ABM International Limited

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

CERTIFIED COPY OF MINUTES OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) BY THE MEMBERS OF ABM INTERNATIONAL LIMITED, THE RESULTS OF WHICH WERE DECLARED ON TUESDAY, MARCH 3, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 10/60, INDUSTRIAL AREA, KIRTI NAGAR, NEW DELHI-110015

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot notice dated 24.01.2020 to obtain approval from shareholders through postal ballot / e-voting on the following Special Resolution:

1) 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 Board of Directors of the Company at its Meeting held on January 24, 2020 had appointed Mr. Mohit Mehta, Practising Company Secretary, (C.P. No.17160), as the Scrutinizer for conducting the postal ballot and e-voting process thereto in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 and the Rules made there under.

The Company had appointed Central Depository Services (India) Limited (CDSL) to conduct voting through electronic mode.

The Notice of postal ballot containing draft Special Resolutions, explanatory statements, postal ballot form, Instructions of E-voting and self addressed postage pre-paid business reply envelope were sent to the members whose names were recorded in the Register of Members or in the Records of Depository as on the close of working hours on January 24, 2020 i.e. "the cut-off date". The Notice of postal ballot were also sent to other concerned including statutory auditors, secretarial auditors, stock exchange etc. and was also placed on the website of the Company.

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For the members whose e-mail ids were registered, the Postal Ballot notice was sent to the members through electronic form. For the members whose e-mail Ids were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode.

The voting period was kept open from February 1, 2020 (9.00 a.m.) till March 1, 2020 (5.00 p.m.). The intimation about completion of dispatch of the postal ballot form/ e-voting and the last date for receipt of reply from the shareholders was also intimated to the shareholders by way of publication of advertisement in English newspaper viz "Financial Express" and Hindi newspaper "Jansatta" dated January 31, 2020.

As per the Notice members were advised to carefully read the instructions before casting their votes and were also advised to record their assent (for) or dissent (against) and return the duly completed forms in the attached self –addressed postage pre-paid business reply envelope, so as to reach the scrutinizer not later than 5.00 P.M. on March 1, 2020.

Members desiring to opt for e-voting as per the facilities arranged by the Company were requested to read the instructions in the Notes under the section 'Voting through electronic means' in the Notice.

As intimated to the members through postal ballot notice:

a) The postal ballot forms/ e-voting received after 5.00 P.M. on March 1, 2020, have been treated as 'response not received from the shareholders' by the Scrutinizer.
b) Voting rights have been reckoned on the paid up value of shares registered in the name of the shareholders as on January 24, 2020.
c) Incomplete / Unsigned or incorrectly filled Postal Ballot Forms has been rejected by the Scrutinizer.

After due scrutiny of postal ballot forms/ e-voting received upto 5.00 P.M. on March 1, 2020 (being the last date for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Monday, March 2, 2020.

On the basis of the report of the Scrutinizer, Mr. Virender Kumar Gandhi, Chairman of the company declared the result of the Postal Ballot/ E-voting on Tuesday, March 3, 2020 at 12.00 P.M. at the

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registered office of the Company and be communicated to the Stock Exchange on which the Equity Shares of the Company are listed, CDSL, Registrar and Share Transfer Agent.
The results, along with Scrutinizer's Report, were displayed on the website of the Company i.e. www.abmintl.in for the information of the members.

On the basis of report of Scrutinizer the special resolution as mentioned in the Postal Ballot Notice dated January 24, 2020 have been passed with requisite majority. Mr. Virender Kumar Gandhi, Chairman announced the following results of Postal Ballot/ e-voting:

1) 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.

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

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

Result

Resolution Required : (~~Ordinary/~~ Special)					Special Resolution required for Approval for proposed Voluntary Delisting of Equity Shares of the Company from all Stock Exchanges			
Whether promoter/promoters group are interest in the agenda/resolution?					YES			
Promoter / public	**Mode of voting**	**No. of share held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding hares(3)=[(2)/(1)]*100**	**No of Votes-in favour (4)**	**No. votes of Against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2))*100**
Promoter and Promoter group	E-voting	8784240	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-

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Public Institutional Holders	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-others	E-voting	2975760	2334050	78.43	2330425	3625	99.85	0.15
	Poll		-	-	-	-	-	
	Postal Ballot		46	0.001	46	-	100	-
	Total		2334096	78.43	2330471	3625	99.85	0.15
Total		11760000	2334096	19.84	2330471	3625	99.85	0.15

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

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

Based on the above results provided by the Scrutinizer, resolution was passed with requisite majority by the members of the company.

Date: 03.03.2020

Place: New Delhi

Virender Kumar Gandhi

Chairman

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