



FORM
[SEE RULE 3]
COMPLIANCE CERTIFICATE

To,
The Members
ABM International Limited,

I have examined the registers, records, books and papers of ABM International Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company being public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 13 Times on 02-04-2012, 23-4-2012, 29-05-2012, 27-07-2012, 29-08-2012, 17-09-2012, 27-09-2012, 27-10-2012, 10-11-2012, 29-11-2012, 29-01-2013, 12-03-2013 and 23-03-2013, in respect of which proper notice were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The company closed its Register of Members from 26-09-2012 to 27-09-2012 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.3.2012 was held on 27.09.2012 after giving due notice to the members of the company and the resolutions passed there at, were duly recorded in Minutes Book maintained for the purpose.
7. An Extra Ordinary General Meeting was held on 29-11-2012 in the financial year ended on 31-03-2013.
8. The company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act during the financial year under review.
9. It has been informed by the management that no new contract has been entered during the financial year in which any Director is interested.
10. The company was not required to make any entry in the register maintained under section 301 of the Act as no new contract was entered during the financial year under review.
11. As there was no instance falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members and/or Central Government.



12. The company has not issued any duplicate share certificates during the financial year.
13. The company has :
 - (i) delivered all the certificates on lodgment thereof, if any, for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted.
15. The company has re-appointed Mr. Virender Kumar Gandhi as Managing Director and Mrs. Sangeeta Gandhi as Whole-time Director of the company for the period of 3 years.
16. No appointment of sole-selling agents was made.
17. The company has obtained approval of the Central Government for the re-appointment of Mr. Virender Kumar Gandhi as the Managing Director of the company and also obtained In principle Approval of the Delhi Stock Exchange for Bonus Issue during the Financial Year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made hereunder.
19. The company has issued 14,70,000 shares as Bonus shares during the financial year.
20. The company has not bought back any shares during the financial year ending 31.03.2013.
21. There was no redemption of preference shares /debentures during the financial year. The Company's capital structure does not have any such securities.
22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/ accepted any deposits including any unsecured loans falling within the purview of sections 58A and 58AA during the financial year.
24. The Company has borrowed sums during financial year under review and has complied with provisions of Section 293 (1) (d) Act.
25. Neither the company has made loans or given guarantees or provided securities to other bodies corporate, nor has made investment in shares during the year under review.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.



29. The company has altered the provisions of the memorandum by increasing its share capital from Rs. 1,00,00,000/- to Rs. 3,00,00,000/- during the year under review.
30. The company has altered its articles of association during the financial year and complied the provisions of the Companies Act, 1956.
31. There was no prosecution initiated against or show cause notices received by the company during the period under review.
32. The company has not received any security from its employees during the financial year.
33. The Company has not constituted any Provident Fund trust for the benefit of its employees and as such provisions of Section 418 of the Act are not applicable to the Company.

Place : New Delhi
Date : 27-07-2013

R.S. Bhatia
Company Secretary
in Practice
C. P. No. 2514