



ABM International Limited

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

PHONES : 25927878, 25927699, 41426055

FAX : 91-11-41426044, E-mail : abmintl@vsnl.com

CIN No. : L51909DL1983PLC015585, Website : www.abmintl.in

NSC TRADING SYMBOL - ABMINTLTD

5th September, 2017

To,

The Manager,
Listing Compliance
National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Sub: Intimation of Annual General Meeting

Dear Sir,

We wish to inform you that the 34th Annual General Meeting of the Company will be held on Thursday, 28th September, 2017 at 04:00 P.M. at 6/6, Industrial Area, Kirti Nagar, New Delhi 110015 for the purpose of transacting the businesses detailed in the Notice. A copy of Notice attached for your reference.

.You are requested to take note of the above in your records.

Thanking You

Yours Faithfully

For ABM INTERNATIONAL LIMITED

(VIRENDER KUMAR GANDHI)

Managing Director

DIN: 00244762

NOTICE OF
34th AGM
ABM INTERNATIONAL
LIMITED



ABM INTERNATIONAL LTD.

Board of Directors

Shri Virender Kumar Gandhi
Chairman & Managing Director

Smt. Sangeeta Gandhi
Whole-Time Director

Shri S.S. Rana Independent
Director

Shri M. S. Venkateswaran
Independent Director

Shri Kawaljit Singh Bhatia
Director

Shri Sunil Gupta
Director

Chief Financial Officer

Shri V. Mahalingam

Auditors

M/s Salarpuria & Partners
1008, Chiranjiv Tower,
43, Nehru Place,
New Delhi - 110 019

Internal Auditors

M/s Rajan Goel & Associates 280,
Kailash Hills,
New Delhi - 110 065

Bankers

- (i) Oriental Bank of Commerce
- (ii) Axis Bank Ltd.

Regd. Office

10/60, Industrial Area,
Kirti Nagar,
New Delhi - 110 015.



GENERAL SHARE HOLDER'S INFORMATION

1. A. G. M. Date, Time and Venue : 28th September, 2017 at 4.00 P.M.
at 6/6, Industrial Area, Kirti Nagar,
New Delhi-110015
2. Financial Calendar : 1st April, 2016 to 31st March, 2017
3. Listing at Stock Exchange : National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G, Bandra Kurla
Complex, Bandra (E), Mumbai-400 051.
4. Investor Correspondence : Share Department,
ABM International Limited,
10/60, Industrial Area, Kirti Nagar,
New Delhi-110015.
Tel.:(011)25927878,41426055
5. Registrar for Demat Services &
Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor, 99, Madangir,
(Behind Local Shopping Complex),
Near Dada Harsukh Das Mandir,
New Delhi - 110062 Tel.:(011)29961281



ABM International Limited

10/60, Industrial Area, Kirti Nagar, New Delhi 110015
Tel: 011-41426055; E-mail: vk Gandhi@abmintl.in; Website: www.abmintl.in
Corporate Identification Number (CIN): L51909DL1983PLC015585
NSE TRADING SYMBOL: ABMINTLTD.

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of **ABM INTERNATIONAL LIMITED** will be held on Thursday, the 28th day of September, 2017, At 4:00 P.M. at 6/6, Industrial Area, Kirti Nagar, New Delhi-110015 to transact the following business (es):

ORDINARY BUSINESSSES:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash flow Statement (both consolidated and standalone) for the year ended on that date together with reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangeeta Gandhi (DIN: 00265593), who retires by rotation and, being eligible, offers herself for re-appointment.
3. **Appointment of Statutory Auditor's of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the section 139,142 and other applicable provisions , if any , of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s SPRM & Associates Chartered Accountants (Firm Registration No. 007578N) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E), to hold office from the conclusion of this Annual General Meeting (" AGM") till the conclusion of the 39th AGM to be held in the year 2022 (subject to ratification of their appointment by the members at every AGM to be held after this Annual General Meeting at such remuneration, as may be mutually agreed to by and between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESSSES:

4. **Regularization of Additional Director, Mr. Kawaljit Singh Bhatia**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and any other applicable provision, if any, of the Companies act, 2013("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Kawaljit Singh Bhatia, who was appointed as an Additional Director of the Company w.e.f. October 22, 2016 by the Board of Directors pursuant to section 161 of the Act and as recommended by Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received notice in writing alongwith a deposit of Rs. 1,00,000(Rupees One Lac only) from a member under section 160 of the Act proposing the candidature of Mr. Kawaljit Singh Bhatia for the office of Director, be and is hereby appointed as Non Executive Director of the Company, liable to retire by rotation."



5. **Appointment of Mr. Virender Kumar Gandhi (DIN: 00244762) as Managing Director**

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 & 203 read with Schedule V and all other applicable Statutory provisions of the Companies Act, 2013 rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and with (including any statutory modification (s) or re-enactment thereof, for the time being in force) Mr. Virender Kumar Gandhi who is the Managing Director of the Company and whose term would expire on 30th June, 2018 and who has already attained the age of 70 years, be and is hereby re-appointed as Managing Director of the Company for a further term of 3 years w.e.f. 1st July, 2018 as recommended by the Nomination and Remuneration Committee, on the following terms and conditions:

Term : 3 years with effect from 1st July, 2018

Salary including Perquisites : Rs.6, 50,000(Rupees Six Lakh Fifty Thousand Only) per month.

The Managing Director will be occupying his own premises for his residential use and the Company will not charge any rent thereof. However, the Company has undertaken to bear the expenditure incurred on his residence by way of property tax, Repairs & maintenance. In addition to this, gas, electricity, water and furnishing will also be provided, the expenditure on which will be valued as per the provisions of the Income Tax Rules, 1962.

Medical Reimbursement:

Expenses incurred for treatment for self and family members, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

Leave Travel concession:

For self and family, once in a year incurred in accordance with the rules specified by the company.

Club Fees: Fees of club subject to a maximum of 2 clubs. This will not include admission and life membership fees.

The Company shall also provide a car for the Managing Director of the Company for Company's Business and also telephone at his residence. The perquisites value of these will be determined according to the Income Tax Rules, 1962.

The following perquisites shall not form part of salary:

- A) Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- B) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service;
- C) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

Place: New Delhi
Date: 11th August, 2017

By the Order of the Board
For ABM International Limited
Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



NOTES

1. **AMEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolutions/authority, as applicable. A blank proxy form MGT-11 for the AGM is enclosed.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed to the Notice as Annexure 1 and Item No. 4 of Notice is Annexed to the notice as Annexure-2.
5. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
6. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the Annual General Meeting to enable the Company to keep the information ready.
7. Members/Proxies/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share transfers/transmission/Dividend/Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. BeetalHouse,3rdFloor, 99, Madangir,(BehindLocalShoppingComplex), NearDadaHarsukhDasMandir, New Delhi - 110062
 - c. Quote their DPID No./Client ID No.or folio number in all their correspondence.
8. The Annual Report for 2016-17 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants / registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2016-17 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.abmintl.in for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz.abmintl@vsnl.com.
9. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares)and make this initiative a success.
10. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd.



11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Ltd. for assistance in this regard.
12. As per the provision of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.abmintl.in. Members holding shares in physical form may submit the same to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd. BeetalHouse, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi -110062. Members holding shares in electronic form may submit the same to their respective depository participants.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation into singlefolio.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, Iphone and windows based mobiles. The m-Voting app can be downloaded from google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF) Pursuant to the provisions of section 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 dividend for the financial year ended 2009-10 and thereafter which remain unclaimed for a period of 7 years will be transferred by the company to the IEPF established by the central government. Members who have not so far encashed their dividend warrants for the financial year ended 2009-10 or any subsequent financial years are requested to approach the company for obtaining fresh instrument(s) in lieu of expired dividend warrant(s). It may also be noted that once the unclaimed dividend is transferred to the said fund, as above, no claim shall lie against the company or the fund in respect thereof.

Members who have not yet encashed their Dividend warrant(s) for the Financial Year 2009-10 onwards are requested to make their claims without any further delay to the company's Registrar and Transfer agent, M/s. Beetal Financial & Computer Services Private Limited.

Members may please note that no claim will lie against IEPF or the company with respect to dividend declared for the financial year 2009-10, on or after 31st October, 2017.

Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the IEPF are as follows:

Date of Declaration	Due for Transfer on
25.09.2010	31.10.2017
17.09.2011	23.10.2018
27.09.2012	02.11.2019
26.09.2013	01.11.2020
19.09.2014	25.10.2021
20.09.2016	29.10.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.



17. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.
- The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), as scrutinizer for conducting the e-voting process in a fair and transparent manner.
18. The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
19. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.
20. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.abmintl.in and on the website of CDSL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchanges where the shares of the Company are listed.
21. The route map along with prominent land mark for easy location of the 34th Annual General Meeting venue is printed on the last page of the Annual report.

The instructions for members for voting electronically are as under: -

In case of members receiving e-mail:

- (i) The voting period begins on 25.09.2017 (09.00 A.M.) and ends on 27.09.2017 (05.00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the envelop along with address. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. i.e. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend # Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2017, may follow the same instructions as mentioned above for e-voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 25th September, 2017(9:00A.M) and ends on 27th September, 2017(5:00 P.M). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration Number: 302113E) appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) of the Company held on September 20, 2014 for the term of three years to hold office till the conclusion of this AGM. M/s Salarpuria & Partners has been the Statutory Auditors of the Company since Incorporation.

As per the second proviso to Section 139(2) of the Companies Act, 2013, a transition period of three years from the commencement of the Act was provided to appoint a new auditor when existing audit firm has completed two terms of five consecutive years. In compliance with the provisions of the Act, the Company will have to appoint a new Auditor in place of the existing Statutory Auditors.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 11th August, 2017 proposed the appointment of M/S SPMR & Associates as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment by the members at every AGM held after this Annual General Meeting, if so, required under the Act).

Item No. 4

Mr. Kawaljit Singh Bhatia (DIN :02024597) was appointed as an Additional Director of the Company with effect from 22 October, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Bhatia holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no.4 of the Notice for the appointment of Mr. Kawaljit Singh Bhatia as a Non-Executive Director, liable to retire by rotation. A statement containing his profile is given as per Annexure 2.

Except Mr. Kawaljit Singh Bhatia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No3.

Item No. 5

Shri Virender Kumar Gandhi has been re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2018. His reappointment was made by the Board of Directors at their Meeting held on 11.08.2017 on the salary and remuneration as detailed in the respective resolution. The appointment and payment of remuneration, including perquisites, have been approved by the Nomination and Remuneration committee consisting of Non-Executive Directors out of which not less than one half shall be Independent Directors. Shri Virender Kumar Gandhi possess a rich experience of 55 years of



trade and industry. He is the Promoter Director of the Company. He has put his hard labour to bring the Company at a good level. Today, with his efforts supported by a very meagre work force, the Company has achieved a turnover of Rs. 142 crores during the financial year

The first appointment date of Mr. Virender Kumar Gandhi as a Director in the company is 21.04.1983 and his current shareholding is 4745040 shares in the Company. During the year he attended 9 Board Meetings and he is also Director in Prisha Promoters Private Limited.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution as he has crossed the age of 70 years. None of the Directors of Company, except Shri Virender Kumar Gandhi and Mrs. Sangeeta Gandhi, being related to Shri Virender Kumar Gandhi, are interested in the resolution.

Information pursuant to the relevant provision of Schedule V of Companies Act, 2013 is as under :

S.NO.	INFORMATION REQUIRED	STATUS
I.	GENERAL INFORMATION	
(1)	Nature of industry	Trading in Plastic Raw Materials
(2)	Production Date or expected date of Commencement of Commercial	N.A
(3)	In case of new Companies, expected Date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given Indicators:	
II.	INFORMATION ABOUT THE APPOINTEE	
(1)	Background details: Mr. Virender Kumar Gandhi has done his B.Com (Hons) from Delhi University in the year 1964. He is in business since 1962 and having a vast experience of 55 years. He remained as President of All India Federation of Plastic industries in 1989-1990 and life time member of All India Plastic Manufacturers Association. He is the promoter Director of the company.	
(2)	Past Remuneration: Mr. Virender Kumar Gandhi was drawing a remuneration of Rs. 48.07 Lakh per annum as against Rs. 84 Lakhs per annum as per approval of the Central Government	
(3)	Recognition or awards: In 1969-70, Mr. Virender Kumar Gandhi was bestowed with National Award by the then President of India, Mr. V.V. Giri for making a " BLOUSE HOOK MAKING MACHINE" which was then an item of import substitution.	
(4)	Job profile and his suitability: Mr. Virender Kumar Gandhi, Managing Director is engaged in managing the affairs of the Company in the following ways: 1. Responsible for coordination of all the activities of the Company. 2. Responsible for the effectiveness of the organization in pursuit of the Company's goals and objectives.	
(5)	Remuneration Proposed: As per details given in the resolution at item no. 5 of the Notice	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) The proposed remuneration is in line with remuneration prevailing in other industry, size of the company, profile of the position and person.	

- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel, if any :**

No pecuniary relationship except remuneration. Relative of Mrs. Sangeeta Gandhi, the Whole Time Director of the Company.

III. OTHER INFORMATION

- (1) Reasons for loss or inadequate profits: Not Applicable.
- (2) Steps taken or proposed to be taken for improvement: Not Applicable.
- (3) Expected increase in productivity and profits in measurable terms : It is expected that the Company will achieve turnover and Net Profits for the next three financial years as follows :

	Turnover (Rs. In Lakhs)	Net Profits (Rs. In Lakhs)
2017-18	15,500	92.81
2018-19	16,500	100.50
2019-20	17,500	120.80

Place: New Delhi
Date: 11th August, 2017

By the Order of the Board
For ABM International Limited
Virender Kumar Gandhi
Chairman and Managing Director
DIN No. 00244762
Resi. Add. : D-1/16, Vasant Vihar,
New Delhi-110057



ANNEXURE - 1

Details of Directors Seeking Re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mrs. Sangeeta Gandhi
Designation	Whole Time Director
Age	43
Date of Birth	17.11.1973
Date of first appointment	01.04.2009
Qualification	Commerce Graduate
Experience	Having good experience and understanding in the matters relating to trade and industry
Profile	She is looking after the Administrative and Marketing activities of the Company
Directorship held in other Companies	Prisha Promoters Private Limited
Directorship held in Listed entities (other than ABM International Limited)	NIL
Membership of Committees of the Board	NIL
Numbers of shares held in the Company	1328400
No. of Board Meeting attended during the year	9
Remuneration	Rs. 9,00,000/- per annum
Relationship with other Directors Managers and KMP of the Company	Relative of Mr. Virender Kumar Gandhi, Managing Director of the Company

ANNEXURE - 2

Details of Directors Seeking Re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2)

Name	Mr. Kawaljeet Singh Bhatia
Designation	Director
Age	53
Date of Birth	01.11.1963
Date of first appointment	19.09.2014
Qualification	Graduate
Experience	32 years of experience
Profile	Mr. Kwaljeet Singh Bhatia is a Graduate and has around 32 years of experience
Directorship held in other Companies	Oscar Global Limited
Directorship held in Listed entities (other than ABM International Limited)	Oscar Global Limited
Membership of Committees of the Board	Nomination and Remuneration, Audit Committee
Numbers of shares held in the Company	Nil
No. of Board Meeting attended during the year	9
Remuneration	Nil
Relationship with other Directors Managers and KMP of the Company	Nil

**FORM NO. MGT-11****PROXY FORM****ABM INTERNATIONAL LIMITED****(CIN:L51909DL1983PLC015585)**

Registered Office: 10/60, Industrial Area, Kirti Nagar, New Delhi-110015;

Website: www.abmintl.in; Email: abmintl@vsnl.com; Tel: 011-41426055

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**34th Annual General Meeting -28th September, 2017 at 4 PM. at 6/6, Industrial Area, Kirti Nagar, New Delhi-110015**

Name of the Member(s)	
Registered Address	
E-mail-ID	
Folio No./DP ID/ Client ID	

I/We, being the member(s) of Shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail ID:
Signature:, or failing him
2. Name:
Address:
E-mail ID:
Signature:, or failing him
3. Name:
Address:
E-mail ID:
Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and my/ our behalf at the 34th Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2017, at 04.00 PM at 6/6, Industrial Area, Kirti Nagar, New Delhi 110015 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statement for the year ended March 31, 2017
2	Re-appointment of Mrs. Sangeeta Gandhi as Director of the Company
3	Appointment of Statutory Auditor.
4	Regularization of Additional Director, Mr. K.S. Bhatia
5.	Appointment of Mr. V. K. Gandhi as Managing Director.

Signed this day of 2017

**AFFIX
REVENUE
STAMP**

Signature of Shareholder

Signature of Proxyholder(s)

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

ABMINTERNATIONAL LIMITED

Regd. Office:

10/60, Industrial Area,

Kirti Nagar, New Delhi - 110015

34th Annual General Meeting

I/We hereby record my/our presence at the 34th ANNUAL GENERAL MEETING of the Company to be held at 6/6, Kirti Nagar, Industrial Area, New Delhi - 110015 on Thursday, the 28th day of September, 2017, at 4:00 P.M. or at any adjournment thereof.

Member's / Proxy's Name :	Member's / Proxy's Signature
Ledger Folio No. :	
Client ID No. :	
DP ID :	
Address	

NOTES:

1. Only shareholders or their proxies will be allowed for the meeting.
2. Share holders are requested to bring the copy of Annula Report at the meeting.
3. Shareholders are requested to advise, indicating their account numbers, the change in the address, if any to the Company.

