



ABM International Limited

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

To,

08.07.2021

The Manager
Listing Department.
National Stock Exchange of India Limited
Exchange Plaza, Plot No, C-1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai — 400 051

Symbol "ABMINTLTD"

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 of order passed by National Company Law Tribunal in the matter of M/S ABM International Limited.

Dear Sir,

Please find enclosed herewith copy of order Pronounced by Hon'ble National Company Law Tribunal on **6th July, 2021** in the matter of Reduction of share capital **M/s ABM INTERNATIONAL LIMITED** under section 66 of Companies Act, 2013 same has been received by the Company today through NCLT portal. As per the said order the proposed reduction of capital as per the special resolution passed on 28th December, 2020 has been approved.

Kindly take the same on your records.

The order shall be effective upon filing of the same with the Registrar of Companies. We shall update the same and other further actions, in due course .

Thanking You,

Yours faithfully

For ABM INTERNATIONAL LIMITED


Amit Kumar
Company Secretary

IN THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI (COURT NO. IV)

CP-15/ND/2021

(Under Section 66 of the Companies Act, 2013)

IN THE MATTER OF:

ABM International Limited

...Applicant

Pronounced on:06.07.2021

CORAM:

DR. DEEPTI MUKESH

HON'BLE MEMBER (Judicial)

MS. SUMITA PURKAYASTHA

HON'BLE MEMBER (Technical)

For the Applicant: Mr Rajan Khanna, Advocate



CP-15/ND/2021

ORDER**Per-Dr. Deepti Mukesh, Member (J)**

1. The instant application is filed under section 66 of the Companies Act, 2013 by ABM International Limited (for brevity applicant), through its authorized representative Mr. Virender Kumar Gandhi, being the Director, who has been authorized vide Board Resolution dated 22.08.2020, seeking approval for reduction of share capital.
2. The Applicant Company, ABM International Limited having CIN L519091D1983PLC 015585, was originally incorporated under the provisions of the Companies Act, 1956, as public limited company with the name and style as 'Dimple Overseas Limited' vide Certificate of Incorporation dated 21st April, 1983 issued by the Registrar of Companies, NCT of Delhi Haryana at New Delhi and got certificate of commencement of business on 24th May, 1983. Name of the Company was Changed to 'ABM International Limited' vide Fresh Certificate of Incorporation dated 6th July, 1999. The Registered Office of the Company is situated at 10/60, Industrial Area, Kirti Nagar, New Delhi- 110015.
3. The Applicant is engaged in the business of import and trading of plastic raw materials and other related Products. The Authorized Share Capital of the Applicant is Rs. 12,00,00,000/- divided into 1,20,00,000/- Equity Shares of Rs 10/- each. The present Issued, Subscribed and Paid-up Share Capital is Rs. 11,76,00,000/- divided into 1,17,60,000/- equity Shares of Rs 10/- each.
4. The Applicant submits that subsequent to the date of the Audited Financial Statements for the year ended 31st March, 2020, there has not been any substantial

change in the financial position of the Applicant, except, arising out of or resulting from the normal course of business. The Board of Directors of the applicant in the meeting held on 22nd August, 2020 considered and unanimously approved the proposed Scheme of Reduction of Capital of company.

5. The Applicant is authorized by Article No. 79 of the Article of Association of the Company to reduce its share capital. The Applicant is a Public limited company listed on National Stock Exchange of India Ltd and has 651 Shareholders as on 31st December, 2020. Article 79 of the AoA is reproduced herein:

The company may from time to time by special resolution, in such manner specified in the cat and subject to such consents as may be required under any other law for the time being in force, reduce in any manner:

- i. It's share capital*
- ii. Any capital redemption reserve account*
- iii. Any securities premium account*

The copy of Memorandum of Association & Articles of Association are annexed.

6. The applicant submits that the circumstances which justify and/or necessitate the proposed Scheme of Reduction of Capital of ABM International Limited are as follows:

- a) The present Issued, Subscribed and Paid up Share Capital of the Company Rs. 11,76,00,000/- divided into 1,17,60,000/- Equity Snares of Rs. 10/- each.
- b) However due to continuous losses in the Company in the last few years, the value represented by the share capital of the Company has been

substantially wiped-off. As on 31st March, 2020, the total accumulated losses in the Company is at Rs. 446.36 lakhs.

- c) This has given rise to the need for re-adjustment of capital in its books of accounts. In order to fairly reflect the assets and liabilities of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors has decided to write off the accumulated losses against reduction in the paid up share capital of the Company in accordance with section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions.
 - d) The reduction of share capital and subsequent consolidation in the manner proposed herein would enable the Company to rationalize its capital structure and present a true and fair financial position of the Company in a better manner, which commensurate with its business and assets.
7. The applicant submits that the proposed Reduction of Capital would not involve either the diminution of any liability in respect of unpaid share capital or the payment to any shareholder of any paid up share Capital. Hence, no creditor of the Company will be adversely affected by the proposed reduction of Capital, rather the proposed Reduction of Capital would help in improving the financial position of the Company, its Shareholders and other stakeholders.
8. The Applicant submits that in terms of the provisions of section 66(1) of the Companies Act, 2013 and other applicable provisions, the proposed Scheme of Reduction of Capital has been duly approved by the members of the Company.

The following Special Resolutions ¹⁰ ~~was~~ passed in its general meeting dated 28.12.2020:

***“Resolved that** pursuant to the provisions of Article 79 of the Articles of Association of the Company, section 66 of the Companies Act 2013, the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions, if any, and subject to the approval of the Hon’ble National Company Law Tribunal, Stock Exchanges and other competent authorities if any, the consent of the members of the Company be and is hereby given for me proposed reduction of paid-up share capital of the Company by 20%, on proportionate basis and writing off accumulated losses of the Company against such reduction of capital.*

***Resolved further that** the salient features/terms and conditions of the proposed reduction of Share capital, as set out in the draft Scheme of Reduction of Capital, which, Inter-alia, include the following:*

- a) Upon the Scheme come into effect, the paid-up share capital of the Company will at reduced by 20%, on Proportionate basis. Accordingly, the paid-up value of each Equity Share of the Company will be reduced from Rs. 10/- per share to Rs. 8/-per share. Subsequent to reduction in paid up value of equity shares of the Company from Rs 10/- to Rs 8/- per equity share and or terms of the provisions of section 61 of the Companies Act, 2013, and other applicable provisions, every five (5) equity shares of Rupees 8/- each will be consolidated into four (4) equity snare of Rs. 10/- each, fully paid up. Approval of this Scheme by the Shareholders and/or Creditors of the Company, as the case may be, and sanction by the Hon’ble National Company Law Tribunal shall be sufficient compliance with the provisions of sections 61 and 64 or the Companies Act., 2013, and other applicable provisions, if any, relating to the aforesaid consolidation of face value of equity shares. It is clarified that the reduction of share capital from Rs. 10/- per Share to Rs. 8/- per share and

consolidation of every five equity shares of Rs. 8/- each into four equity share of Rs 10/- each, will be executed simultaneously. The Company will issue Equity Shares (in physical or dematerialized form) having face value and paid up value of Rs. 10/- per share.

Accordingly, upon coming into effect the Scheme of Reduction of Capital, the total paid up Equity Share Capital of the Company shall be reduced from Rs. 11,76,00,000/- divided into 1,17,60,000/- Equity Shares of Rs. 10/- each, fully Paid-up to Rs. 9,40,80,000/- divided into 94,08,000/- Equity Shares of Rs. 10/- each, fully paid-up.

- b) Simultaneously with the aforesaid reduction in the equity share capital of the Company; the debit balance of profit & Loss Account of the Company will be written off to the extent or amount of the aforesaid reduction or share capital. Any amount left, if any, on the Effective Date, after writing off the debit balance of Profit & Loss Account will be credited to the Capital Reserve Account in the books of the Company.
- c) The Reduction of Capital shall be on proportionate basis and all the pre-scheme shareholders will remain as the Shareholders of the Company even after the Scheme in the same proportion, except the shareholders who are entitled to fractional shares which will be paid in terms of the scheme.
- d) In case any shareholder holding equity shares in the Company is such that the member becomes entitled to a fraction of an equity share of the Company, upon coming into effect the Scheme of Reduction of Capital, then the Company shall not issue fractional share to such shareholder but shall instead consolidate all such fractional entitlements to which the Shareholders of the Company may be entitled and issue consolidated equity shares to a non-promoter category director or Key Managerial Personnel of the Company, as may be nominated by the Board of Directors in that behalf. The said Director or Key managerial Personnel of the Company, as may be nominated by the Board of Directors in that behalf, shall hold the shares issued due to fractional entitlements in trust

of the shareholders entitled for fractional entitlement and shall, at his discretion, sell such shares on the Open market and distribute the net sale proceeds (after deduction of the expenses incurred) to me Shareholders, respectively entitled to the same in proportion to their fractional entitlements.

Resolved further that the Company shad not be required to use the words 'and reduced' as part of its corporate name.

Resolved further that subject to the approval by the Hon'ble National Company Law Tribunal and other competent authorities, if any, the draft scheme of Reduction of Capital of ABM International limited be and Is hereby approved.

Resolved further that pursuant to the provisions of section 66 of the Companies Act 2013, and the National Company Law Tribunal (Procedure for Reduction of Snare Capital of Company) Rules, 2026 and other applicable provisions, if any, necessary applications and/or Petition(s) be moved before the National Company Law Tribunal and other competent authorities, if any, for approval of the proposed Scheme of Reduction of Capital for such other directions as may be required for this purpose.

Resolved further that for the purpose of giving effect to this Resolution, the Board of directors of the Company (hereinafter called the board, which term shall be deemed to Include any Committee(s) so authorized by the Board of Directors or any Person authorized by the Board of Directors or such Committees to exercise as powers including the powers conferred by this Resolution) or any officer so authorized by the Board, be and are hereby authorized on behalf of the Company to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable, including but not Limited to preparing, finalising, signing, submitting, filing, any undertaking, application, representation, petition, letter, form, dead, and any other documents in respect thereof, and / or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and / or to seek the requisite approvals, as may be applicable, from the appropriate

authorities including but not limited to the National Company Law Tribunal, Stock Exchanges where the Securities of the company are listed, SEBI or other appropriate authorities and/or to represent the Company before the said authorities and for to settle any question, difficulty, doubt that may arise, if any, with regard to this dealing and / or to make necessary adjustment(s) to the accounts and / or reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.'

9. The certificate from statutory auditors on the accounting treatment as required under section 66 (reduction of share capital) for proposing the scheme of reduction of capital, has duly been annexed which declares that the provisions relating to the accounting treatment for the proposed Reduction of Capital, as contained in the Scheme of Reduction of Capital, are in conformity with the applicable Provisions of the Companies Act, 2013 and also Accounting Standards prescribed under section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles in India (Indian GAAP).
10. That the shares of the Company are listed on National Stock Exchange in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NSE has given its no-objection/observation for the proposed Scheme of Reduction of Capital with respect to the company, vide their letter dated 11.11.2020.
11. The Company proposes to obtain the Confirmation of this tribunal on the proposed Reduction of Capital and get the following proposed minutes to be registered under section 66(5) of the Companies Act, 2013:

"The paid-up equity share capital of ABM International Limited is henceforth Rs. 9,40,80,000/- divided into 94,08,000/- Equity Shares of Rs. 10/- each fully paid-up.

At the date of the registration of this minute (pre-reduction of capital) 1,17,60,000/- equity Shares of Rs. 10/- each under distinctive number 1 to 1,17,60,000/- have been issued and are deemed to be fully paid."

12. It is submitted that the Applicant Company has not accepted any public deposit in the past and there is no outstanding public deposit money as on date as per section 66 (reduction of capital) of the Companies Act, 2013.
13. The Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, filed representation dated 26.02.2021 submitting the following:
 - i. The Applicant Company is a listed Company and has obtained requisite No Objection in terms of Regulation 94 of SEBI (LODR) Regulation, 2015.
 - ii. The proposal of reduction of Share Capital has been approved by the shareholders with consent of 99.99%.
14. The ROC has submitted its report and has stated that the applicant company had filed its annual return and balance sheet up to 31.03.2020. No prosecution has been filed against the company and no complaints are pending and no inspection or investigation has been conducted in respect of the applicant company.
15. Taking into consideration the documents on record and no objection of the respective departments, as prescribed under section 66(2), we pass following orders:

- i. The reduction of the share capital of M/s ABM international Limited is allowed.
- ii. That the minutes for reduction of share capital as specified under section 66(5) of the Companies Act, 2013 is be and hereby approved. That a
- iii. Certified copy of this order including the minute as approved, be delivered to the Registrar of Companies within thirty days of receipt of the order.
- iv. Paper publication confirming reduction of capital by this Tribunal, shall also be done in the newspaper English Delhi Edition "Financial Express" and Hindi Delhi Edition "Jansatta" in the prescribed format within a period of thirty days from the date of this order.
- v. The copy of order be served to the parties.

Application is allowed and disposed off, in terms of above order.

SD/-

(MS. SUMITA PURKAYASTHA)
MEMBER (T)

SD/-

(DR. DEEPTI MUKESH)
MEMBER (J)