTORY AUDITORS:

The Report given by **M/s. Rajan Goel & Associates, Chartered Accountants (Firm Registration No: 004624N)**, Statutory Auditors on the financial statements of the Company for the Financial year 2019-2020 is part of Annual Report. The Notes on financial statements referred to in Auditor's Report are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report on Financial Statement for F.Y. 2019-2020.

(2) SECRETARIAL AUDITORS:

a. Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **M/s Mohit Mehta & Associates**, a Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2020. The Secretarial Audit Report is annexed as "**Annexure B**".

The Secretarial Audit Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation, adverse remark or disclaimer.

b. The secretarial Auditor of the company **M/s Mohit Mehta & Associates** has issued a certificate that none of Director on the Board of the Company have been Debarred or disqualified from being appointed or continuing as a directors of the Companies by the board/Ministry of Corporate Affairs or any such statutory authority.

(3) INTERNAL AUDITOR

As per section 138 of the Companies Act, 2013, the Company is required to have Internal Auditor. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s. Pawan N. Gupta & Associates as the Internal Auditor of the Company.

REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the statutory auditors nor the Secretarial Auditors has reported to the Audit Committee under section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officer or employees, the details of which would need to be mentioned in the Board's Report.

SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2020 was 11.76 Crores. During the year under review, the Company has not issued any shares.



The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

EXTRACT OF THE ANNUAL RETURN:

The extracts of Annual Return in Form MGT – 9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the Financial Year 2019-2020 is furnished in “**Annexure-C**” and is attached to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy-

- (i) The steps taken or impart on conservation of energy: N.A.
- (ii) The steps taken by the company for utilizing alternate sources of energy: N.A.
- (iii) The capital investment on energy conservation equipment: NIL

(B) Technology absorption-

- (i) The efforts made towards technology absorption: NIL.
- (ii) The benefits derived: NIL
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL
- (iv) The expenditure incurred on Research and Development: NIL

(C) Foreign exchange earnings and Outgo-

(₹ in Lakhs)

S.NO.	Particulars	2019-2020	2018-2019
1.	Foreign Exchange Earnings	NIL	NIL
2.	Foreign Exchange Outgo	1.77	(3.58)
3.	F.O.B. Value of Exports	NIL	NIL
4.	C.I.F Value of Imports	8070.48	9770.86

CORPORATE SOCIAL RESPONSIBILITY:

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013.

- a) Pursuant to provisions of Section 152 of Companies Act, 2013 and the Articles of Association of the Company Mr. Kawaljit Singh Bhatia, (DIN:02024597) Director of the Company is liable to retire by rotation and being eligible, offer himself for re-appointment.
- b) Mr. Premendra Ojha (DIN 02810137:) was appointed as additional and independent directors with effect from August 11, 2020. A resolution seeking shareholders’ approval for his appointment forms a part of the Notice.
- c) As per the provisions of Sections 196, 197 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. Virender Kumar Gandhi was re-appointed as Managing Director of the Company for a period of 3 years w.e.f 1st July, 2021 subject to approval in this Annual General Meeting.
- d) During the year Ms. Puneeta Ahuja resigned from the post of the Company Secretary and in her place Mr. Abhishek Kumar has been appointed as the Company Secretary and compliance officer of the Company.
- e) Mr. Abhishek Kumar has resigned from the post of the Company Secretary and in his place Mr. Amit Kumar has been appointed as the Company Secretary and compliance officer of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are -Mr. Virender Kumar Gandhi, Managing Director, Mr. Vishwanatha Mahalingam, Chief Financial Officer and Mr. Amit Kumar, Company Secretary.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

Twelve meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.



BOARD EVALUATION:

In line with the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 11th February, 2020, wherein the performance of the non-independent directors including Chairman was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and fulfillment of Director’s obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

AUDIT COMMITTEE:

The Company being a Listed Company was required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company was required to constitute a Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013. The Composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report forming part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and as per the listing regulations, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company’s Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism. The policy adopted by the company is also posted on the website of the company www.abmintl.in.

NOMINATION AND REMUNERATION COMMITTEE:

The Company being a Listed Company was required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report forming part of this report.

Remuneration of the Key Managerial Personnel and Employees of the Company is based on the performance of the company. Remuneration of the employees are revised on timely basis and based on their performances. The company generally sees the ability and review the performance of the candidate before the appointment of the Director.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2019-20 in the prescribed format, Form AOC-2 has been enclosed with the report as **“ANNEXURE D”**.

RISK MANAGEMENT POLICY:

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. The Audit Committee reviews adequacy and effectiveness of the Company’s internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company’s risk management policies and systems.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves for their continuance as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drawing remuneration in excess of the limits set out in the said Rules.



Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been enclosed with the report as **“ANNEXURE E”**.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

A separate report on Corporate Governance along with Auditor’s Certificate on its compliance is annexed to this report. **“ANNEXURE F”**

DIRECTORS’ RESPONSIBILITY STATEMENT:

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) for the financial year ended March 31, 2020, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Loss of the Company for the year ended March 31, 2020.
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual financial statements have been prepared on a going concern basis.
- e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT:

The Board appreciates and places on record the contribution made by the employees during the year under review. The Board also places on record their appreciation of the support and co-operation of all stakeholders particularly shareholders, bankers, financial institutions, customers, suppliers and business partners.

By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

SANGEETA GANDHI
(WHOLE-TIME DIRECTOR)
DIN:00265593

VIRENDER KUMAR GANDHI
(MANAGING DIRECTOR)
DIN:00244762

Date: 01.09.2020
Place: New Delhi



**Statement containing salient features of the financial statement of
Subsidiaries/ Associate Companies/ Joint Ventures**

Part "A": Subsidiaries

The Company does not have any Subsidiary

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

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 associates/Joint Ventures	Prisha Promoters Private Limited
1. Latest audited Balance Sheet Date	31.03.2020
2. Date On Which the Associate was associated	20.04.2004
Shares of Associate/Joint Ventures held by the company on the year end	No. 6,95,000
Amount of Investment in Associates/Joint Venture	Rs. 69,50,000/-
Extend of Holding%	49.64%
3. Description of how there is significant influence	ABM International Limited is holding more than 20% of Share Capital
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 9,25,41,547
6. Profit/Loss for the year	
i. Considered in Consolidation	(2,33,028.52)
ii. Not Considered in Consolidation	(2,36,408.48)

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Place : New Delhi
Date : 25/07/2020

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659



ORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

**[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
CIN: L51909DL1983PLC015585

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ABM INTERNATIONAL LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2020, 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.

We 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, 2019 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**
- (vi). The management has confirmed that other laws applicable to the Company are complied with.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs



(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on our 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, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2019 complied with the aforesaid laws.

We further report that:

1. The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

We further report that based on the information received and records maintained by the Company, 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.

4. As informed, the Company has responded appropriately to notices received from various statutory /regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that:

The Board of Directors of the Company has received a requisition letter dated 6th December, 2019 from promoters of the company. In the Promoter's Letter, the Promoters have notified their intention to acquire the equity shares held by the public shareholders of the Company ("Public Shareholders") by providing an exit opportunity through a voluntary delisting offer ("Delisting Offer") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ("Delisting Regulations") for acquiring 2975760 equity shares representing 25.31% of the total paid up equity share capital held by the public shareholders, in order to delist the equity shares from the National Stock Exchange of India

The Board sought the consent of shareholders of the Company by way of special resolution through Postal Ballot as per the notice issued to the shareholders on 24th January, 2020 for:

Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE"), where presently shares of the company are listed.

The special resolution was passed by the shareholders of the Company with requisite majority. Subsequently promoters have decided to not to proceed with the delisting offer as proposed in view of current market conditions and impact of COVID-19 pandemic across society.

For Mohit Mehta & Associates

Mohit Mehta
Company Secretary
M No- 46893
C P No-.17160

Place: Delhi
Date:22.08.2020

Note: This report is to be read with our letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.



To,

The Members,
ABM INTERNATIONAL LIMITED
CIN: L51909DL1983PLC015585

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mohit Mehta & Associates

Mohit Mehta
Company Secretary
M No- 46893
C P No-.17160

Place: Delhi
Date:22.08.2020



FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L51909DL1983PLC015585
ii.	Registration Date	April 21, 1983
iii.	Name of the Company	ABM INTERNATIONAL LIMITED
iv.	Category/Sub-Category of the Company	Listed Public Limited Company
v.	Address of the Registered office and contact details	10/60, Industrial Area, Kirti Nagar, New Delhi – 110029 Tel.: 011-41426055 E-mail: vkgandhi@abmintl.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd 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 Product/service	% to total turnover of the company
1	Imported of Plastic Raw Materials	46693	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Prisha Promoters Private Limited	U51109DL1996PTC081777	Associate	49.64	2(6)



III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
Indian									
a) Individual/ HUF	8724240	57600	8781840	74.67	8784240	-	8784240	74.69	0.02
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (persons acting in concert)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	8724240	57600	8781840	74.67	8784240	-	8784240	74.69	0.02
Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
c) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A)(2)	8724240	57600	8781840	74.67	8784240	-	8784240	74.69	0.02
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) StateGovt(s).	-	-	-	-	-	-	-	-	-
Sub-Total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	12482	192000	204482	1.7388	8065	192000	200065	1.7012	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
Individual shareholding holding nominal share capital up to Rs. 1 lakh	101929	451941	553870	4.70	92047	446091	538138	4.576	(0.02)
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1920000	159840	2079840	17.68	1937736	159840	2097576	17.8365	-
c) Others (Specify)									
(c – i) Trust	5400	-	5400	0.0459	5400	-	5400	0.0459	-
(c – ii) Non Resident Indian (Repat)	712	-	712	0.0061	712	-	712	0.0061	-
(c – iii) Non Resident Indian (Non Repat)	-	-	-	-	-	-	-	-	-
(c-iv) Hindu Undivided Family	176	-	176	0.0015	176	-	176	0.0015	-
(c – v) Clearing Member	-	-	-	-	13	-	13	0.0001	-
(c- vi) Foreign National	-	-	-	-	-	-	-	-	-
IEPF Authority	133680	-	133680	1.1367	133680	-	133680	1.1367	-
Sub-Total(B)(2)	2174379	803781	2978160	25.32	2177829	797931	2975760	25.30	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2174379	803781	2978160	25.32	2177829	797931	2975760	25.30	-
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	10898619	861381	117600000	100.00	10962067	797931	117600000	100.00	-



iii) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change shareholding during in the year
		No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	
1.	Virender Kumar Gandhi	4745040	40.349	N.A	4745040	40.349	N.A	-
2.	Rajnish Gandhi	2164800	18.408	N.A	2164800	18.408	N.A	-
3.	Sangeeta Gandhi	1374000	11.683	N.A	1376400	11.7041	N.A	0.0204
4.	Mridula Gaiind	474000	4.0306	N.A	474000	4.0306	N.A	-
5.	Manmohan Gaiind	24000	0.2041	N.A	24000	0.2041	N.A	-

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	At the beginning of the year	87,81,840	74.67	15/11/19	2400	Increase in Shareholding by way of Transfer	87,81,840	74.67
							87,84,240	74.69
2	At the End of the year						87,84,240	74.69

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

Sr. No.	Particulars	Shareholding at the beginning (01.04.2019)		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		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	504000	4.2857				504000	4.2857
2.	Abhinav Gupta At the beginning of the year At the end of the year	480000	4.08				480000	4.0816
3.	Parul Bellani At the beginning of the year At the end of the year	468000	3.97				468000	3.9796
4.	Mukesh Bellani At the beginning of the year At the end of the year	468000	3.97				468000	3.9796
5.	M/s International Securities Ltd. At the beginning of the year At the End of the Year	192000	1.6327				192000	1.6327
6.	Investor Education and Protection Fund Authority, Ministry of Corporate Affairs At the beginning of the year At the End of the Year	133680	1.1367				133680	1.1367



7.	Rajnish Grover At the beginning of the year At the End of the Year	96000	0.8163				96000	0.8163
8.	Navin Shah At the beginning of the year At the End of the Year	23040	0.1959				23040	0.1959
9.	Pankaj Agarwal At the beginning of the year	5205	0.0443					
				26/04/19	468	purchase	5673	0.0482
				03/05/19	300	purchase	5973	0.0508
				24/05/19	142	purchase	6115	0.052
				31/05/19	125	purchase	6240	0.0531
				14/06/19	100	purchase	6340	0.0539
				21/06/19	338	purchase	6678	0.0568
				28/06/19	96	purchase	6774	0.0576
				12/07/19	5133	purchase	11907	0.1013
				19/07/19	4	purchase	11911	0.1013
				26/07/19	56	purchase	11967	0.1018
				20/09/19	618	purchase	12585	0.107
				11/10/19	235	purchase	12820	0.109
				14/02/20	4916	purchase	17736	0.1508
	At the end of the year				17736		17736	0.1508
10.	Lalchand Jain At the beginning of the year At the end of the year	14400	0.1224				14400	0.1224

vi) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Shareholding of each Directors and each 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)	4745040	40.349	4745040	40.349
2.	Sangeeta Gandhi (whole-Time Director)	1374000	11.6837	1376400	11.7037

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 (01.04.2019)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition				
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-


VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	VIRENDER KUMAR GANDHI	SANGEETA GANDHI	TOTAL AMOUNT
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			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	9,91,247	-	9,91,247
2.	Stock Option	-	-	
3.	Sweat Equity	-	-	
4.	Commission- as % of profit- Others, specify...	-	-	
5.	Others, please specify		-	
	Total (A)	51,91,247	9,00,000	60,91,247
	Ceiling as per the Act	the payment are as per schedule and as per section 197 of Companies Act 2013.		

B. Remuneration to other directors
1. Independent Directors :

Particulars of Remuneration	MANNAPRA SUNDARAIYER VENKATESWARAN	SURESH SINGH VIRENDRANATH RANA	TOTAL AMOUNT
· Fee for attending board committee meetings	5000	3000	8000
· Commission			
· Others, please specify	-	-	-
Total (1)	5000	3000	8000

2. Non Executive Directors :

Particulars of Remuneration	KAWALJIT SINGH BHATIA	TOTAL AMOUNT
· Fee for attending board committee meetings	5000	5000
· Commission	-	-
· Others, please specify	-	-
Total (2)	-	-
Total (B)=(1+2)	-	-
Total Managerial Remuneration	5000	5000
Overall Ceiling as per the Act	the payment are as per schedule and as per section 197 of Companies Act 2013 and as approved by the ministry of company affairs	

**C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		C.F.O.	Company Secretary			
		V. Mahalingam	Puneeta Ahuja	Abhishek Kumar	Amit Kumar	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,77,913	1,46,764	32,900	1,27,303	6,84,880
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit					
	- Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (C)	3,77,913	1,46,764	32,900	1,27,303	6,84,880

IV. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishments/compounding of offences for the year ended 31st March, 2020.

By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Place : New Delhi
Date : 01.09.2020



FORM AOC 2

Related Party Transactions:

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form 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:*

1. Details of contracts or arrangements or transactions not at arm's length basis : N.A.

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

2. Details of material contracts or arrangement or transactions at arm's length basis : N.A.

**By order of the Board of Directors of
ABM INTERNATIONAL LIMITED**

**Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762**

**Sangeeta Gandhi
Whole Time Director
DIN-00265593**

Place : New Delhi
Date : 01.09.2020



Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided hereunder:

1. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Director	Ratio to median remuneration
Virender Kumar Gandhi	13.73
Sangeeta Gandhi	2.78

***The Median Remuneration of Employee is Rs. 3,77,913/- and Rs. 4, 11,300/- in year 2020 and 2019 respectively.

2. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year.**

Director

Particular	% increase in remuneration in the financial year
Virender Kumar Gandhi (MD)	2.80
Sangeeta Gandhi (WTD)	Nil
Vishwanatha Mahalingam (CFO)	(8.94)
Amit Kumar (CS)	Nil

3. **The percentage increase in the median remuneration of employees in the financial year: - (8.12)**

4. **The number of permanent employees on the rolls of Company: Nine.**

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

There was an increase of around (15.30) in the salaries of the employees in comparison to the last financial year. Percentile increase in the managerial remuneration is 1.4

6. **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	51,91,247	Permanent	Graduate	58	1962	78	NA	40.19	Relative of Mrs. Sangeeta Gandhi (Whole Time Director)
Mrs. Sangeeta Gandhi	Whole Time Director	9,00,000	Permanent	Graduate	24	1996	46	NA	11.30	Relative of Mr. Virender Kumar Gandhi (managing Director)
Mr. Sushil Gambhir	Manager (Accounts)	4,37,670	Permanent	Graduate	19	2006	40	NA	NIL	NIL
Mr. Sita Ram	Manager (Liaison)	4,34,725	Permanent	Graduate	24	2002	46	NA	NIL	NIL
Mr. V. Mahalingam	Chief Financial Officer	3,77,913	Permanent	Graduate	52	1985	69	NA	NIL	NIL
Mr. Amit Kumar	Company Secretary	1,27,303	Permanent	LL.B. CS	4	2020	35	NA	NIL	NIL
Ms. Anju Gupta	Manager (Operations)	1,65,419	Permanent	B.com, M.B.A. (Finance)	6	2019	32	NA	NIL	NIL
Mr. Vijay Kumar	Driver	2,38,021	Permanent	Metric	19	2004	50	NA	NIL	NIL
Mr. Ratneswer Jha	Supervisor	2,19,637	Permanent	Metric	29	1995	57	NA	NIL	NIL

By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Date : 01.09.2020
Place : New Delhi



ANNEXURE 'F' TO DIRECTOR REPORT
Report on Corporate Governance

1. Philosophy on code of Corporate Governance:

The Fundamental object of Corporate Governance is the enhancement of Shareholder value, keeping in view the interest of other stakeholders. It refers to a blend of law, regulations and voluntary practices, which enable the company to harness financial and human capital, perform efficiently and expeditiously, and thereby perpetuate it into generating long term association and economic value for its Shareholders, while respecting interests of other stakeholders and the society at large.

It aims to align interests of the company with its Shareholders and other key stakeholders. The principal Characteristics of Corporate Governance are-Transparency, Independence, Accountability, Responsibility, Social Responsibility.

To sum, Corporate Governance focuses on equitable treatment of all shareholders and reinforces that it is "Your Company" as it belongs to you, the Shareholders.

The Chairman and Board of Directors are your fiduciaries and trustees pushing the business towards maximizing value for its shareholders.

2. Board of Directors

i. The Board of Directors comprises of Five Directors. The Composition of Board of Directors is as under:-

Category	No. of Directors
Executive Director(including a women director)	2
Independent Director	2
Non Executive Director	1
Total	5

ii. None of the directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2020 have been made by the directors.

iii. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act").

iv. During the year 2019-2020, the board met 12 (Twelve) times (as against the minimum requirement of four meetings) on the following dates, namely:-

25th May, 2019, 10th August, 2019, 17th August, 2019, 27th September, 2019, 9th November, 2019, 16th November, 2019, 16th December, 2019, 30th December, 2019, 24th January, 2020, 11th February, 2020 and 18th March, 2020.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the last Annual General Meeting are given below:

Sl. No.	Name	Category Membership	Attendance Particulars		Number of Directorships		Number of committee positions held in other public companies	
			Board Meeting	Last AGM	In all other companies	Excl. Pvt.Ltd., *Foreign& Sec. 8 companies	Chairman	Member
01.	Mr.Virender Kumar Gandhi DIN:00244762	Executive Director, MD,Chairperson related to Promoter	12	YES	2	NIL	NIL	NIL
02.	Mrs. Sangeeta Gandhi DIN: 00265593	Executive Director	12	YES	2	NIL	NIL	NIL
03.	Mr. Kawaljit Singh Bhatia DIN: 02024597	Non-Executive	10	YES	1	1	NIL	3
04.	Mr. Mannapra Sundaraiyer Venkateswaran DIN: 02154519	Non-Executive - Independent Director	11	YES	NIL	NIL	NIL	NIL
06.	Mr. Suresh Singh Virendra Rana DIN: 02777361	Non-Executive - Independent Director	6	YES	NIL	NIL	NIL	NIL
07.	Mr. Premendra Ojha DIN: 02810137	Additional Non-Executive Independent Director	-	N.A.	NIL	NIL	NIL	NIL

***Mr. Premendra Ojha was appointed on the Board as additional Non-executive Independent Director w.e.f 11thAugust, 2020.



3. **Audit Committee**

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. All the recommendations made by the Audit Committee were accepted by the Board.

The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act

- a) Changes, if any, in accounting policies and practices and reasons for the same
 - b) Major accounting entries involving estimates based on the exercise of judgment by management
 - c) Significant adjustments made in the financial statements arising out of audit findings
 - d) Compliance with listing and other legal requirements relating to financial statements
 - e) Disclosure of any related party transactions
 - f) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of Whistle Blower mechanism.
 - Approval of appointment of CFO;
 - Carrying out any other function as is mentioned in the terms of reference of the audit committee;

To mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and

The appointment, removal and terms of remuneration of the chief internal auditor.



The composition of the audit committee as at 31st March, 2020 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2019-2020	
		Held	Attended
Mr. Mannapra Sundaraiyer Venkateswaran (Chairman)	Non-Executive Independent Director	5	5
Mr. Sureshsingh Virendranath Rana (Member)	Non-Executive Independent Director	5	5
Mr. Kawaljit Singh Bhatia (Member)	Non-Executive Director	5	5

* During the financial year 2019-2020, meetings of the Audit Committee were held 5 times i.e. on 25th May 2019, 10th August 2019, 17th August 2019, 9th November, 2019 and 11th February 2020.

The Board has considered all recommendations of the Audit Committee as and when provided during the year under review and hence, do not call for any disclosure under Section 177(8) of the Companies Act, 2013.

4. **Nomination and Remuneration Committee**

The broad terms of reference of the nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The composition of the Nomination and Remuneration Committee as at 31st March, 2020 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2019-2020	
		Held	Attended
Mr. Mannapra Sundaraiyer Venkateswaran (Chairman)	Non-Executive Independent Director	1	1
Mr. Sureshsingh Virendranath Rana (Member)	Non-Executive Independent Director	1	1
Mr. Kawaljit Singh Bhatia (Member)	Non-Executive Director	1	1

During the financial year 2019-2020, one meetings of the Committee was held i.e. on 17th August, 2020.

The Details of remuneration paid to Executive Directors are given below:

Particulars	Mr. Virender Kumar Gandhi (Managing Director)	Mrs. Sangeeta Gandhi (Executive Director)
Salary and Allowance	Rs. 51,91,247	Rs. 9,00,000
Contribution to Superannuation Fund (Rs.)	NIL	NIL
Bonus and performance linked Incentive (Rs.)	NIL	NIL

The Details of remuneration paid to Non-Executive Director and number of Shares held are given below.

S. No	Name	Commission Payable (Rs.)	Sitting Fees	Shares held
1	Mr. Mannapra Sundaraiyer Venkateswaran	-	Rs. 5000	-
2	Mr. Sureshsingh Virendranath Rana	-	Rs. 3000	-
3	Mr. Kawaljit Singh Bhatia	-	Rs. 5000	-



5. i) Stakeholders Relationship Committee

During the financial year 2019-2020, meetings of the Stakeholder Relationship Committee were held on **25th May, 2019, 10th August, 2019, 9th November, 2019 and 11th February, 2020.**

The working of the Stakeholders Relationship Committee of your Company and its composition and other details are given below:

Name	Category	No. of Meetings during the Financial Year 2019-2020	
		Held	Attended
Mr. Sureshsingh Virendranath Rana (Chairman)	Non-Executive, Independent Director	4	4
Mr. Mannapra Sundaraiyer Venkateswaran(Member)	Non-Executive, Independent Director	4	4
Mr. Virender Kumar Gandhi (Member)	Executive Director	4	4

Details of investor complaints received and redressed during the year 2019-2020 are as follows:

Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL

ii) Independent Directors' Meeting

During the year under review, one meeting of Independent Directors was held on 11th February, 2020 and independent Directors reviewed the all the matters as per schedule IV of the Companies Act, 2013.

All the Independent Directors were present at the meeting.

6. General Body Meeting

Detail of location, time and date of last three AGMs are given below:-

Financial year	Date	Time	Place
2016-2017	28.09.2017	4.00 P.M	6/6, Industrial Area, Kirti Nagar, New Delhi-110015
2017-2018	19.09.2018	03.00 PM	Kirti Club, 39 DLF, Industrial Area, Kirti Nagar, New Delhi-110015
2018-2019	26.09.2019	03.00 PM	The Grand Horizon, 2nd Floor, Plot. No. 11A, Shivaji Marg, Najafgarh, New Delhi-110015

Special Resolutions passed at the last 3 (three) AGMs:

Financial year	Items
2016-2017	a) Resolution under Section 196, 197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013.
2017-2018	—
2018-2019	a) Resolution under Section 149 and 152 read with Schedule IV and other applicable provisions of Companies Act, 2013. b) Resolution under Section 149 and Section 152 read with Schedule IV and other applicable provisions of Companies Act, 2013.

7. Disclosures

i. Related Party transactions

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link www.abmintl.in.

ii. Details of non-compliance by the Company, penalties, structures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2017-18 , 2018-19 and 2019-2020 respectively: **NIL**

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has also been put up on the website of the Company at the following link www.abmintl.in



iv. **Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

v. **Code of Conduct**

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2020. The Annual Report of the Company contains a Certificate by the Managing Director in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. **Postal Ballot:**

The Board of Directors of the Company has received a requisition letter dated 6th December, 2019 from Mr. Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi being promoters of the company along with other promoter group. In the Promoter's Letter, the Promoters have notified their intention to acquire the equity shares held by the public shareholders of the Company ("Public Shareholders") by providing an exit opportunity through a voluntary delisting offer ("Delisting Offer") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ("Delisting Regulations") for acquiring 2975760 equity shares representing 25.31% of the total paid up equity share capital held by the public shareholders, in order to delist the equity shares from the National Stock Exchange of India

The Board sought the consent of shareholders of the Company by way of special resolution through Postal Ballot as per the notice issued to the shareholders on 24th January, 2020 for:

Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE"), where presently shares of the company are listed.

The special resolution was passed by the shareholders of the Company with requisite majority.

The result of the Postal Ballot is given below.

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

No. /% of votes cast In favour		No. /% of votes cast Against	
2330471	99.85	3625	0.15

Person who conducted the Postal Ballot exercise:

Mr. Mohit Mehta, Company Secretary, New Delhi was appointed to act as the scrutinizer for conducting the Postal Ballot and e-Voting.

Procedure for Postal Ballot:

- The Board of Directors, vide resolution dated 24th January 2020, had appointed Mr. Mohit Mehta Practising Company Secretary as the scrutinizer.
- The dispatch of the Postal Ballot Notice dated 24th January 2020 together with Explanatory Statement was completed on 30th January, 2020 along with forms and postage prepaid business envelopes to all the shareholders whose name(s) appeared on the Registers of Members/list of beneficiaries as on 24th January, 2020.
- The said notice of Postal Ballot was sent on 30th January, 2020 in electronic mode to the Members, whose e-mail IDs were registered with the Company or the Depository Participants.
- The voting under the Postal Ballot was kept open from 1st February, 2020 at 9.00 A.M. (IST) to 1st March 2020, at 5.00 P.M. (IST). (either physically or electronically).
- The Postal Ballot forms were kept under the safe custody of the Scrutinizer.
- All Postal Ballot forms received by the scrutinizer up to 5.00 p.m. on 1st March 2020 have been considered for scrutiny.

9. **Means of communication:**

The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include Financial Express (English) and Jansatta(Hindi). The results are also displayed on the Company's website "www.abmintl.in". The company is also providing regular information to the Stock Exchanges as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A management discussion and analysis report is a part of the Company's annual report.



10. GENERAL SHAREHOLDER INFORMATION

10.1 Annual General Meeting

Date and Time	29 th September, 2020 at 3.00 P.M.
Venue	No physical meeting is required to be held on as per the general meeting Circular No. 20/2020, 17/2020 and 14/ 2020 issued by MCA, the meeting will be held through Video Conferencing other Audio/ Visual matters.

10.2 Financial Calendar (2020-2021)

Annual General Meeting For the next year ending 31 st March, 2021	before 30 th September 2021
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10.3 Book Closure date **23.09.2020 to 29.09.2020**

10.4 Dividend Payment date N.A.

10.5 Listing of Equity Shares on Stock Exchange at NSE

10.6 Stock Code

(i) ISIN Numbers	Equity Shares INE 251C01017
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10.7 Registrar and Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor, 99, Madangir,
(Behind Local Shopping Complex)
Near Dada Harukh Das Mandir,
New Delhi-110062
Phone No. (011) 29961281

10.8 Share Transfer Systems:

Share transfers are presently registered within a maximum period of fifteen days from the date of receipt provided the documents are complete in all respects. Board of Directors has authorized Registrar to approve all share transfers. Now, since the requirement of issuing option letter no more exist. The Registrar on receipt of Share transfer request, after confirming all details transfer the shares as per law and directly dispatches the same to the transferee.

10.9. Categories of equity shareholders as on March 31, 2020:

Category	No. of Shares	% of Shares
Promoter's Holding (including foreign Promoters if any)	8784240	74.69
Non Promoter's Holding	2975760	25.31
TOTAL	11760000	100.00

10.10. Distribution of Share holding as on March 31, 2019

No of Equity Shares Held	No of shareholder	% of shareholder	Number of Shares	% of Shareholding
1-500	304	64.69	23460	0.20
501-1000	14	2.98	10357	0.09
1001-2000	7	1.49	10478	0.09
2001-3000	59	12.55	141600	1.21
3001-4000	8	1.70	29144	0.24
4001-5000	44	9.37	209800	1.79
5001-10000	17	3.61	127665	1.08
10001 and above	17	3.61	11207496	95.30
Total	470	100	11760000	100



10.11 Unclaimed Dividend

In accordance with provisions of Section 124 and Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, The Companies Shall transfer the dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the investor Education and protection Fund (IEPF). Further, the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to the IEPF. Once the unclaimed dividends/shares are transferred to the IEPF, Members will not able to claim the same from the Company. However, pursuant to the aforesaid provision, the member can claim their unclaimed dividends/shares transferred to IEPF, by making an online application to the IEPF Authority through Form IEPF-5 available on the website of the Authority www.iepf.gov.in.

10.12 Transfers to Investor Education and Protection Fund

During the year under review, the Company has credited Rs. 18430/- as unpaid final dividend, for the financial year 2011-12 lying in the claimed dividend account IEPF.

10.13 Market price data: High, low (based on daily closing prices) and number of equity shares traded during each month in the year 2019-2020 on NSE

Month	High	Low	No. of shares traded
April, 2019	14.85	14.85	768
May, 2019	14.15	13.45	546
June, 2019	13.45	13.35	643
July, 2019	14.00	14.00	5191
August, 2019	-	-	-
September, 2019	15.30	13.30	1,187
October, 2019	14.10	14.10	29
November, 2019	14.10	14.10	46
December, 2019	16.25	14.10	327
January, 2020	14.75	14.70	335
February, 2020	14.90	13.45	5670
March, 2020	13.45	13.45	64

10.14 Top ten equity shareholders of the Company as on March 31, 2020

S. NO.	Name of the shareholder	No. of Shares held	Percentage of shares held
1.	Yash Gupta	504000	4.2857
2.	Abhinav Gupta	480000	4.0816
3.	Parul Bellani	468000	3.9796
4.	Mukesh Bellani	468000	3.9796
5.	International Securities Limited	192000	1.6327
6.	Investor Education and Protection Fund Authority	133680	1.1367
7.	Rajnish Grover	96000	0.8163
8.	Navin Shah	23040	0.1959
9.	Pankaj Agarwal	17736	0.1508
10.	Dharam Dev Mahajan	14400	0.1224
11.	Lalchand Jain	14400	0.1224

10.15 Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. Equity shares of the Company representing **93.21%** of the Company's equity share capital are dematerialised as on March 31, 2020. The Company's equity shares are regularly traded on NSE IN dematerialised form. Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is **INE251C01017**.



10.16 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2020, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

10.17 Address for Correspondence:

Share Transfer and Demat

Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor, 99, Madangir,
(Behind Local Shopping Complex)
Near Dada Harukh Das Mandir,
New Delhi-110062
Phone No. (011) 29961281

Note: Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

Any query on Annual Report:

Secretarial Department
ABM INTERNATIONAL LIMITED.
10/60, INDUSTRIAL AREA,
KIRTINAGAR, NEW DELHI-110015

By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

Date : 01.09.2020
Place : New Delhi

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Declaration by the Managing Director under the Listing Regulations regarding compliance with Code of Conduct

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2020.

Virender Kumar Gandhi
Managing Director



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of ABM INTERNATIONAL LIMITED

We have examined the compliance of conditions of Corporate Governance by **ABM INTERNATIONAL LIMITED**, for the year ended March 31, 2020, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures, and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgement of grievance and as on March 31, 2020 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**M/s.Mohit Mehta & Associates
Company Secretaries**

(Mohit Mehta)
Proprietor
C.P. No:17160

Place: New Delhi
Date: 22.08.2020

CEO/CFO CERTIFICATION

We, Mr. Virender Kumar Gandhi, Managing Director and Mr. Vishwanatha Mahalingam, Chief Financial Officer hereby certify for the Financial year ended 31st March, 2020 that:

- a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March, 2020 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) We are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2020 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee
 - (1) That there was no significant changes in internal control over financial reporting during the year;
 - (2) That there was no significant changes in accounting policies during the year; and
 - (3) That there was no instances of significant fraud of which we have become aware.

Place: New Delhi
Date: 01.09.2020

Managing Director

Chief Financial Officer



MANAGEMENT DISCUSSION AND ANALYSIS

(As per Regulation 34 of the SEBI Listing Regulations)

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.

OPPORTUNITIES AND THREATS:

The petrochemical industry is seeing increased growth despite volatile conditions in 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 SYSTEM 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 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 2019-2020	PREVIOUS YEAR 2018-2019
Turnover	9770.86	7736.96
Profit before depreciation	(182.67)	(219.53)
Depreciation	79.40	18.76
Net Profit after depreciation	(262.07)	(238.29)
Provision for taxation (Net)	216.04	61.71
Net Profit(Loss) for the year after tax	(478.11)	(176.72)
Surplus brought forward from previous year	31.75	208.47
Surplus available for Appropriation	(446.36)	31.75
Proposed Dividend	—	—
Tax on proposed dividend	—	—
Balance carried over to next year	(446.36)	31.75



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

Turnover	9770.86	7736.96
Profit before depreciation	(182.67)	(219.53)
Depreciation	79.40	18.76
Net Profit after depreciation	(262.07)	238.28
Provision for taxation (Net)	(216.04)	61.57
Net Profit(Loss) for the year after tax	(478.11)	(176.71)
Add: Share of profit/(loss) in Associates	(2.33)	(1.89)
Surplus brought forward from previous year	423.99	602.59
Surplus available for Appropriation	(56.45)	423.99
Proposed Dividend	—	—
Tax on proposed dividend	—	—
Utilised for issue of Bonus Shares	—	—
Balance carried over to next year	(56.46)	423.99

HUMAN RESOURCE DEVELOPMENT:

The company has focus to retain its manpower by providing good working conditions thereby reduce turnover ratio.

Virender Kumar Gandhi
Managing Director



AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF ABM INTERNATIONAL LIMITED

REPORT ON THE AUDIT OF THE STANDALONE ANNUAL FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Standalone Annual Financial Statements of **ABM INTERNATIONAL LIMITED** (hereafter referred to as the "Company") which comprise the Balance Sheet as at 31st March, 2020, and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("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 March 31, 2020, and its Loss (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Emphasis of Matter

- I. During the Financial year the company has changed the accounting policy in respect of depreciation on Building, Elevators, Electrical fittings and Water pumps from straight line method to written down value method. Had the Company followed the same policy as in preceding previous year Loss for the year 2019-20 would have been lower by an amount of Rs. 61.79 Lacs.
- II. As availability of future taxable income is not certain, on consideration of prudence, provision for deferred tax assets, is not required in terms of Indian Accounting Standard (Ind-As)-12. As a result the provision made until last financial year has been restated.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the, Board's Report including Annexure to Board's Report, and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Annual 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. 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 judgements 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 of 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.



In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of the a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Financial Statements of the current period and are the key audit matters. We describe these matters in our auditor's report unless law or Regulation precludes public disclosure about the matter or when, in extremely rare circumstances were determined that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be accepted to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 (including Other Comprehensive Income), Statement of Changes in Equity and the 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 Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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 the requirements of section 197(16) of the Act , as amended , in our opinion and to the best of our information and according to the explanation given to us the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) 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 pending litigation on its financial position in its Standalone Financial Statements. Refer Note 32 to the standalone financial statements
 - (ii) The Company has made provisions as required under the applicable law or accounting standards for material foreseeable losses , if any on long - term contracts including derivative contracts
 - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. 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- “B” a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.-

For RAJAN GOEL & ASSOCIATES
Chartered Accountants
ICAI FIRM: 004624N

CA Rajan Kumar Goel
(Proprietor)
Regn. 083829

Place: New Delhi
Date: 25.07.2020



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to Paragraph 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 ("the Company") as of 31st March, 2020, 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. 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.

Auditor's 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 authorisations 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 31st March, 2020, 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 RAJAN GOEL & ASSOCIATES
Chartered Accountants
ICAI FIRM: 004624N

CA Rajan Kumar Goel
(Proprietor)
Regn. 083829

Place: New Delhi
Date: 25.07.2020



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2020, we report that:

i) In respect of fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As explained to us, during the year, physical verification of major assets has been conducted by the management at reasonable intervals and the discrepancies observed are properly dealt with in the books of accounts .
- c) According to the information and explanation given by the management the title deeds of immovable properties are held in the name of the company.

ii) In respect of its inventories:

- a) The inventory, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In respect of goods-in-transit, subsequent goods receipts have been verified or confirmations have been obtained from the parties. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt in the books of accounts.
- b) As informed by the management, the proper records of inventory are being maintained and no material discrepancies were noticed during such physical verifications.

iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to directors / to a Company in which the Director is interested to which provisions of Section 185 of the Companies Act, 2013. Further, Section 186 of the Companies Act 2013 is not applicable to the Company.

v) According to the information and explanations given to us, there is no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, are required to be complied with.

vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities and according to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 2020.

b) According to the information and explanations given to us, there are no disputed statutory dues which have to be deposited with the appropriate authorities.

viii) According to the information and explanations given to us, The Company has not defaulted in the repayment of dues to any financial institution, banks, Government and debenture holders during the year.

viii) According to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained. The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

ix) According to the information and explanations given by the management and to the best of our knowledge and belief, no fraud by the Company or on the Company by its officer or employees has been noticed or reported during the course of our audit.

x) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xi) The Company is not a Nidhi Company and therefore the provisions of Clause 3 (xii) of the order are not applicable to the company.



- xii)** According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS financial statements etc., as required by the applicable accounting standards.
- xiii)** The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under Clause 3(xiv) of the order is not applicable to the company.
- xiv)** According to information and explanations given to us by the management, the Company has not entered into any non-cash transactions specified under Section 192 of the Companies Act 2013 with directors or persons connected with him.
- xv)** The Company is not required to be registered with RBI under Section 45-IA of Reserve Bank of India Act, 1934.

For RAJAN GOEL & ASSOCIATES
Chartered Accountants
ICAI FIRM: 004624N

CA Rajan Kumar Goel
(Proprietor)
Regn. 083829

Place: New Delhi
Date: 25.07.2020



ABM INTERNATIONAL LIMITED CIN :L51909DL1983PLC015585

Balance Sheet as at March 31, 2020

₹ in lakhs

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	21.32	30.94
(b) Investment Property	4	50.84	114.28
(c) Financial assets			
(i) Investment	5	96.73	105.48
(d) Other non - current assets	6	5.76	153.21
(e) Deferred tax Assets (net)	7	-	68.08
Total non-current assets		174.65	471.99
(2) Current assets			
(a) Inventories	8	1065.39	739.61
(b) Financial assets			
(i) Trade receivables	9	420.59	505.65
(ii) Cash and cash equivalents	10	517.98	334.98
(iii) Other Financial Assets	11	6.85	2.58
(c) Other Current Assets	6	278.91	145.44
Total current assets		2289.71	1728.26
Total Assets		2464.36	2200.24
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	12	1176.00	1176.00
(b) Other equity	13	(286.73)	200.12
Total equity		889.27	1376.12
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	-
(ii) Other Non-current liabilities	15	15.00	3.00
(b) Provisions	16	11.41	11.64
(c) Deferred tax liabilities (net)	5	-	-
Total Non - current liabilities		26.41	14.64
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	-
(ii) Trade payables	17	925.32	698.17
(iii) Other financial liabilities	15	.63	.63
(b) Other current liabilities	18	622.74	110.68
(c) Provisions	16	-	-
Total Current liabilities		1548.69	809.48
Total Liabilities		1575.09	824.12
Total Equity & Liabilities		2464.36	2200.24

Summary of Significant accounting policies and other notes 1 to 3

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624NCA Rajan Kumar Goel
Proprietor
Membership No. 083829Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762V. Mahalingam
C.F.O.Sangeeta Gandhi
Whole Time Director
DIN-00265593Amit Kumar
Company Secretary
M No. 49659Place : New Delhi
Date : 25/07/2020



ABM INTERNATIONAL LIMITED
Statement on Profit and Loss Account for the year ended March 31, 2020

₹ in lakhs

Particulars	Note No.	For year ended 31.03.2020	For year ended 31.03.2019
I Revenue from operations	19	9770.86	7736.96
II Other income	20	86.41	42.07
III Total income (I + II)		9857.26	7779.02
IV Expenses			
Purchase of Stock-In-Trade	21	10197.25	8526.01
Changes in inventories of finished goods, stock - in - trade and work - in - progress	22	(325.78)	(739.61)
Employee benefits expenses	23	85.93	91.37
Finance costs	24	34.41	49.54
Depreciation and amortization expenses	25	79.40	18.76
Other expenses	26	48.12	71.24
Total expenses		10119.33	8017.30
V Profit /(Loss) before exceptional and extraordinary items and tax (I - IV)		(262.07)	(238.28)
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V - VI)		(262.07)	(238.28)
Extraordinary Items		-	-
Profit before tax		(262.07)	(238.28)
VIII Tax expense			
(1) Current tax	27	-	-
(2) Deferred tax	27	(68.08)	61.69
(3) Tax adjustment of earlier years		(147.96)	(.12)
		(216.04)	61.57
IX Profit / (loss) for the period (IX + XII)		(478.11)	(176.71)
X Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss	28	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	28	-	-
B (i) Items that will be reclassified to profit or loss	28	(8.75)	(10.66)
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		(8.75)	(10.66)
XI Total comprehensive income for the period (IX+X)		(486.86)	(187.37)

Summary of Significant accounting policies and other notes 1 to 3

The accompanying notes form an integral part of the financial statements

This is the statement of profit and loss referred to in our audit report of even date.

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659

Place : New Delhi
Date : 25/07/2020



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	Year ended 31.03.2020		Year ended 31.03.2019	
	INR (Lakhs)		INR (Lakhs)	
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before tax		(262.07)		(238.28)
Adjustment for:				
Depreciation	79.40		18.76	
(Profit)/Loss on sale of fixed assets/ discarded	(9.53)		(3.39)	
Dividend Received	(.24)		(.40)	
Interest paid	7.52		7.50	
Interest received	(27.25)	49.89	(32.05)	(9.57)
Operating Profit before Working Capital Changes		(212.18)		(247.86)
Adjustment for:				
Trade receivables	85.07		1251.22	
Other receivables	14.76		(113.14)	
Inventories	(325.78)		(739.61)	
Trade payable	227.15		(376.02)	
Other Payables	511.82	513.02	(45.64)	(23.18)
Cash generated from operations		300.84		(271.04)
Direct Tax paid	(153.01)	(153.01)	(19.23)	(19.23)
Cash flow from operations		147.82		(290.27)
CASH FLOW FROM INVESTING ACTIVITIES				
Interest received	27.25		32.05	
Interest paid	(7.52)		(7.50)	
Dividend Received	.24		.40	
Sale of Fixed Assets	13.68		4.00	
Purchase of Fixed Assets	(10.48)	23.18	-	28.94
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	12.00		(10.45)	
Dividend Tax Paid	-	12.00	-	(10.45)
Net increase(decrease)in cash and cash equivalents		183.00		(271.77)
Cash and cash equivalents as at 1st April (Opening balance)		334.98		606.75
Cash and cash equivalents as at 31st March(Closing balance)		517.98		334.98

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & Associates
Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Place : New Delhi
Date : 25/07/2020

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659



Notes to the financial statements for the year ended 31 March 2020

1 Corporate Information

ABM INTERNATIONAL LIMITED (the 'Company') is a Company domiciled in India, with its registered office situated at 10/60, Industrial Area, Kirti Nagar, New Delhi – 110 015 .The Company has been incorporated under the provisions of Companies Act, 1956 and its equity shares are listed on the National Stock Exchange of India Limited (NSE) in India.

The Company Established in 1983, is Importer of plastic raw materials and in particular PVC Resin, finished leather, DOP, Urea etc. from all over the world, and also a Government Recognised Golden Export House.

2 Basis of Preparation

A. Statement of compliance

Financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provision of the Act under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values, notified under the Act and Rules prescribed there under.

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to nearest rupees in lakhs or as otherwise stated.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Present value of defined benefit obligations

D. Use of estimates

In preparing these financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

E. Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are furnished in the relevant notes .

F. Measurement of fair values

The Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

For the purpose of Fair value disclosures the company has determined classes of assets and liabilities on the basis of nature characteristics and risk of assets or liabilities and the level of fair value hierarchy, as explained above, this note summarises accounting policies for fair value and the other fair value related disclosures are given in relevant notes .

3 Summary of significant accounting policies

The accounting policies set out below have been applied consistently , unless otherwise indicated.



a) Current versus non-current classification

The Company assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b) Property, plant & Equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

c) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

d) Depreciation method

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: | Written Down Value Method (Straight Line Method) |
| II . On other Assets : | Written Down Value Method |

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The asset's residual value & useful lives are reviewed & adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

e) Investment Property

Investment properties held to earn rentals or for capital appreciation are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment loss. Gain or loss on disposal of investment properties is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognised in the statement of profit and loss. Transfer to, or from, investment property is done at the carrying amount of the property.



f) Expenditure during construction period:

Investments in shares are stated at cost. All the investments are long-term investments. Provision for diminution has been provided for where the decrease in Fair Market value of the investment is considered eroded permanently.

g) Valuation of Inventories:

Inventories are valued at cost or market price whichever is lower,

h) Contingent Liabilities:

Disputed liabilities and claims against the company including claims by taxation authorities pending appeals are treated as contingent liabilities and are not accounted for and shown by way of notes..

i) Taxes on Income:

Tax expenses for the relevant period comprises of current tax and deferred tax. Deferred tax is recognized, subject to consideration of prudence, on all timing difference between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. The accumulated deferred tax liability is adjusted by applying the tax rates and tax laws applicable at the year-end.

j) Foreign currency transactions

Transactions in foreign currencies are translated into functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

- Foreign currency monetary items are translated in the functional currency at the exchange rate at the reporting date.
- Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.
- Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.
- Exchange differences are recognised in profit or loss in the period in which they arise, except exchange differences arising from the translation of the items which are recognised in OCI.

k) Financial instruments

i. Recognition and initial measurement

Financial instruments are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.



Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. Changes in the fair value of any derivative instrument are recognised immediately in the statement of profit and loss and are included in other income or expenses.

1) Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed during the period as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.



Gratuity liability is a defined benefit obligation and is provided for on the basis of a valuation on projected unit credit method made at the end of each financial year. The Company accounts for gratuity liability of its employees on the basis of valuation carried out at the year end by the management.

iii. Other long-term employee benefits

Company treats accumulated leave, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the valuation using the projected unit credit method at the year-end.

m) Revenue

i. Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

n) Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established. Interest income or expense is recognised using the effective interest method.

o) Leases

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's balance sheet.

iii. Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

p) Provision, contingent liabilities and contingent assets.

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Expected future operating losses are not provided for.

Contingencies

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent



liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

q) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

r) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

s) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible(including interest thereon) to known amounts of cash and which are subject to an insignificant risk of changes in value.

t) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31.03.2020

Particulars	Property Plant and Equipment														Investment Property (*)		
	a)	b)	c)	d)	e)	f)	g)	h)	i)	j)	k)	l)	m)	Total (a to m)=n	o) Free- hold Land	p) Buildings	Total (o to p)=q
	Elevators	Electrical fittings	Fire fighting equipment	water pumps	Computers & IT equipment	Air-con- dition	Gene- rators	Inver- tors	EAPBX	Office equip- ment	Furniture & fixtures	Motor Vehicle	Motor Vehicle Scooters				
Gross Block (at cost or revalued amount)																	
As at 01.04.2019	20.41	22.90	1.43	2.24	1.70	8.63	5.89	2.58	1.30	7.65	29.00	62.08	1.12	166.93	27.94	188.07	216.01
Additions					.16			.67				9.65		10.48		-	-
Disposals												(31.98)		(31.98)	-	-	-
As at 31.03.2020	20.41	22.90	1.43	2.24	1.86	8.63	5.89	3.25	1.30	7.65	29.00	39.74	1.12	145.43	27.94	188.07	216.01
Depreciation																	
As at 01.04.2019	10.96	21.13	1.36	2.13	1.67	7.76	5.59	2.32	.99	7.32	27.97	45.92	.87	135.99	-	101.73	101.73
Charge for the year	9.05	-	-	-	.09	.14	-	.19	.14	.01	.01	6.25	.06	15.96		63.44	63.44
Disposals												(27.83)		(27.83)			-
Adjustments														-			-
As at 31.03.2020	20.02	21.13	1.36	2.13	1.76	7.90	5.59	2.51	1.13	7.33	27.99	24.34	.93	124.11	-	165.17	165.17
Net Block																	
As at 31.03.2019	9.45	1.77	.07	.11	.03	.88	.29	.26	.31	.33	1.03	16.16	.25	30.94	27.94	86.34	114.28
As at 31.03.2020	.40	1.77	.07	.11	.10	.74	.29	.74	.17	.32	1.01	15.40	.19	21.32	27.94	22.90	50.84





Notes to Accounts Contd.

5 Investment	As at 31.03.2020		As at 31.03.2019	
	Current	Non-Current	Current	Non-Current
Non Current Investments				
Investments in Equity Instruments				
a) Quoted Equity Shares				
(Measured at FVTOCI)				
Pearl Ploymers Ltd	-	1.17	-	1.25
Global Trust Bank Ltd	-	-	-	-
Zee Entertainment Enterprises Ltd	-	.12	-	.44
Zee News Ltd.	-	.00	-	.01
Wire & Wireless India Ltd.	-	.00	-	.00
Dish TV India Ltd.	-	00	-	.02
Indian Oil Corporation (Bongaigaon Refinery)	-	.25	-	.49
Chennai Petroleum Ltd	-	.19	-	.87
AMI (Computer) India Integrated Technology	-	-	-	-
Maxima Systems	-	.14	-	.31
Triumph International Finance India Ltd.	-	2.55	-	4.25
Hexaware Technologies Ltd.	-	-	-	-
Aptech	-	4.52	-	6.89
Krision Electronics	-	.25	-	.53
Shonkh Technology	-	-	-	-
Union Bank Of India	-	.03	-	.10
Unitech Ltd.	-	.46	-	.56
Orissa Mineral Development Company Ltd.	-	.37	-	.35
Orbit Corp. Ltd.	-	-	-	-
Anant Raj Industries	-	.99	-	1.68
Hindustan construction Ltd.	-	.40	-	1.50
	-	11.46	-	19.25
b) Un Quoted Equity Shares				
Subsidiaries/Associates:				
(Measured at Cost)				
Prisha Promotors Pvt. Ltd.	-	69.50	-	69.50
	-	69.50	-	69.50
c) In Capital of Partnership Firm/LLP				
'Divisha Projects LLP				
Opening Balance		16.73		16.86
Add/Less: Profit/(Loss) recognised		(.95)		(.13)
	-	15.78	-	16.73
	-	96.73	-	105.48
Aggregate amount of quoted investments - At cost				
Investments in Equity Instruments - Others				
Aggregate amount of quoted investments - At market value		11.46		19.25
Aggregate amount of unquoted investments - At cost				
Investments in Equity Instruments - Subsidiary Company/Associates		85.28		86.23



Notes to Accounts Contd.

6	Other Assets	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Security Deposits				
	Unsecured, considered good				
	(i) Income Tax (Under Litigation)	-	145.80	-	-
	(II) Earnest Money Deposit	1.13	1.13	-	-
	(III) Deposit/ Credit with Government Authorities	-	-	263.08	135.79
	(IV) Income Tax Refundable	-	-	10.88	5.83
	(V) Advances to Suppliers	-	-	1.84	1.81
	(VI) Employees	4.63	6.28	1.31	-
	(VII)Others : Prepaid Expenses	-	-	.57	2.01
	(VII)Others	-	-	.01	-
	Licences in Hand	-	-	1.22	-
		5.76	153.21	278.91	145.44
7	Deferred tax assets / liabilities (net)	As at 31.03.2020		As at 31.03.2019	
	Deferred tax liabilities:	-	-	-	-
	Deferred tax assets :				
	- On accounting of Depreciation	-	-	-	6.39
	- On accounting of Unabsorbed Losses	-	-	-	61.69
		-	-	-	68.08
	Net deferred tax Assets (Liabilities)	-	-	-	68.08
8	Inventories	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Traded Goods	-	-	1065.39	739.61
		-	-	1065.39	739.61
9	Trade Receivables	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	Over six months				
	- Unsecured, considered good	-	-	83.50	-
	Other Trade Receivables				
	- Unsecured, considered good	-	-	337.09	505.65
	Total	-	-	420.59	505.65
10	Cash and Bank Balances	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Cash & cash equivalents				
	(i) Balances with Banks in Current Accounts	-	-	257.80	129.38
	(ii) Cash on Hand	-	-	2.38	3.17
		-	-	260.18	132.55



Notes to Accounts Contd.

(II) Other Bank Balances other than (i) above				
Earmarked Balances with Banks - Unclaimed Dividend	-	-	.64	.78
Deposits with Banks held as Margin money/ Security	-	-	257.15	201.65
	-	-	257.79	202.43
	-	-	517.98	334.98
11 Other Financial Assets	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Interest accrued but not Due - Unsecured	-	-	6.85	2.58
Unamortized premium on Forward contract	-	-	-	-
Insurance Claim Receivable	-	-	-	-
Mark to Market Balance against outstanding forward contract	-	-	-	-
	-	-	6.85	2.58
12 Equity Share Capital	As at 31.03.2020		As at 31.03.2019	
Authorised 1,20,00,000 Equity Shares of Rs. 10/-each. (PY 120,00,000 Equity Shares of Rs. 10/-each.)		1200.00		1200.00
Issued ,Subscribed & Paid-up 1,17,60,000 Equity Shares of Rs. 10/-each. (PY 1,17,60,000 Equity Shares of Rs. 10/-each.)		1176.00		1176.00
Total		1176.00		1176.00
(a) Reconciliation of shares outstanding at the beginning and at end of the year:				
	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Amount	No of Shares	Amount
Opening Balance	117.60	1176.00	117.60	1176.00
Add:- Additional during the Year	-	-	-	-
Less:- Deletion during the Year	-	-	-	-
Closing Balance	117.60	1176.00	117.60	1176.00
(b) Terms/rights attached to equity shares				
The Company has only one class of shares referred to as equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share.				
(c) Details Bonus Issue				
Company issued bonus shares in the ratio of 10:30 during the year 2012-13 i.e. 30 share for 10 shares held				
Company issued bonus shares in the ratio of 1:5 during the year 2016-17 i.e. 5 share for 1 share held				



Notes to Accounts Contd.

(d) Details of Shareholders holding more than 5% equity shares in the company

Name Of Shareholder:	As at 31.03.2020		As at 31.03.2019	
	No. of Equity Shares	Percentage Holding	No. of Equity Shares	Percentage Holding
Virender Kumar Gandhi	47.45	40%	47.45	40%
Rajneesh Gandhi	21.65	18%	21.65	18%
Sangeeta Gandhi	13.28	11%	13.28	11%
13 Other Equity	General Reserve	Surplus / (Deficit)	Other comprehensive income	Total
Balance as at 01.04.2019	339.74	31.75	(171.37)	200.12
Profit for the year		(478.11)		(478.11)
Other Adjustments of Ind AS				
Equity instruments through other comprehensive income		-	(8.75)	(8.75)
Value of Investment (FVT)		-	-	-
Items of OCI for the year ended, net of tax		-	-	-
Total Comprehensive Income for the year	-	(478.11)	(8.75)	(486.86)
Increase / Reductions during the year				
Transferred to / (from) - Surplus / (Deficit)				-
Transferred to / (from) - Revaluation Reserve				-
Total	-	-	-	-
Balance as at 31.03.2020	339.74	(446.36)	(180.11)	(286.73)
14 Borrowings	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Secured Loans from Banks:				
<i>Non-fund base limit for Letter of Credit taken from Oriental Bank of Commerce (see Note No. 36)</i>	-	-	-	-
Total	-	-	-	-
15 Other financial liabilities excluding provisions	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Deposit from Tenent	15.00	3.00	-	-
Unclaimed dividend	-	-	.63	.63
Total	15.00	3.00	.63	.63



Notes to Accounts Contd.

16 Provisions	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Provision for employee benefits	.98	.58	-	-
Provision for employee Gratuity	10.43	11.06	-	-
Provision for Income Tax	-	-	-	-
Total	11.41	11.64	-	-
17 Trade payables	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Due to Micro and Small Enterprises	-	-	-	-
Due to others (including Acceptances)*	-	-	925.32	698.17
Total	-	-	925.32	698.17
* Including acceptances under Letter of Credits from Oreintal Bank of Commerce				
18 Other liabilities	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Advances from customers	-	-	489.62	86.08
Interest Accrue and due	-	-	8.12	8.12
Statutory TAX/TDS/TCS/VAT/GST	-	-	119.37	11.00
- Others	-	-	5.63	5.47
Total	-	-	622.74	110.68
19 Revenue from operations			Year ended 31.03.2020	Year ended 31.03.2019
	<u>Sale of products</u>			
Traded Goods			9770.86	7736.96
TOTAL			9770.86	7736.96
20 Other Income			Year ended 31.03.2020	Year ended 31.03.2019
	(A) INTEREST INCOME			
On Bank Deposits			27.25	32.05
			27.25	32.05
(B) DIVIDEND INCOME			.24	.40
(C) OTHER NON- OPERATING INCOME				
Profit on Sale of Fixed Assets (net)			9.53	3.39
Miscellaneous Receipts			2.74	3.23
Rental Income			23.25	3.00
Sundry Balances written Back (NET)			5.31	-
Exchange gain and Loss			18.09	-
			58.91	9.62
Total			86.41	42.07



Notes to Accounts Contd.

21 Cost of Material's Consumed	Year ended 31.03.2020	Year ended 31.03.2019
Purchase of Stock-In-Trade	10197.25	8526.01
	10197.25	8526.01
22 Changes in inventories of stock-in-trade	Year ended 31.03.2020	Year ended 31.03.2019
Inventories at the beginning of the year		
Traded Goods	739.61	-
	739.61	-
Inventories at the end of the year		
Traded Goods	1065.39	739.61
	1065.39	739.61
Changes in inventories of stock - in - trade	(325.78)	(739.61)
23 Employee benefits expenses	Year ended 31.03.2020	Year ended 31.03.2019
Salaries & wages	85.70	91.11
Staff & Workmen welfare expenses	.23	.26
Total	85.93	91.37
24 Finance Costs	Year ended 31.03.2020	Year ended 31.03.2019
(1) Interest	7.52	7.50
(2) Bank Charges	26.89	42.03
Total	34.41	49.54
25 Depreciation and Amortization Expense	Year ended 31.03.2020	Year ended 31.03.2019
Depreciation of tangible assets	79.40	18.76
Total	79.40	18.76



Notes to Accounts Contd.

26 Other Expense	Year ended 31.03.2020	Year ended 31.03.2019
Rent	.99	.99
Insurance	3.09	2.37
Business promotion	1.08	3.43
Rates & Taxes	3.58	.30
Repairs - Others	.66	.48
Directors Meeting Fees	.13	.08
Payment to Auditors	.75	.75
Legal and Professional	10.99	5.82
Brokerage & Commission	-	.79
Bad Debts Written off	.00	16.11
Fees & Subscription	5.14	5.18
Telephone & Tele expenses	1.73	1.96
Claims Paid (Net)	2.68	-
Miscellaneous Expenses	8.23	19.44
Travelling & Conveyance	7.73	11.69
Vehicle Running expenses.	1.33	1.85
Total	48.12	71.24
27 Tax Expense	Year ended 31.03.2020	Year ended 31.03.2019
Current tax*	-	-
Deferred tax*	-	-
Tax provision for earlier year	2.17	(.12)
Total	2.17	(.12)
28 Items that will not be reclassified to profit or loss	Year ended 31.03.2020	Year ended 31.03.2019
share of Loss from Partnership Firm/ LLP	(.95)	(.13)
Re-measurements of the defined benefit plans		
Equity instruments through other comprehensive income	(7.79)	(8.71)
Fair value changes relating to own credit risk		
Share of other comprehensive income in associates and joint ventures, to the extent not to be classified into profit or loss		
Ind AS adjustment for Gratuity	-	(1.82)
Total	(8.75)	(10.66)



29 Contingent Liabilities not provided for in respect of :	2019-20	2018-19
a) Letter of credits issued by Bank	739.66	636.76

30 Change in Accounting Policy : For Depreciation

During the Financial year the Company has changed the accounting policy in respect of Depreciation on Building, Elevators, Electrical Fittings and Water Pumps from Straight Line method to Written Down Value method . Had the company followed the same policy as in preceding previous year profit for the year 2019-20 would have been lower by higher by an amount of Rs. 61.79

31 Deferred Tax

As availability of future taxable income is not certain, on consideration of prudence, provision for deferred tax assets, is not required in terms of Indian Accounting Standard (Ind AS)-12. As a result the provision made until last financial year has been restated.

32 Income tax for Earlier Assessment year Rs. 145.80 Lakhs in respect of tax refundable from Income tax department in respect of Assessment year 1994-95, and 1995-96 , are charged to profit and loss account , on the basis of opinion that the refund claimed from the department is not maintainable and henceforth the amount lying debit to name of income tax department has been charged to revenue account.

33 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.

34 Debit/Credit balances of parties are subject to balance confirmation and reconciliation.

35 Market value of certain long term Investments in shares have eroded due to prevailing depressed market .

36 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.

37 Basic and Diluted Earning per Equity Share :-	2019-20	2018-19
(a) Net profit/(loss) after Tax	(478.11)	(176.71)
(b) Weighted average nos. of Equity Shares	117.60	117.60
(C) Basic and Diluted Earnings per Equity Share	(.00)	(.00)
38 Amount paid to Directors as remuneration:	2019-20	2018-19
A. <u>Managing Director</u>		
No. of Persons	One	One
Salary & Allowances	42.00	42.00
Perquisite	9.91	8.50
B. <u>Whole Time Director</u>		
No. of Persons	One	One
Salary & Allowances	9.00	9.00



39 Related Party disclosure (as certified by the management), as required by Indian Accounting Standard '24' are given below:-

A.	List of Related Parties	Name	Relationship
a)	Where Control Exists :	M/s. Prisha Promoters Pvt. Ltd.	Associate Company
b)	Key Management Personnel	Mr. Virender Kumar Gandhi Mrs. Sangeeta Gandhi Mr. V Mahalingam	Chairman and Managing Director. Whole Time Director CFO
c)	Relative of Key Management Personnel (with whom transactions have taken place during the year)	M/s. Century Overseas (Prop. Mr.Rajneesh Gandhi)	Relative of KMP
d)	Other Related Parties:	Prisha Projects LLP Divisha Projects LLP Prisha Hospitality LLP	Group LLP Group LLP Group LLP

B- Transactions with related parties:

Type of Related Party	Description of the transaction	Volume of transaction		Amount outstanding as on 31st March Receivable(Payable)	
		2019-20	2018-19	2019-20	2018-19
Where Control Exists	Investment in Share Capital	-	-	69.50	69.50
Key Management Personnel	Remuneration	51.00	51.00	(2.00)	(3.15)
	Perquisites	9.91	8.50	-	-
	Advance given /received back	5.30	11.67	1.31	-
	Loan Taken and repaid	310.33	120.00	-	-
Relative of Key Management Personnel	Maintenance Charges / Rent	23.25	3.24	-	-
	Purchases	378.60	279.49	(10.14)	-
	Advances give/ received back	34.94	163.16	-	-
	Loan Taken and repaid	300.00	300.00	-	-
	Tenant Security	15.00	3.00	(15.00)	(3.00)
Other Related Parties	Investment in Capital of LLP	(.95)	(.13)	15.78	16.73

40 Forwarded contract outstanding at the Balance sheet date Nil Nil

41 The year end foreign currency exposures that not been hedged by a derivative instrument or otherwise are given below

Particulars	2019-20		2018-19	
	Rs.	Value in Foreign Currency	Rs.	Value in foreign Currency
Payables	912.63	\$ 10.24	691.79	\$ 9.56
Import of Material				
Total	912.63	\$ 10.24	691.79	\$ 9.56



42 There are no separate reportable segments as per IND AS 108.

43 **Additional Information**

a) **QUANTITATIVE DETAILS**

Name of item traded	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Qty.	Amount	Qty.	Amount	Qty.	Amount	Qty.	Amount
PVC Resin	MT	.01	539.80	.13	9433.58	.13	8807.52	.02	1065.39
		-	-	(.09)	(7035.18)	(.09)	(6375.67)	(.01)	(539.80)
Dicumyl Peroxide(DCP)	MT	-	-	-	-	-	-	-	-
		-	-	(.00)	(35.91)	(.00)	(40.50)	-	-
EVA MT		.00	199.81	.01	763.68	.01	963.33	-	-
		-	-	(.01)	(1010.44)	(.01)	(838.10)	(.00)	(199.81)
Inshell Almonds	MT	-	-	-	-	-	-	-	-
		-	(.00)	(444.47)	(.00)	(482.69)			
Total			739.61		10197.25		9770.86		1065.39
Previous year			-	(8526.01)		(7736.96)			(739.61)

b) CIF Value of Imports 8070.48 (9770.86)

c) FOB Value of Exports NIL (NIL)

d) Earning in Foreign Currency NIL (NIL)

e) Expenditure in Foreign Currency 1.77 (3.58)

f) Remittance on account of Dividend in Foreign Currency NIL (NIL)

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

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Place : New Delhi
Date : 25/07/2020

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659



INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF ABM INTERNATIONAL LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Consolidated Annual Financial Statements of **ABM INTERNATIONAL LIMITED** (hereafter referred to as the "Company") and its associate, which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income (loss)), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries and associate as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 Group and its associate as at 31 March 2020, of its consolidated profit and other comprehensive income (loss), consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Emphasis of Matter

- I. During the Financial year the company has changed the accounting policy in respect of depreciation on Building, Elevators, Electrical fittings and Water pumps from straight line method to written down value method. Had the Company followed the same policy as in preceding previous year Loss for the year 2019-20 would have been lower by an amount of Rs. 61.79 Lacs.
- II. As availability of future taxable income is not certain, on consideration of prudence, provision for deferred tax assets, is not required in terms of Indian Accounting Standard (Ind-As)-12. As a result the provision made until last financial year has been restated.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the, Board's Report including Annexure to Board's Report, and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.
- If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Statements

The Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income (loss), consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Other Matter :

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. The consolidated financial statements include the Group's share of net profit/loss for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of M/s Prisha Promoters Pvt Limited an associates, whose financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the associates, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of an associate as audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows 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 Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Group companies and its associate incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and its Associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and associate, as noted in the 'Other Matters' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group and its associate. Refer Note 32 to the consolidated financial statements
 - ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its associate company incorporated in India during the year ended 31 March 2020.
3. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such associate company incorporated in India which were not audited by us, the remuneration paid during the current year by the Company and to its directors is in accordance with the provisions of Section 197 of the Act. The associate company is a private limited company and accordingly the requirements as stipulated by the provisions of section 197 (16) are not applicable to the associate company. The remuneration paid to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For RAJAN GOEL & ASSOCIATES
Chartered Accountants
ICAI FIRM: 004624N

CA Rajan Kumar Goel
(Proprietor)
Regn. 083829

Place: New Delhi
Date: 25.07.2020



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Referred to Paragraph 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 ("the Company") as of 31st March, 2020, 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 respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 (hereinafter referred to as "the Act").

Auditor's 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 with reference to consolidated financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements 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 controls with reference to consolidated financial statements 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 authorisations 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 with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

For RAJAN GOEL & ASSOCIATES
Chartered Accountants
ICAI FIRM: 004624N

CA Rajan Kumar Goel
(Proprietor)
Regn. 083829

Place: New Delhi
Date: 25.07.2020



ABM INTERNATIONAL LIMITED
CIN :L51909DL1983PLC015585
Consolidated Balance Sheet as at March 31, 2020

₹ in lakhs

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	21.32	30.94
(b) Investment Property	4	50.84	114.28
(c) Financial assets			
(i) Investment	5	486.64	497.71
(d) Other non - current assets	6	5.76	153.21
(e) Deferred tax Assets (net)	7	-	68.08
Total non-current assets		564.55	864.22
(2) Current assets			
(a) Inventories	8	1065.39	739.61
(b) Financial assets			
(i) Trade receivables	9	420.59	505.65
(ii) Cash and cash equivalents	10	517.98	334.98
(iii) Other Financial Assets	11	6.85	2.58
(c) Other Current Assets	6	278.91	145.44
Total current assets		2289.71	1728.26
Total Assets		2854.26	2592.48
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	12	1176.00	1176.00
(b) Other equity	13	103.17	592.36
Total equity		1279.17	1768.36
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	-
(ii) Other Non-current liabilities	15	15.00	3.00
(b) Provisions	16	11.41	11.64
(c) Deferred tax liabilities (net)	5	-	-
Total Non - current liabilities		26.41	14.64
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	-
(ii) Trade payables	17	925.32	698.17
(iii) Other financial liabilities	15	.63	.63
(b) Other current liabilities	18	622.74	110.68
(c) Provisions	16	-	-
Total Current liabilities		1548.69	809.48
Total Liabilities		1575.09	824.12
Total Equity & Liabilities		2854.26	2592.48

Summary of Significant accounting policies and other notes 1 to 3

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & AssociatesChartered Accountants
ICAI Firm Regn. No.004624N**CA Rajan Kumar Goel**
Proprietor
Membership No. 083829**Virender Kumar Gandhi**
Chairman & Managing Director
DIN -00244762**V. Mahalingam**
C.F.O.**Sangeeta Gandhi**
Whole Time Director
DIN-00265593**Amit Kumar**
Company Secretary
M No. 49659Place : New Delhi
Date : 25/07/2020



ABM INTERNATIONAL LIMITED
CIN :L51909DL1983PLC015585

Consolidated Statement of Profit & Loss Account for the year ended March 31, 2020

₹ in lakhs

Particulars	Note No.	Year Ended 31.03.2020	Year Ended 31.03.2019
I Revenue from operations	19	9770.86	7736.96
II Other income	20	86.41	42.07
III Total income (I + II)		9857.26	7779.02
IV Expenses			
Purchase of Stock-In-Trade	21	10197.25	8526.01
Changes in inventories of finished goods, stock - in - trade and work - in - progress	22	(325.78)	(739.61)
Employee benefits expenses	23	85.93	91.37
Finance costs	24	34.41	49.54
Depreciation and amortization expenses	25	79.40	18.76
Other expenses	26	48.12	71.24
Total expenses		10119.33	8017.30
V Profit /(Loss) before exceptional and extraordinary items and tax (I - IV)		(262.07)	(238.28)
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V - VI)		(262.07)	(238.28)
Extraordinary Items		-	-
Profit before tax		(262.07)	(238.28)
VIII Tax expense			
(1) Current tax	27	-	-
(2) Deferred tax	27	(68.08)	61.69
(3) Tax adjustment of earlier years		(147.96)	(.12)
IX Profit / (loss) for the period (IX + XII)		(478.11)	(176.71)
X Add : Share of Profit/(Loss) in Associate		(2.33)	(1.89)
XI Profit for the year after Consolidation		(480.44)	(178.61)
XII Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss	28	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	28	-	-
B (i) Items that will be reclassified to profit or loss	28	(8.75)	(10.66)
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		(8.75)	(10.66)
XIII Total comprehensive income for the period (IX+X+XI)		(489.19)	(189.27)

Summary of Significant accounting policies and other notes 1 to 3

The accompanying notes form an integral part of the financial statements

This is the statement of profit and loss referred to in our audit report of even date.

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

Sangeeta Gandhi
Whole Time Director
DIN-00265593

V. Mahalingam
C.F.O.

Amit Kumar
Company Secretary
M No. 49659

Place : New Delhi
Date : 25/07/2020



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	Year ended 31.03.2020		Year ended 31.03.2019	
	INR (Lakhs)		INR (Lakhs)	
CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit before tax		(262.07)		(238.28)
Adjustment for:				
Depreciation	79.40		18.76	
(Profit)/Loss on sale of fixed assets/ discarded	(9.53)		(3.39)	
Dividend Received	(.24)		(.40)	
Interest paid	7.52		7.50	
Interest received	(27.25)	49.89	(32.05)	(9.57)
Operating Profit before Working Capital Changes		(212.18)		(247.86)
Adjustment for:				
Trade receivables	85.07		1251.22	
Other receivables	14.76		(113.14)	
Inventories	(325.78)		(739.61)	
Trade payable	227.15		(376.02)	
Other Payables	511.82	513.02	(45.64)	(23.18)
Cash generated from operations		300.84		(271.04)
Direct Tax paid	(153.01)	(153.01)	(19.23)	(19.23)
Cash flow from operations		147.82		(290.27)
CASH FLOW FROM INVESTING ACTIVITIES				
Interest received	27.25		32.05	
Interest paid	(7.52)		(7.50)	
Dividend Received	.24		.40	
Sale of Fixed Assets	13.68		4.00	
Purchase of Fixed Assets	(10.48)	23.18	-	28.94
CASH FLOW FINANCING ACTIVITIES				
Proceeds from borrowing	12.00		(10.45)	
Dividend Tax Paid	-	12.00	-	(10.45)
Net increase(decrease)in cash and cash equivalents		183.00		(271.77)
Cash and cash equivalents as at 1st April (Opening balance)		334.98		606.75
Cash and cash equivalents as at 31st March(Closing balance)		517.98		334.98

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & Associates
Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Place : New Delhi
Date : 25/07/2020

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659



Notes to the financial statements for the year ended 31 March 2020

1 Corporate Information

ABM INTERNATIONAL LIMITED (the 'Company') is a Company domiciled in India, with its registered office situated at 10/60, Industrial Area, Kirti Nagar, New Delhi – 110 015 .The Company has been incorporated under the provisions of Companies Act, 1956 and its equity shares are listed on the National Stock Exchange of India Limited (NSE) in India.

The Company Established in 1983, is Importer of plastic raw materials and in particular PVC Resin, finished leather, DOP, Urea etc. from all over the world, and also a Government Recognised Golden Export House.

2 Basis of Preparation

A. Statement of compliance

Financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provision of the Act under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values, notified under the Act and Rules prescribed there under.

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to nearest rupees in lakhs or as otherwise stated.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Present value of defined benefit obligations

D. Use of estimates

In preparing these financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

E. Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are furnished in the relevant notes .

F. Measurement of fair values

The Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

For the purpose of Fair value disclosures the company has determined classes of assets and liabilities on the basis of nature characteristics and risk of assets or liabilities and the level of fair value hierarchy, as explained above, this note summarises accounting policies for fair value and the other fair value related disclosures are given in relevant notes .

3 Summary of significant accounting policies

The accounting policies set out below have been applied consistently , unless otherwise indicated.

a) Current versus non-current classification

The Company assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:



- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b) Property, plant & Equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment..

c) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

d) Depreciation method

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: Written Down Value Method (Straight Line Method)

II .On other Assets :

Written Down Value Method

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The asset's residual value & useful lives are reviewed & adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

e) Investment Property

Investment properties held to earn rentals or for capital appreciation are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment loss. Gain or loss on disposal of investment properties is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognised in the statement of profit and loss. Transfer to, or from, investment property is done at the carrying amount of the property.

f) Expenditure during construction period:

Investments in shares are stated at cost. All the investments are long-term investments. Provision for diminution has been provided for where the decrease in Fair Market value of the investment is considered eroded permanently.



g) Valuation of Inventories:

Inventories are valued at cost or market price whichever is lower,

h) Contingent Liabilities:

Disputed liabilities and claims against the company including claims by taxation authorities pending appeals are treated as contingent liabilities and are not accounted for and shown by way of notes.

i) Taxes on Income:

Tax expenses for the relevant period comprises of current tax and deferred tax. Deferred tax is recognized, subject to consideration of prudence, on all timing difference between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. The accumulated deferred tax liability is adjusted by applying the tax rates and tax laws applicable at the year-end.

j) Foreign currency transactions

Transactions in foreign currencies are translated into functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

- Foreign currency monetary items are translated in the functional currency at the exchange rate at the reporting date.
- Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.
- Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.
- Exchange differences are recognised in profit or loss in the period in which they arise, except exchange differences arising from the translation of the items which are recognised in OCI.

k) Financial instruments

i. Recognition and initial measurement

Financial instruments are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.



Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. Changes in the fair value of any derivative instrument are recognised immediately in the statement of profit and loss and are included in other income or expenses.

I) Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed during the period as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Gratuity liability is a defined benefit obligation and is provided for on the basis of a valuation on projected unit credit method made at the end of each financial year. The Company accounts for gratuity liability of its employees on the basis



of valuation carried out at the year end by the management.

iii. Other long-term employee benefits

Company treats accumulated leave, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the valuation using the projected unit credit method at the year-end.

m) Revenue

i. Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

n) Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established. Interest income or expense is recognised using the effective interest method.

o) Leases

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's balance sheet.

iii. Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

p) Provision, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Expected future operating losses are not provided for.

Contingencies

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.



Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

q) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

r) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

s) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible(including interest thereon) to known amounts of cash and which are subject to an insignificant risk of changes in value.

t) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31.03.2020

Particulars	Property Plant and Equipment													Investment Property (*)			
	a)	b)	c)	d)	e)	f)	g)	h)	i)	j)	k)	l)	m)	Total (a to m)=n	o) Free- hold Land	p) Buildings	Total (o to p)=q
	Elevators	Electrical fittings	Fire fighting equipment	water pumps	Computers & IT equipment	Air-condition	Generators	Invertors	EAPBX	Office equipment	Furniture & fixtures	Motor Vehicle	Motor Vehicle Scooters				
Gross Block (at cost or revalued amount)																	
As at 01.04.2019	20.41	22.90	1.43	2.24	1.70	8.63	5.89	2.58	1.30	7.65	29.00	62.08	1.12	166.93	27.94	188.07	216.01
Additions					.16			.67				9.65		10.48		-	-
Disposals												(31.98)		(31.98)		-	-
As at 31.03.2020	20.41	22.90	1.43	2.24	1.86	8.63	5.89	3.25	1.30	7.65	29.00	39.74	1.12	145.43	27.94	188.07	216.01
Depreciation																	
As at 01.04.2019	10.96	21.13	1.36	2.13	1.67	7.76	5.59	2.32	.99	7.32	27.97	45.92	.87	135.99	-	101.73	101.73
Charge for the year	9.05	-	-	-	.09	.14	-	.19	.14	.01	.01	6.25	.06	15.96		63.44	63.44
Disposals												(27.83)		(27.83)			-
Adjustments														-			-
As at 31.03.2020	20.02	21.13	1.36	2.13	1.76	7.90	5.59	2.51	1.13	7.33	27.99	24.34	.93	124.11	-	165.17	165.17
Net Block																	
As at 31.03.2019	9.45	1.77	.07	.11	.03	.88	.29	.26	.31	.33	1.03	16.16	.25	30.94	27.94	86.34	114.28
As at 31.03.2020	.40	1.77	.07	.11	.10	.74	.29	.74	.17	.32	1.01	15.40	.19	21.32	27.94	22.90	50.84





5	Investment	As at 31.03.2020		As at 31.03.2019	
		Current	Non-Current	Current	Non-Current
	Non Current Investments				
	Investments in Equity Instruments				
	a) Quoted Equity Shares				
	(Measured at FVTOCI)				
	Pearl Ploymers Ltd	-	1.17	-	1.25
	Global Trust Bank Ltd	-	-	-	-
	Zee Entertainment Enterprises Ltd	-	.12	-	.44
	Zee News Ltd.	-	.00	-	.01
	Wire & Wireless India Ltd.	-	.00	-	.00
	Dish TV India Ltd.	-	00	-	.02
	Indian Oil Corporation (Bongaigaon Refinery)	-	.25	-	.49
	Chennai Petroleum Ltd	-	.19	-	.87
	AMI (Computer) India Integrated Technology	-	-	-	-
	Maxima Systems	-	.14	-	.31
	Triumph International Finance India Ltd.	-	2.55	-	4.25
	Hexaware Technologies Ltd.	-	-	-	-
	Aptech	-	4.52	-	6.89
	Krision Electronics	-	.25	-	.53
	Shonkh Technology	-	-	-	-
	Union Bank Of India	-	-	-	-
	Unitech Ltd.	-	.03	-	.10
	Orissa Mineral Development Company Ltd.	-	.46	-	.56
	Orbit Corp. Ltd.	-	.37	-	.35
	Anant Raj Industries	-	-	-	-
	Hindustan construction Ltd.	-	.99	-	1.68
		-	.40	-	1.50
		-	11.46	-	19.25
	b) Un Quoted Equity Shares				
	Subsidiaries/Associates:				
	(Measured at Cost)				
	Prisha Promotors Pvt. Ltd.	-	69.50	-	69.50
	Less Goodwill on Consolidation		(177.25)		(177.25)
	Post Acquisition Reserve-b/f		569.48		571.37
	Add: Share of Profit/Loss For the Year(Net)		(2.33)		(1.89)
		-	459.40	-	461.73
	c) In Capital of Partnership Firm/LLP				
	'Divisha Projects LLP				
	Opening Balance		16.73		16.86
	Add/Less: Profit/(Loss) recognised		(.95)		(.13)
		-	15.78	-	16.73
		-	486.64	-	497.71
	Aggregate amount of quoted investments - At cost				
	Investments in Equity Instruments - Others				
	Aggregate amount of quoted investments - At market value		11.46		19.25
	Aggregate amount of unquoted investments - At cost				
	Investments in Equity Instruments - Subsidiary Company/Associates		475.18		478.46



6	Other Assets	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Security Deposits				
	Unsecured, considered good				
	(i) Income Tax (Under Litigation)	-	145.80	-	-
	(II) Earnest Money Deposit	1.13	1.13	-	-
	(III) Deposit/ Credit with Government Authorities	-	-	263.08	135.79
	(IV) Income Tax Refundable	-	-	10.88	5.83
	(V) Advances to Suppliers	-	-	1.84	1.81
	(VI) Employees	4.63	6.28	1.31	-
	(VII)Others : Prepaid Expenses	-	-	.57	2.01
	(VII)Others	-	-	.01	-
	Licences in Hand	-	-	1.22	-
		5.76	153.21	278.91	145.44
7	Deferred tax assets / liabilities (net)	As at 31.03.2020		As at 31.03.2019	
	Deferred tax liabilities:	-	-	-	-
	Deferred tax assets :				
	- On accounting of Depreciation	-	-	-	6.39
	- On accounting of Unabsorbed Losses	-	-	-	61.69
		-	-	-	68.08
	Net deferred tax Assets (Liabilities)	-	-	-	68.08
8	Inventories	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Traded Goods	-	-	1065.39	739.61
		-	-	1065.39	739.61
9	Trade Receivables	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	Over six months				
	- Unsecured, considered good	-	-	83.50	-
	Other Trade Receivables				
	- Unsecured, considered good	-	-	337.09	505.65
	Total	-	-	420.59	505.65
10	Cash and Bank Balances	Non - Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	(I) Cash & cash equivalents				
	(i) Balances with Banks in Current Accounts	-	-	257.80	129.38
	(ii) Cash on Hand	-	-	2.38	3.17
		-	-	260.18	132.55



(II) Other Bank Balances other than (i) above				
Earmarked Balances with Banks - Unclaimed Dividend	-	-	.64	.78
Deposits with Banks held as Margin money/ Security	-	-	257.15	201.65
	-	-	257.79	202.43
	-	-	517.98	334.98
11 Other Financial Assets	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Interest accrued but not Due - Unsecured	-	-	6.85	2.58
Unamortized premium on Forward contract	-	-	-	-
Insurance Claim Receivable	-	-	-	-
Mark to Market Balance against outstanding forward contract	-	-	-	-
	-	-	6.85	2.58
12 Equity Share Capital	As at 31.03.2020		As at 31.03.2019	
Authorised 1,20,00,000 Equity Shares of Rs. 10/-each. (PY 120,00,000 Equity Shares of Rs. 10/-each.)		1200.00		1200.00
Issued, Subscribed & Paid-up 1,17,60,000 Equity Shares of Rs. 10/-each. (PY 1,17,60,000 Equity Shares of Rs. 10/-each.)		1176.00		1176.00
Total		1176.00		1176.00
(a) Reconciliation of shares outstanding at the beginning and at end of the year:				
	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Amount	No of Shares	Amount
Opening Balance	117.60	1176.00	117.60	1176.00
Add:- Additional during the Year	-	-	-	-
Less:- Deletion during the Year	-	-	-	-
Closing Balance	117.60	1176.00	117.60	1176.00
(b) Terms/rights attached to equity shares				
The Company has only one class of shares referred to as equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share.				
(c) Details Bonus Issue				
Company issued bonus shares in the ratio of 10:30 during the year 2012-13 i.e. 30 share for 10 shares held				
Company issued bonus shares in the ratio of 1:5 during the year 2016-17 i.e. 5 share for 1 share held				



(d) Details of Shareholders holding more than 5% equity shares in the company

Name Of Shareholder:	As at 31.03.2020		As at 31.03.2019	
	No. of Equity Shares	Percentage Holding	No. of Equity Shares	Percentage Holding
Virender Kumar Gandhi	47.45	40%	47.45	40%
Rajneesh Gandhi	21.65	18%	21.65	18%
Sangeeta Gandhi	13.28	11%	13.28	11%
13 Other Equity	General Reserve	Surplus / (Deficit)	Other comprehensive income	Total
Balance as at 01.04.2019	339.74	423.99	(171.37)	592.36
Profit for the year		(480.44)		(480.44)
Other Adjustments of Ind AS				
Equity instruments through other comprehensive income		-	(8.75)	(8.75)
Value of Investment (FVT)		-	-	-
Items of OCI for the year ended, net of tax		-	-	-
Total Comprehensive Income for the year	-	(480.44)	(8.75)	(489.19)
Increase / Reductions during the year				
Transferred to / (from) - Surplus / (Deficit)				-
Transferred to / (from) - Revaluation Reserve				-
Total	-	-	-	-
Balance as at 31.03.2020	339.74	(56.46)	(180.11)	(103.17)
14 Borrowings	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Secured Loans from Banks:				
<i>Non-fund base limit for Letter of Credit taken from Oriental Bank of Commerce (see Note No. 36)</i>	-	-	-	-
Total	-	-	-	-
15 Other financial liabilities excluding provisions	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Deposit from Tenent	15.00	3.00	-	-
Unclaimed dividend	-	-	.63	.63
Total	15.00	3.00	.63	.63



16 Provisions	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Provision for employee benefits	.98	.58	-	-
Provision for employee Gratuity	10.43	11.06	-	-
Provision for Income Tax	-	-	-	-
Total	11.41	11.64	-	-
17 Trade payables	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Due to Micro and Small Enterprises	-	-	-	-
Due to others (including Acceptances)*	-	-	925.32	698.17
Total	-	-	925.32	698.17
* Including acceptances under Letter of Credits from Oreintal Bank of Commerce				
18 Other liabilities	Non - Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Advances from customers	-	-	489.62	86.08
Interest Accrue and due	-	-	8.12	8.12
Statutory TAX/TDS/TCS/VAT/GST	-	-	119.37	11.00
- Others	-	-	5.63	5.47
Total	-	-	622.74	110.68
19 Revenue from operations			Year ended 31.03.2020	Year ended 31.03.2019
	Sale of products			
Traded Goods			9770.86	7736.96
TOTAL			9770.86	7736.96
20 Other Income			Year ended 31.03.2020	Year ended 31.03.2019
	(A) INTEREST INCOME			
On Bank Deposits			27.25	32.05
			27.25	32.05
(B) DIVIDEND INCOME			.24	.40
(C) OTHER NON- OPERATING INCOME				
Profit on Sale of Fixed Assets (net)			9.53	3.39
Miscellaneous Receipts			2.74	3.23
Rental Income			23.25	3.00
Sundry Balances written Back (NET)			5.31	-
Exchange gain and Loss			18.09	
			58.91	9.62
Total			86.41	42.07



Notes to Accounts Contd.

21 Cost of Material's Consumed	Year ended 31.03.2020	Year ended 31.03.2019
Purchase of Stock-In-Trade	10197.25	8526.01
	10197.25	8526.01
22 Changes in inventories of stock-in-trade	Year ended 31.03.2020	Year ended 31.03.2019
Inventories at the beginning of the year		
Traded Goods	739.61	-
	739.61	-
Inventories at the end of the year		
Traded Goods	1065.39	739.61
	1065.39	739.61
Changes in inventories of stock - in - trade	(325.78)	(739.61)
23 Employee benefits expenses	Year ended 31.03.2020	Year ended 31.03.2019
Salaries & wages	85.70	91.11
Staff & Workmen welfare expenses	.23	.26
Total	85.93	91.37
24 Finance Costs	Year ended 31.03.2020	Year ended 31.03.2019
(1) Interest	7.52	7.50
(2) Bank Charges	26.89	42.03
Total	34.41	49.54
25 Depreciation and Amortization Expense	Year ended 31.03.2020	Year ended 31.03.2019
Depreciation of tangible assets	79.40	18.76
Total	79.40	18.76



Notes to Accounts Contd.

26 Other Expense	Year ended 31.03.2020	Year ended 31.03.2019
Rent	.99	.99
Insurance	3.09	2.37
Business promotion	1.08	3.43
Rates & Taxes	3.58	.30
Repairs - Others	.66	.48
Directors Meeting Fees	.13	.08
Payment to Auditors	.75	.75
Legal and Professional	10.99	5.82
Brokerage & Commission	-	.79
Bad Debts Written off	.00	16.11
Fees & Subscription	5.14	5.18
Telephone & Tele expenses	1.73	1.96
Claims Paid (Net)	2.68	-
Miscellaneous Expenses	8.23	19.44
Travelling & Conveyance	7.73	11.69
Vehicle Running expenses.	1.33	1.85
Total	48.12	71.24
27 Tax Expense	Year ended 31.03.2020	Year ended 31.03.2019
Current tax*	-	-
Deferred tax*	-	-
Tax provision for earlier year	2.17	(.12)
Total	2.17	(.12)
28 Items that will not be reclassified to profit or loss	Year ended 31.03.2020	Year ended 31.03.2019
share of Loss from Partnership Firm/ LLP	(.95)	(.13)
Re-measurements of the defined benefit plans		
Equity instruments through other comprehensive income	(7.79)	(8.71)
Fair value changes relating to own credit risk		
Share of other comprehensive income in associates and joint ventures, to the extent not to be classified into profit or loss		
Ind AS adjustment for Gratuity	-	(1.82)
Total	(8.75)	(10.66)

**Notes to Accounts Contd.**

29	Contingent Liabilities not provided for in respect of :	2019-20	2018-19
a)	Letter of credits issued by Bank	739.66	636.76

30 Change in Accounting Policy : For Depreciation

During the Financial year the Company has changed the accounting policy in respect of Depreciation on Building, Elevators, Electrical Fittings and Water Pumps from Straight Line method to Written Down Value method . Had the company followed the same policy as in preceding previous year profit for the year 2019-20 would have been lower by higher by an amount of Rs. 61.79

31 Deferred Tax

As availability of future taxable income is not certain, on consideration of prudence, provision for deferred tax assets, is not required in terms of Indian Accounting Standard (Ind AS)-12. As a result the provision made until last financial year has been restated.

32 Income tax for Earlier Assessment year Rs. 145.80 Lakhs in respect of tax refundable from Income tax department in respect of Assessment year 1994-95, and 1995-96 , are charged to profit and loss account , on the basis of opinion that the refund claimed from the department is not maintainable and henceforth the amount lying debit to name of income tax department has been charged to revenue account.

33 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.

34 Debit/Credit balances of parties are subject to balance confirmation and reconciliation.

35 Market value of certain long term Investments in shares have eroded due to prevailing depressed market.

36 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.

37	Basic and Diluted Earning per Equity Share :-	2019-20	2018-19
	(a) Net profit/(loss) after Tax	(478.11)	(176.71)
	(b) Weighted average nos. of Equity Shares	117.60	117.60
	(C) Basic and Diluted Earnings per Equity Share	(.00)	(.00)
38	Amount paid to Directors as remuneration:	2019-20	2018-19
	A. <u>Managing Director</u>		
	No. of Persons	One	One
	Salary & Allowances	42.00	42.00
	Perquisite	9.91	8.50
	B. <u>Whole Time Director</u>		
	No. of Persons	One	One
	Salary & Allowances	9.00	9.00



39 Related Party disclosure (as certified by the management), as required by Indian Accounting Standard '24' are given below:-

A.	List of Related Parties	Name	Relationship
a)	Where Control Exists :	M/s. Prisha Promoters Pvt. Ltd.	Associate Company
b)	Key Management Personnel	Mr. Virender Kumar Gandhi Mrs. Sangeeta Gandhi Mr. V Mahalingam	Chairman and Managing Director Whole Time Director CFO
c)	Relative of Key Management Personnel (with whom transactions have taken place during the year)	M/s. Century Overseas (Prop. Mr.Rajneesh Gandhi)	Relative of KMP
d)	Other Related Parties:	Prisha Projects LLP Divisha Projects LLP Prisha Hospitality LLP	Group LLP Group LLP Group LLP

B. Transactions with related parties:

Type of Related Party	Description of the transaction	Volume of transaction		Amount outstanding as on 31st March Receivable(Payable)	
		2019-20	2018-19	2019-20	2018-19
Where Control Exists	Investment in Share Capital	-	-	69.50	69.50
Key Management Personnel	Remuneration	51.00	51.00	(2.00)	(3.15)
	Perquisites	9.91	8.50		-
	Advance given /received back	5.30	11.67	1.31	-
	Loan Taken and repaid	310.33	120.00		
Relative of Key Management Personnel	Maintenance Charges / Rent	23.25	3.24	-	-
	Purchases	378.60	279.49	(10.14)	-
	Advances give/ received back	34.94	163.16		
	Loan Taken and repaid	300.00	300.00		
	Tenant Security	15.00	3.00	(15.00)	(3.00)
Other Related Parties	Investment in Capital of LLP	(.95)	(.13)	15.78	16.73

40 Forwarded contract outstanding at the Balance sheet date Nil Nil

41 The year end foreign currency exposures that not been hedged by a derivative instrument or otherwise are given below

Particulars	2019-20		2018-19	
	Rs.	Value in Foreign Currency	Rs.	Value in foreign Currency
Payables	912.63	\$ 11.89	691.79	\$ 9.56
Import of Material				
Total	912.63	\$ 11.89	691.79	\$ 9.56



42 There are no separate reportable segments as per IND AS 108.

43 **Additional Information**

a) **QUANTITATIVE DETAILS**

Name of item traded	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Qty.	Amount	Qty.	Amount	Qty.	Amount	Qty.	Amount
PVC Resin	MT	.01	539.80	.13	9433.58	.13	8807.52	.02	1065.39
		-	-	(.09)	(7035.18)	(.09)	(6375.67)	(.01)	(539.80)
Dicumyl Peroxide(DCP)	MT	-	-	-	-	-	-	-	-
		-	-	(.00)	(35.91)	(.00)	(40.50)	-	-
EVA MT		.00	199.81	.01	763.68	.01	963.33	-	-
		-	-	(.01)	(1010.44)	(.01)	(838.10)	(.00)	(199.81)
Inshell Almonds	MT	-	-	-	-	-	-	-	-
		-	(.00)	(444.47)	(.00)	(482.69)			
Total			739.61		10197.25		9770.86		1065.39
Previous year			-	(8526.01)		(7736.96)			(739.61)

b) CIF Value of Imports 8070.48 (9770.86)

c) FOB Value of Exports NIL (NIL)

d) Earning in Foreign Currency NIL (NIL)

e) Expenditure in Foreign Currency 1.77 (3.58)

f) Remittance on account of Dividend in Foreign Currency NIL (NIL)

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

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors

For Rajan Goel & Associates

Chartered Accountants
ICAI Firm Regn. No.004624N

CA Rajan Kumar Goel
Proprietor
Membership No. 083829

Place : New Delhi
Date : 25/07/2020

Virender Kumar Gandhi
Chairman & Managing Director
DIN -00244762

V. Mahalingam
C.F.O.

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Amit Kumar
Company Secretary
M No. 49659