



DIRECTOR'S REPORT

To the members,

Your Directors have pleasure in presenting the 29th Annual Report and the Audited Accounts of the Company for the financial year ended 31st March, 2012 together with the Auditors' Report thereon.

FINANCIAL RESULTS	CURRENT YEAR	PREVIOUS YEAR
	2011-2012 (Rs.)	2010-2011 Rs.
Turnover	1,01,93,39,070	100,03,29,297
Profit before depreciation	58,76,914	81,61,568
Depreciation	10,88,476	11,64,044
Net Profit after depreciation & Extraordinary items	47,88,438	69,97,524
Provision for taxation (Net)	16,05,016	19,73,571
Net Profit(loss) for the year after tax	31,83,422	50,23,952
Surplus brought forward from previous year	8,95,76,259	8,56,25,582
Surplus available for Appropriation	9,27,59,681	9,06,49,535
Appropriation General Reserve	5,00,000	5,00,000
Proposed Dividend	4,90,000	4,90,000
Tax on proposed dividend	79,491	83,276
Balance carried over to next year	9,16,90,190	8,95,76,259
	9,27,59,681	9,06,49,535

Dividend

Your Directors recommend a dividend of Rs. 1/- per share i.e. 10%

Operation

The turnover of the company increased to Rs.101.93 Crores as against Rs. 100.03 Crores in the previous year. However, the net profit of the company reduced from Rs. 50.24 lakhs to Rs 31.83 lakhs.

Future Outlook

Your directors are hopeful that your company shall do better in the times to come. Further there are no material changes in the financial position or in the working of the company which could affect the company after close of the financial year and till the date of the report.



Public Deposit

The Company has not accepted any deposit from public during the year.

Material Changes

No Material changes have occurred from the date of the Balance Sheet till the date of this report which have any adverse effect on the affairs of the Company.

Auditors

M/S Salarpuria & Partners, Chartered Accountants, retire at this Annual General Meeting and are eligible for re-appointment to hold office from the conclusion of this Annual General Meeting. A written declaration has already been received from them that, if appointed, their re-appointment will be within the limits specified under Section 224 (1B) of the Companies Act, 1956. You may kindly consider their re-appointment and fix their remuneration.

Auditor's Comments

There are no adverse quaifications/remarks in the report of Auditors which needs clarification.

Directors

Mrs. Sangeeta Gandhi, Director retires by rotation and being eligible offers herself for re-appointment.

Employees

The employer-employee relations remain cordial. The company has not employed any person during the year under review in respect of whom the information is required to be given pursuant to Section 217 (2A) of the Companies Act, 1956.

Energy Conservation, Technology absorption, Foreign Exchange Earnings and Outgo.

The company has incurred expenditure on electricity used for office purpose only. Necessary steps, wherever feasible, have been taken for conservation of energy. The Company is not having any Research and Development Department and has not entered into any technical collaboration with any Indian and/or foreign organization. The foreign exchange earnings and outgo are as under:

	Current year	Previous year
A. Foreign Exchange Earnings	NIL	NIL
B. Foreign Exchange Outgo (Include foreign travelling)	NIL	1,97,032
C. F.O.B. Value of Exports	NIL	NIL
D. C.I.F. Value of Imports	1,039,634,212	958,738,458

Listing

Your Company's share are listed at Delhi Stock Exchange and the company is regularly paying the fees of the exchange.



Director's Responsibility Statement

Your Directors confirm that in the preparation of the annual accounts for the year ended March 31, 2012

- n The applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- n The directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for the year ended on March 31, 2012.
- n The directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- n The Directors have prepared the annual accounts on an on-going concern basis.

Compliance Certificate

The Central Government, vide its notification dated 31.01.2001 has announced the Companies (Compliance Certificate) Rules 2001 which are applicable to your company. Your company has appointed Shri R.S. Bhatia, a Practicing Company Secretary for obtaining the Compliance Certificate. The Compliance Certificate dated 27-07-2012 as issued by Shri R.S. Bhatia, is enclosed with this Report.

Acknowledgement

The Board of Directors acknowledge with gratitude the co-operation extended by the Company's bankers and also appreciates the continued trust and confidence reposed by the shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

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

REGD. OFFICE:
10/60, INDUSTRIALAREA,
KIRTI NAGAR, NEW DELHI-110015

DATE: 27-07-2012

(**VIRENDER KUMAR GANDHI**)
Chairman-cum-Managing Director



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, 2012. 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 8 times on 27.5.2011,27.07.2011,17.08.2011,17.09.2011,24.10.2011, 28.11.2011, 27.01.2012, 19.03.2012 in respect of which meetings proper notices 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 16.09.2011 to 17.09.2011 and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the Financial Year ended on 31.3.2011 was held on 17.09.2011 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. No extra ordinary meeting(s) was held during the financial year.
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) transferred the amounts which were remained , unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - (iii) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted.
15. No appointment of sole-selling agents was made.
16. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities prescribed under the various provisions of the Act during the Financial Year.
17. 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.
18. The Company has not issued any shares/debentures/other securities during the financial year.
19. The Company has not bought back any shares during the financial year ending 31.03.2012.
20. There was no redemption of preference shares/debentures during the financial year. The Company's capital structure does not have any such securities.
21. 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.
22. 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.
23. No such borrowings were made during the financial year under review for which shareholders approval was required.
24. 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.
25. 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.
26. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.



28. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
29. The Company has not altered its articles of association during the financial year and complied the provisions of the Companies Act, 1956.
30. There was no prosecution initiated against or show cause notices received by the company during the period under review.
31. The Company has not received any security from its employees during the financial year.
32. It has been made to understand that the provisions of both employee's and employer's contribution to Provident Fund and employee's and employer's contribution to Employee's State Insurance Scheme are not applicable to the company.

Place : New Delhi
Date : 27-07-2012

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

