



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. : 151909DL1983PLC015585

NSE TRADING SYMBOL : ABMINTL

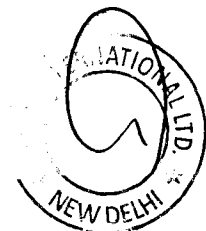
MINUTES OF THE PROCEEDING RELATING TO THE RESULTS OF THE POSTAL BALLOT VOTING OF M/S. ABM INTERNATIONAL LIMITED HAVING ITS REGISTERED OFFICE AT 10/60, INDUSTRIAL AREA, KIRTI NAGAR, NEW DELHI-110015 DECLARED ON MONDAY, 28TH DECEMBER, 2020

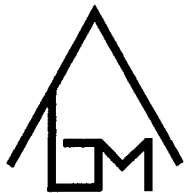
Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**") and all other applicable rules framed under the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations the Company had issued a Postal Ballot Notice dated November 23, 2020 to obtain approval from shareholders for passing a special resolution through postal ballot for the 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.

The Board of Directors of the Company at its Meeting held on November 23, 2020 had appointed Mr. Mohit Mehta, Proprietor of. M/s Mohit Mehta & Associates, Practicing Company Secretaries, New Delhi as Scrutinizer for conducting the Postal Ballot in accordance with the above regulations of the Companies Act, 2013 read with the circulars issued by MCA as mentioned above.

In accordance with above mentioned MCA Circulars and on account of ongoing Covid-19 pandemic, the notice of postal ballot had been sent only through e mail on November 25, 2020. The Company had also released a newspaper publication in Financial Express- All Edition in English, in Jansatta – All Edition in Hindi and in Hari Bhumi- Delhi edition in Hindi on November 26, 2020 intimating, inter alia, about the completion of dispatch of Postal Ballot notices to the - Shareholders.

As intimated to the members through Postal Ballot Notice:





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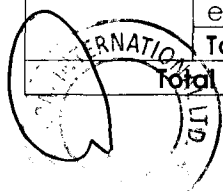
1. The voting period was kept open from November 28, 2020 (9.00 a.m.) till December 27, 2020 (5.00 p.m.).

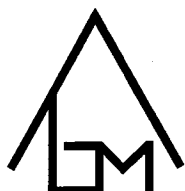
The votes through remote e-voting (the facility as provided in the above stated MCA Circulars) received on the resolution proposed to be passed through Postal Ballot from. 9:00 A.M. on Saturday, November 28, 2020 to 5:00 PM on Sunday, December 27, 2020 were only considered for voting.

Voting rights have been reckoned on the paid up capital value of the shares registered in the name of the members as on November 20, 2020 (Cut- off Date).

After due scrutiny of all the votes received through remote e-voting within the prescribed time limit, the scrutinizer submitted his Report on December 28, 2020.

Resolution Required : Ordinary/Special				Special				
Whether promoter/promoter group are interested in the agenda/resolution? :				No				
Category	Mode of Voting	No. of shares held	No of polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E- voting	8784240	8784240	100	8784240	-	100	--
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8784240	8784240	100	8784240	-	100	--
Public-Institutions	E- voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions##	E- voting		20,58,848	69.18	20,58,374	474	99.97	0.03
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	2975760	-	-	-	-	-	-
	Total	2975760	20,58,848	69.18	20,58,374	474	99.97	0.03
Total		11760000	10,843,088	92.20	10,84,2614	474	99.99	0.01





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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

On the basis of the report of the scrutinizer, Mr. Virender Kumar Gandhi, Managing Director & Chairman, declared that the following special resolution was carried out unanimously and deemed to be passed on December 27, 2020 (i.e. last date for receipts of the votes on Postal Ballot resolution).

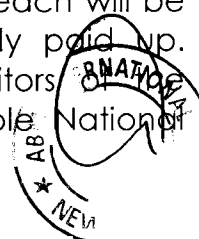
SPECIAL RESOLUTION:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**:

"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 the 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:

- Upon the Scheme coming into effect, the paid-up share capital of the Company will be 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 in 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 share 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





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Company Law Tribunal shall be sufficient compliance, with the provisions of sections 61 and 64 of 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 (Rupees Eleven Crore and Seventy-Six Lakhs only) divided into 1,17,60,000 (One Crore Seventeen Lakhs and Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, fully paid-up to Rs. 9,40,80,000 (Rupees Nine Crores Forty Lakhs and Eighty Thousand only) divided into 94,08,000 (Ninety-Four Lakhs Eight Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) 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 of amount of the aforesaid reduction of 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 in the open market and distribute the net sale proceeds (after deduction of the expenses

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incurred) to the shareholders, respectively entitled to the same in proportion to their fractional entitlements.

be and are hereby approved in specific.

Resolved further that the company shall 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 Share Capital of Company) Rules, 2016, and other applicable provisions, if any, necessary application(s) and/or petition(s) be moved before the Hon'ble National Company Law Tribunal and other competent authorities, if any, for approval of the proposed Scheme of Reduction of Capital and 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 authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee(s) to exercise its 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, finalizing, signing, submitting, filing, any undertaking, application, representation, petition, letter, form, deed, 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 /or 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 from the Members or otherwise to the end and intent that the Members shall be





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deemed to have given their approval thereto expressly by the authority of this resolution."

The voting result along with the Scrutinizer' S Report were displayed on the website of the Company. The results were also communicated to National Stock Exchange of India Limited, where the shares of the Company are listed as required under the Provisions of the Listing Regulations.

FOR ABM INTERNATIONAL LIMITED

Date: 28.12.2020

Place: New Delhi



Virender Kumar Gandhi

Chairman